



**BY-LAWS
OF THE
MIDDLESEX COUNTY
DEMOCRATIC ORGANIZATION**

ARTICLE I

Name

The name of this organization shall be the Middlesex County Democratic Organization (hereafter also referred to as "MCDO," "Democratic Organization," "Democratic Party" or "The Organization").

ARTICLE II

Purpose and Organization

1. The purpose of the Middlesex County Democratic Organization shall be to elect Democrats to public office at the local, county, state, and national levels, to advance the principles of open and fair government and participatory Democracy in Middlesex County and the State of New Jersey and to promote the general interests of this, the official Democratic Organization of Middlesex County.
2. The Organization shall be governed in accordance with its Constitution, By-Laws and, to the extent not addressed in the foregoing, Roberts Rule of Order.
3. Each article and subsection of the Organization's By-Laws shall be considered separately, and the illegality or unenforceability of any one article or subsection shall not affect any other article or subsection.

ARTICLE III

Term of Office

Beginning with the 2019 election of County Committee, the term of office for all County Committee Members shall be for four (4) years. Beginning with the Reorganization Meeting in 2021, the terms of all officers, as set forth in Article IV below, including the Chair and Vice Chair, shall be for two (2) years.



ARTICLE IV

Officers

1. The officers of the Organization shall consist of the following: Chair (hereafter also referred to as “County Chair”), Vice Chair, Treasurer, General Counsel, Secretary, Registration Secretary, and Parliamentarian.
2. These officers shall comprise the voting members of the Executive Board of the Organization.
3. Each officer shall be a registered Democrat and shall reside in Middlesex County. While any particular office need not be a County Committee Member, at least half (50%) of the Executive Board shall be a County Committee Member.
4. The offices of the County Chair and Vice Chair shall be elected by the County Committee Members at the time set forth in these By-Laws and in accordance with law. The remaining officers of the Organization shall be selected by the Chair of the Organization. Their term shall run simultaneously with the term of the County Chair, with the exception of the Parliamentarian, who serves at the pleasure of the County Chair.
5. Duties and Responsibilities of the Officers:
 - A. The County Chair shall be the Chief Executive of the Middlesex County Democratic Organization. That person shall have general charge and supervision over and responsibility for the business and affairs of the Organization. All other officers shall be subject to the authority and supervision of the County Chair. The County Chair may enter into and execute contracts and other instruments in the name of the Organization in the regular course of business.

The County Chair shall preside at all meetings, except during the Reorganization Meeting at which time that meeting shall be conducted by the Parliamentarian who shall serve as Chairperson Pro Tem of the Reorganization Meeting. The County Chair shall have the authority to appoint standing and ad hoc committees to address the current and emerging needs of the Organization. The County Chair may designate the Chairperson of each such committee who will serve as an ex officio (non-voting) member of the Executive Board. The County Chair shall also call meetings of the Executive Board from time to time, as necessary, and shall perform all the usual duties of such offices as provided by law.

- B. The Vice Chair shall assist the County Chair in the performance of the duties of the County Chair and shall perform such duties and have such authority as may from time to time be delegated by the County Chair.

In case of death, resignation, or incapacity of the County Chair, the Vice Chair shall perform the duties and be vested with the authority of the County Chair until the following June, when a County Reorganization Meeting shall be held and an election conducted for the offices of County Chair and Vice Chair.

The Vice Chair shall preside at a meeting of the Organization if requested to do so by the County Chair and this event may occur as the result of disability of the County Chair.

- C. The Treasurer shall prepare and file quarterly reports with the Election Law Enforcement Commission (also known as ELEC) in a timely manner and in accordance with law. The Treasurer shall also perform the usual duties incident to that office and shall perform such other duties as are assigned by the County Chair.
- D. The General Counsel shall represent all legal matters of the Organization and shall provide legal counsel and advice to the County Chair. The General Counsel shall advise the County Chair in the performance of the duties of the County Chair and shall represent the legal interests of the Organization. The General Counsel shall also perform such other duties as are incident to that office and as are assigned by the County Chair. The County Chair retains the discretion to appoint Special Counsel as deemed necessary.
- E. The Secretary shall prepare minutes and send notices of all meetings and any other notice as required by the Constitution and By-Laws of the Organization. The Secretary shall also perform such other duties as are incident to that office and as are assigned by the County Chair.
- F. The Registration Secretary shall organize and implement county-wide voter registration campaigns. The Registration Secretary shall also perform such other duties as are incident to that office and as are assigned by the County Chair.
- G. The Parliamentarian, when called upon by the County Chair, shall interpret and explain all rules related to the conduct and order of meeting



