

**CONSTITUTION AND BYLAWS  
OF  
MORRIS COUNTY DEMOCRATIC COMMITTEE, INC.**

**As Amended and Restated as a Single Document Effective June 24, 2023**

**ARTICLE I  
NAME AND PURPOSE**

- Section 1. This organization shall be known as “Morris County Democratic Committee, Inc.”, and hereinafter referred to as “MCDC.”
- Section 2. The purposes of MCDC are:
1. To serve as the county committee, as described in N.J.S.A. 19:5-3, of the Democratic Party in and for the County of Morris, State of New Jersey (“Morris County”);
  2. To provide the voters of Morris County with Democratic candidates for election to public office;
  3. To campaign for Democratic candidates and with respect to issues of importance to Democratic voters;
  4. To assist Democratic elected officials representing Morris County residents in the performance of their duties;
  5. To encourage an interest in politics and public affairs in Morris County;
  6. To provide a forum for the discussion and exchange of ideas on political issues; and
  7. To support the work of the municipal committees of the Democratic Party in Morris County (each, a “Municipal Committee”).
- Section 3. MCDC is incorporated under the New Jersey Nonprofit Corporation Act, Title 15A of the New Jersey Statutes (“Title 15A”), by virtue of the filing of a certificate of incorporation with the Treasurer of the State of New Jersey on May 23, 2008 (as subsequently amended, the “Certificate of Incorporation”). The protections and other provisions of Title 15A are intended to apply to MCDC, to the extent not inconsistent with the requirements of Title 19 of the New Jersey Statutes (“Title 19”) or of this constitution and the bylaws set forth herein (collectively, these “Bylaws”), which are adopted pursuant to N.J.S.A. 19:5-3.2.
- Section 4. MCDC shall possess all the powers of a nonprofit corporation under Title 15A and of a county committee of a political party under Title 19, in each case consistent with the applicable rules and requirements of the New Jersey State Democratic Committee (the “State Committee”).

**ARTICLE II  
MEMBERSHIP**

Section 1. Pursuant to N.J.S.A. 19:5-3, the members of MCDC (the “Members”) shall be the registered Democrats residing in Morris County who are elected pursuant to this Section and Section 2 of this Article or appointed as provided in Section 5 of this Article. There shall be up to two members elected to MCDC per voting district in Morris County. While it is preferable that the two Members from each voting district be of different gender identities, neither seat from any voting district shall be reserved for or limited to a person of any particular gender.

Section 2. Members shall be elected at the primary election in odd-numbered years, and shall take office immediately upon the certification of the results of their election. Except as provided in Section 3 or Section 4 of this Article, Members shall serve a term of two years, concluding upon the certification of the results of the election of their successors.

Section 3. A Member may resign from MCDC upon written notice to the Chair of the Member’s Municipal Committee (a “Municipal Chair”). Municipal Chairs shall promptly notify the Chair of MCDC (the “County Chair”) of any such resignation. In addition, a Member shall be deemed to have resigned from MCDC upon ceasing to be a resident of the voting district from which elected or of the municipality from which appointed pursuant to Section 5 of this Article. Members must promptly notify their Municipal Chair of any change of address or other contact information.

Section 4. The Executive Board of MCDC may recommend to the Members, or the executive committee of a Municipal Committee (or, in the absence of an executive committee, the Municipal Committee’s elected officers) may recommend to the Municipal Committee, the suspension or removal of a Member for any of the following reasons:

1. Failure to comply with these Bylaws or other rules or policies (including any code of conduct) adopted by the Executive Board, or the bylaws or rules of any Municipal Committee;
2. Failure to participate as a Member;
3. Conviction of any criminal offense; or
4. Any other behavior deemed to be detrimental to MCDC and/or the Municipal Committee.

Any Member being considered for suspension or removal shall be notified of the action being considered and have an opportunity to appear before the Executive Board or executive committee, as applicable, to argue against such action. Any suspension or removal (a) if recommended by the Executive Board, shall require the affirmative vote of two-thirds of the Members (not limited to those from the relevant municipality) present and voting at a duly convened meeting of MCDC to take effect, or (b) if recommended by the executive committee (or elected officers) of a Municipal Committee, shall require the affirmative vote of two-third of the Members comprising such Municipal Committee present and voting at a

duly convened meeting of such Municipal Committee to take effect, and the Municipal Chair shall promptly notify the County Chair of any such suspension or removal. For the avoidance of doubt, a suspension or removal by MCDC or a Municipal Committee shall operate as a concurrent suspension or removal of the Member from both MCDC and the Municipal Committee.

Section 5. In the event of any vacancy on MCDC for any reason, including the failure to fill a seat at the relevant primary election or due to a resignation, deemed resignation, or removal pursuant to this Article, the relevant Municipal Chair may nominate a registered Democrat residing in the relevant municipality to fill such vacancy for the remainder of the applicable term. Priority shall be given to individuals residing in the voting district for which there is a vacancy. Any such nomination shall be subject to the approval of a majority of the Members comprising the relevant Municipal Committee present and voting at a duly convened meeting of such Municipal Committee. Municipal Chairs shall promptly inform the County Chair of any vacancies so filled.

### **ARTICLE III** **OFFICERS AND STAFF**

Section 1. A County Chair, Vice Chair, Secretary, Treasurer, and Operations Chair shall be elected from among the registered Democrats residing in Morris County at each organizational meeting of MCDC, which shall be held on or before the third Saturday following each primary election at which Members are elected (an “Organizational Meeting”). Qualified individuals wishing to be elected County Chair must deliver to the Secretary or Executive Director, at least 15 days prior to the Organizational Meeting (or other meeting of MCDC at which the County Chair will be elected), (a) a statement indicating the individual’s desire to seek the office of County Chair, (b) the names of candidates for Vice Chair, Secretary, Treasurer, and Operations Chair to run with the County Chair candidate as a slate, and (c) the name of a Member to enter the names of the candidates on the slate into nomination at the meeting.

At the Meeting, if the presiding officer pursuant to these Bylaws is a candidate for an office to be elected at the meeting, that person shall designate as Temporary Chair to preside over the election:

1. The Executive Director, if one is then in office and that person is not a candidate for an office to be elected at the meeting;
2. A former County Chair, if one is present at the meeting and not a candidate for an office to be elected at the meeting, and if more than one is present, the one whose service as such began first and who is not a candidate for an office to be elected at the meeting; or
3. The longest serving Municipal Chair present who is not a candidate for an office to be elected at the meeting.

Each Member so identified as nominating a slate of candidates shall be recognized by the presiding officer or Temporary Chair (as applicable) for the purpose of delivering a nominating speech, and each candidate for County Chair, Vice Chair, Secretary, Treasurer, and Operations Chair shall be allowed to address the Members, provided that the total time allocated for the nomination of a single slate of candidates and for members of that slate to address the Members shall not exceed 10 minutes. Floor nominations shall not be permitted. The Members shall elect the officers by slate, and candidates on a slate receiving votes from a majority of the Members present and voting shall be elected and shall serve until their successors are elected and qualified, except as provided in Section 2 of this Article.

- Section 2. An officer may resign upon written notice to the County Chair or, in the case of the County Chair's resignation, upon written notice to the Secretary. An officer shall be deemed to have resigned upon ceasing to be a resident of Morris County. An officer may be removed by the Members on the recommendation of the Executive Board in a manner similar to that provided for Members in Article II, Section 4 of these Bylaws.
- Section 3. In the event of a vacancy in the office of County Chair, the Vice Chair shall serve as Acting Chair until the election of a new County Chair. A special meeting of the Members shall be convened within 45 days of the vacancy arising, or of the announcement of a resignation to take effect upon the election of a new County Chair, to elect a new County Chair and other officers as provided in Section 1 of this Article. In the event of a vacancy in any other elected office of MCDC, the County Chair shall nominate a registered Democrat residing in Morris County to fill the vacancy, subject to the approval of the Executive Board.
- Section 4. The County Chair shall preside at all meetings of the Members and the Executive Board and serve as chief executive officer of MCDC, with such powers as are usually vested in the chairperson, president, or chief executive officer of an organization. The County Chair shall be responsible for keeping Morris County's representatives on the State Committee and the Municipal Chairs informed of the activities of MCDC and for regularly gathering input from them. Subject to Article IV, Section 5 of these Bylaws, the County Chair may authorize unbudgeted expenditures of MCDC's funds, in each instance up to \$2,500. The County Chair shall have such other duties and powers as provided elsewhere in these Bylaws or as delegated by the Executive Board.
- Section 5. The Vice Chair shall assist the County Chair in the performance of the County Chair's duties, serve as Acting Chair in the absence of the County Chair, and have such other duties and powers as provided elsewhere in these Bylaws or as delegated by the Executive Board or the County Chair. Subject to Section 11 of this Article, the Vice Chair need not be of a different sex or gender than the County Chair.