and formal actions of the Organization according to and consistent with the Constitution and the By-Laws of the Organization, with resort to Robert’s Rules of Order and the laws of the State of New Jersey, if necessary and applicable. The Parliamentarian shall perform such other duties as are incident to that office as assigned by the County Chair.

- H. Standing Committees: The County Chair shall appoint standing committees to address issues of particular concern to the Organization, including but not limited to:
 - i. Black Caucus
 - ii. Communications Committee
 - iii. Constitution and By-Laws Committee
 - iv. Credentials Committee
 - v. Finance Committee
 - vi. Labor Caucus
 - vii. Latino Caucus
 - viii. LGBT Caucus
 - ix. Senior Citizens Caucus
 - x. Social Committee
 - xi. South Asian Caucus

ARTICLE V

Meetings

1. Beginning in 2021, the Reorganization Meeting shall be held every second (2nd) year on the second Tuesday following the Primary Election, at which time an election shall be held for the offices of County Chair and Vice Chair. Any registered Democrat who wishes to run for the office of County Chair or Vice Chair shall file a written statement of their intention to seek either position to the present County Chair with delivery accomplished no later than the 14th day prior to the date of the Reorganization Meeting. It shall be permissible for candidates for County Chair and Vice Chair to file a joint petition. Unless the election is not contested, voting shall be conducted by secret ballot using voting machines or electronic means as determined necessary by the County Chair. One nominating speech of five (5) minutes each shall be permitted for each candidate for the office of County Chair and Vice Chair by an individual of the candidate’s choice. In addition, each candidate for the office of County Chair and Vice Chair shall be permitted to speak for ten (10) minutes.



2. Additional meetings shall be called by the County Chair at such times and places as the County Chair shall determine, or as otherwise provided herein.
3. All meetings of the Organization shall be held upon not less than five (5) days written notice of the time, place, and purpose of the meeting, calculated as of the date of mailing. Notification by electronic mail is permissible. In the event that the County Chair deems it necessary to call an emergency meeting when an unforeseen matter arises such that five (5) days' notice is not possible, then the County Chair will give whatever notice is possible.
4. A quorum shall consist of twenty-five (25%) percent of all Committee Members of the Organization, calculated by the Credentials Committee as of the date of the meeting. All votes are official by action of a majority of Committee Members at an official meeting of the Organization. Proxy voting and voting by mail are not permitted. Voting may be by voice vote, except for the election of officers and any other matters requiring the use of voting machines, or electronic means as determined necessary by the County Chair, if such election is contested according to the terms of the Constitution and By-Laws or as directed by the County Chair.

ARTICLE VI

Amendments to the Constitution and By-Laws

1. An amendment to the Constitution and By-Laws of the Organization may be offered by:
 - A. The County Chair;
 - B. The Constitution and By-Laws Committee; or
 - C. Any County Committee Member.
2. A proposed amendment offered shall first be submitted in writing to the Constitution and By-Laws Committee, which shall complete its review no later than 90 days after submission. Thereafter, regardless of origin, copies of the proposed amendment, together with any report which may be offered by the Constitution and By-Laws Committee, shall be sent by electronic mail or regular mail (if the Committee Member does not have an email address on file) to all County Committee Members, Municipal Chairs and Vice-Chairs, and the officers of the Organization, along with a notice indicating that the amendment will be formally proposed and introduced at a meeting of the Organization scheduled for that purpose no later than 90 days after that communication. At that meeting, the proposed amendment shall be offered for a first reading, deliberation and



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explanation. Amendments to the proposal may be considered and accepted if a two-thirds majority of the quorum present at the meeting so approves. Ratification of any proposed amendment, along with any changes accepted by the Constitution and By-Laws Committee, shall occur at a subsequent meeting called pursuant to these By-Laws to occur no less than seven (7) days nor more than sixty (60) days after the initial meeting.