- Section 6. The Secretary shall maintain or cause to be maintained an accurate record of the proceedings of each meeting of the Members and of the Executive Board, including all elections and other votes, and all other non-financial records of MCDC. The Secretary shall be responsible for maintaining the official list of Members, regularly notifying the Morris County Clerk of any changes to such list, and providing or causing to be provided all notices to the Members required by these Bylaws. The Secretary shall also have such other duties and powers as provided elsewhere in these Bylaws or as delegated by the Executive Board or the County Chair.
- Section 7. The Treasurer shall maintain or cause to be maintained all financial records of MCDC, including accurate records of all receipts and expenditures, and of all deposits and withdrawals from MCDC's bank and other accounts. The Treasurer shall keep the County Chair and Executive Board regularly informed as to the financial status of MCDC, and shall be responsible for all financial statements, disclosures, reports, and returns required by law to be filed by or with respect to MCDC. The Treasurer shall also have such other duties and powers as provided elsewhere in these Bylaws or as delegated by the Executive Board or the County Chair.
- Section 8. The Operations Chair shall assist the County Chair in overseeing (a) the office or offices of MCDC, its Executive Director and other staff, and other non-financial assets; (b) the coordination of relevant Municipal Committee assets; and (c) other logistics pertaining to ongoing county-level party operations. The Operations Chair shall also have such other duties and powers as provided elsewhere in these Bylaws or as delegated by the Executive Board or the County Chair.
- Section 9. The County Chair may also appoint (from among the elected officers, the Members, or other suitable individuals) (a) one or more Regional Vice Chairs and (b) one or more of the following additional officers of MCDC, each to serve at the pleasure of the County Chair:
1. Parliamentarian – to advise the County Chair or the presiding officer at any meeting on the requirements of applicable law, these Bylaws, and *Robert's Rules of Order* as they pertain to the conduct of meetings, elections, and other procedures contemplated by these Bylaws, and to otherwise assist in maintaining order and decorum at meetings
  2. Assistant Secretary – to assist the Secretary in the preparation and authentication of MCDC's non-financial records, and to act in place of the Secretary in the Secretary's absence
  3. Deputy Treasurer – to assist the Treasurer in maintaining the financial records of MCDC, and to act in place of the Treasurer in the Treasurer's absence
  4. Fundraising Chair – to oversee fundraising efforts in support of MCDC and its candidates

5. Outreach Chair – to work with the Executive Director and Municipal Chairs to register Democratic voters, recruit Members, and identify potential Democratic candidates for public office

Section 10. The County Chair may appoint, with the approval of the Executive Board, an Executive Director to carry out the day-to-day operations of MCDC, including logistics, record keeping, campaign and other political communications, and, in concert with the Municipal Chairs, field operations in connection with campaigns for public office in the county. The Executive Board may also authorize the creation and compensation for additional staff positions, in each case to be hired by the County Chair. The Executive Board may also cause MCDC to engage additional service providers, including accountants and legal counsel, as independent contractors.

Section 11. Consistent with the values of the Democratic Party, diversity – including with respect to race, ethnicity, gender identity, sexual orientation, and geographic distribution throughout Morris County – is strongly encouraged in assembling slates of candidates for elected officers of MCDC, appointing additional officers and Executive Board members, hiring staff and vendors, and selecting candidates for public offices.

#### **ARTICLE IV** **EXECUTIVE BOARD**

Section 1. The Executive Board shall be comprised of all of the elected and appointed officers of MCDC. If there are fewer than 11 individuals serving as officers at any given time, the County Chair may appoint additional individuals to serve on the Executive Board at the pleasure of the County Chair, *provided* that the total membership of the Executive Board may not exceed 11.

Section 2. The Executive Board shall be empowered to approve budgets authorizing the expenditure of MCDC's funds, authorize unbudgeted expenditures of MCDC's funds in excess of \$2,500, determine policy for MCDC, oversee the Executive Director's performance, and perform such other duties as provided elsewhere in these Bylaws. All powers of MCDC not reserved to the Members by Title 15A, Title 19, or these Bylaws, or delegated to one or more officers by these Bylaws, shall be reserved to the Executive Board unless delegated by the Executive Board to one or more individuals or committees.

Section 3. The Executive Board shall meet at such regular intervals at it determines to be appropriate. The County Chair may call additional meetings of the Executive Board from time to time, and shall call a special meeting of the Executive Board at the request of at least three Executive Board members, in each case upon notice to the Executive Board members specifying the date, time, location, and purpose of the meeting at least 7 days prior to the meeting date, or at least 48 hours prior to the meeting in emergency situations. Executive Board meetings may be held in

person at such locations as the Executive Board determines to be appropriate, or may be held partially or entirely electronically or telephonically (and members so participating shall be deemed present for all purposes), so long as all participating Executive Board can hear and be heard by one another in real time. *Robert's Rules of Order* may be referred to for guidance and invoked by the presiding officer at any meeting of the Executive Board if the presiding officer deems it necessary to do so.

Section 4. No official action shall be taken at an Executive Board meeting unless a quorum, consisting of a majority of the currently serving members of the Executive Board, is present. The presiding officer shall not declare the absence of a quorum until 15 minutes after the starting time designated for the meeting. An act of a majority present at a meeting of the Executive Board shall constitute an act of the Executive Board. In addition, any action that may be taken at a meeting of the Executive Board may be taken without a meeting by unanimous written consent, including by way of electronic message.

Section 5. No officer or other Executive Board member may act on any matter, including by voting on the matter at an Executive Board meeting, if the individual has a direct or indirect financial interest in the matter, including through business, investment, or family, unless the financial interest is fully disclosed to the other members of the Executive Board and the Executive Board determines that no conflict of interest exists. A financial interest may include an ownership or investment interest in a proposed counterparty to a transaction being considered (excluding ownership of public securities comprising less than 5% of the counterparty's outstanding debt or equity), or compensation to be gained from the matter being considered.

## **ARTICLE V**

### **COMMITTEES AND CAUCUSES**

Section 1. The Executive Board may from time to time create and appoint members of the Executive Board to serve on committees of the Executive Board. Each of such committees shall consist of at least three members, and shall have and may exercise such authority of the Executive Board as the Executive Board delegates to it, *provided* that no such committee may elect or appoint any Executive Board member, submit to the Members any recommendation requiring their approval, or amend or repeal any action previously taken by the Executive Board.

Section 2. The Executive Board or the County Chair may from time to time establish other committees of MCDC, consisting of such members as the Executive Board or County Chair determines, to perform certain volunteer functions on behalf of MCDC or to provide advice or make recommendations to MCDC, its officers, or the Executive Board. The Executive Board or the County Chair may also from time to time establish caucuses, whose membership shall be open to all eligible individuals, to advocate for and support the interests of certain constituencies of

the Democratic Party in Morris County. Among such caucuses shall be the Morris County Elected Democratic Caucus, whose members shall consist of all Democratic elected officials representing any residents of Morris County at any level of government (the “Democratic Elected Officials”); the Morris County Democratic Women’s Caucus; and the Morris County Young Democrats. MCDC caucuses may retain their own funds separate from those of MCDC. For the avoidance of doubt, (a) committees and caucuses established pursuant to this Section may not exercise any of the officers’ or the Executive Board’s authority, and (b) this Section shall not apply to Municipal Committees.

**ARTICLE VI**  
**MUNICIPAL COMMITTEES**

- Section 1. The Members representing voting districts in a particular municipality shall comprise that municipality’s Municipal Committee, as provided in N.J.S.A. 19:5-2. Municipal Committees may adopt their own bylaws, not inconsistent with these Bylaws. Such bylaws may identify additional duties of Members, and may establish a class of associate members that participate in the meetings or activities of the Municipal Committee but that are not Members of MCDC or entitled to vote on or with respect to any official matter that may come before the Municipal Committee under these Bylaws or applicable law.
- Section 2. Each Municipal Committee shall elect from among the registered Democrats residing in its municipality a Municipal Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as provided in the Municipal Committee’s bylaws (other than officers to be appointed by one or more of the elected officers pursuant to such bylaws). Such officers shall be elected every two years, at an organizational meeting to be held preferably prior to each Organizational Meeting of MCDC but in no event later than the third Saturday following the certification of the results of each primary election at which Members are elected, and whenever vacancies arise that are not otherwise provided for under the Municipal Committee’s bylaws, and shall serve until their successors are elected and qualified. Any election of Municipal Committee officers shall be promptly certified to the County Chair by the Municipal Chair, the Secretary of the Municipal Committee (the “Municipal Secretary”), and at least two other Members from the municipality who were not elected to any office of the Municipal Committee. If a Municipal Committee fails to timely elect officers, the County Chair may convene a meeting of the Municipal Committee for this purpose.
- Section 3. An officer of a Municipal Committee may resign upon written notice to the County Chair and to the Municipal Chair or, in the case of the Municipal Chair’s resignation, the Municipal Secretary. An officer shall be deemed to have resigned upon ceasing to be a resident of the relevant municipality. An officer may be removed by the Members on the recommendation of the Executive Board or by the Municipal Committee on the recommendation of its executive committee (or



its elected officers), in each case in a manner similar to that provided for Members in Article II, Section 4 of these Bylaws.

- Section 4. The officers of a Municipal Committee shall have the duties bestowed upon them by applicable law, these Bylaws, and the bylaws of the Municipal Committee, *provided* that among the duties of the Municipal Secretary shall be to attest to all notices given by the Municipal Chair to the County Chair with respect to resignations, suspensions, removals, and vacancy appointments of Members.
- Section 5. Each Municipal Committee shall meet at such regular intervals (*e.g.*, monthly), and in such locations or through such electronic or telephonic means, as it determines to be appropriate. The Municipal Chair may call additional meetings of the Municipal Committee from time to time, and shall call a special meeting of the Municipal Committee at the request of at least 25% of the Members from such municipality. Except as otherwise provided in the Municipal Committee's bylaws, notice of meetings shall be given to the relevant Members at least seven days prior to the meeting date, or at least 48 hours prior to the meeting in emergency situations.
- Section 6. No official action shall be taken at a Municipal Committee meeting unless a quorum, consisting of at least one elected officer and at least 25% of the Members from such municipality, is present. Except as otherwise required by law or the bylaws of the Municipal Committee, an act of a majority present and voting at a meeting of the Municipal Committee shall constitute an act of the Municipal Committee.
- Section 7. Each Municipal Committee may retain its own funds separate from those of MCDC.

## **ARTICLE VII**

### **MEMBERSHIP MEETINGS AND VOTING**

- Section 1. The Members of MCDC shall meet at such times and in such places (including wholly or partially via electronic or telephonic means) as determined by the Executive Board or the County Chair. These meetings shall include Organizational Meetings governed by Article III and this Article, and meetings to endorse candidates in primary elections or fill vacancies in elected offices (including the State Committee) or on general election ballots governed by Article VIII and this Article. In addition, the County Chair shall call special meetings of the Members upon the written request of at least 25 Members representing a majority of the municipalities in Morris County.
- Section 2. Only Members on the list of members of MCDC maintained by the Morris County Clerk at the conclusion of the business day immediately prior to any meeting may vote at such meeting. Notwithstanding the foregoing, (a) when endorsing candidates in primary elections or filling vacancies in elected offices or

on general election ballots for positions that serve more than one municipality in Morris County but less than the entire county, only the Members residing in the relevant municipalities shall be entitled to vote, and (b) only for primary election endorsements governed by Article VIII, the following individuals shall be treated as Members for notice, quorum, and voting purposes even if they are not otherwise Members: Morris County's representatives on the State Committee, Executive Board members, Democratic Elected Officials, Municipal Chairs, and caucus chairs.

- Section 3. Written notice stating the date, time, place, applicable dial-in or log-in instructions and electronic voting instructions, and purpose of any meeting of the Members shall be given to the Members no less than 10 nor more than 50 days before the date of the meeting, either personally, by telephone, by electronic message, or by mail. Such notice shall include the names of candidates for elected officer positions, primary election endorsements, or filling vacancies in public office, on the State Committee, or on general election ballots, in each case to be voted on at the meeting, and any recommendation to suspend or remove a Member or amend or restate the Certificate of Incorporation or these Bylaws to be considered at the meeting.
- Section 4. No official action shall be taken at a meeting of the Members unless a quorum, consisting of at least 10% of the Members eligible to participate in such meeting, is present. Members participating in an electronic vote to be conducted in connection with a meeting, and those participating in the meeting electronically or telephonically, shall be treated as present for all purposes. The presiding officer shall not declare the absence of a quorum until 15 minutes after the starting time designated for the meeting.
- Section 5. Except as provided in Article VIII, each Member shall be entitled to cast one vote on any question put to the Members, and an act of a majority of the Members present and voting at a meeting shall constitute an act of MCDC. Proxy voting shall not be permitted, but the County Chair or Executive Board may permit electronic voting. If electronic voting is permitted, voice votes shall not be permitted except for deciding procedural motions. If electronic voting is not permitted, voice votes shall be permitted in all instances except with respect to contested elections (other than for a Temporary Chair) and removals from office. All votes with respect to electing or removing individuals from positions shall be conducted via secret ballot.
- Section 6. All procedural questions not governed by the Certificate of Incorporation, these Bylaws, special rules adopted by the Members or applicable law shall be governed by the rules contained in the current edition of *Robert's Rules of Order Newly Revised*. The presiding officer shall be permitted to remove or cause to be removed from any meeting non-Members, as well as Members who repeatedly or willfully violate the rules applicable to the meeting.

Section 7. Whenever Members are required by law to meet with members of another county committee (*e.g.*, to fill a vacancy in the state legislature or on a general election ballot with respect to a federal or state legislative office), the bylaws of the county committee with the greatest number of participating municipalities shall govern the conduct of the meeting.

**ARTICLE VIII**  
**SELECTION OF CANDIDATES AND OFFICEHOLDERS**

Section 1. This Article applies to decisions to endorse Democratic candidates for public office running in primary elections (*i.e.*, permitting them to run under the slogan “Morris County Democratic Committee, Inc.” and be bracketed on the ballot with other candidates running under this slogan) and to fill vacancies in public office, on the State Committee, or on general election ballots for which New Jersey law empowers Members to propose candidates or directly fill the vacancy. This Article generally applies only to county-wide offices or offices representing more than one municipality in Morris County. Except for Section 5 of this Article, this Article does not apply to municipal offices or offices representing only one municipality in Morris County, as Municipal Committees may determine primary election endorsements or fill vacancies with respect to such offices, subject to their own bylaws. For the avoidance of doubt, MCDC shall not be obligated to endorse a candidate in a primary election and may instead support an open primary, but in the event of an open primary, the County Chair may request that multiple candidates be bracketed together for the sake of ballot positioning (to the extent permitted by law).

Section 2. At least two months prior to the filing deadline for each primary election and as soon as possible after the creation of a vacancy in a Democratic seat within the scope of this Article, the County Chair shall appoint, with respect to each public office within the scope of this Article to be voted on in such primary election or with respect to such vacant seat, a Screening Committee consisting of (a) at least two members of the Executive Board and (b) at least two Democratic Elected Officials who represent one or more relevant municipalities and who are not themselves candidates for the relevant office or seat (if there are two such individuals, otherwise one or none, as applicable). It shall be the job of the Screening Committee to identify and encourage suitable candidates, invite interested persons to apply for consideration, interview and consider candidates, and make recommendations to the Members. Any candidate wishing to be considered by the Members must first apply to the Screening Committee, by submitting a resume and completing any other form of application approved by the Screening Committee or the Executive Board before the deadline set by the Screening Committee.

Section 3. At any Member meeting to consider an endorsement or fill a vacancy, each candidate considered by the Screening Committee shall have five minutes to address the Members. Floor nominations shall not be permitted. After each

candidate has addressed the Members, the candidates shall leave the meeting, *provided* that a candidate who is also a Member shall be permitted to return to the meeting for the purpose of voting. Once the candidates leave the meeting, a representative of the Screening Committee shall report to the Members on its recommendation (if any).

Section 4. Following the report of the Screening Committee, the Members shall proceed to vote by secret ballot. Each Member shall have one vote for each position being considered, *provided* that the County Chair or the Executive Board may permit ranked-choice voting as provided in this Section. The Secretary shall count the ballots or cause them to be counted and announce the results. A successful candidate must receive a majority of the votes (first choice votes, in the case of ranked-choice voting) cast for the position such candidate is seeking (*e.g.*, if there are three seats on the Board of County Commissioners up for election and 300 voting Members, each successful candidate must receive at least 151 votes). If no candidate receives a majority of the votes cast, the lowest vote-getter shall be eliminated and the Members shall proceed to a second ballot or, in the case of a ranked-choice vote, the second choice of Members whose first choice candidate was eliminated shall be counted as though they were first choice votes. The process shall be repeated until the requisite number of candidates has obtained a majority of the votes cast (first choice votes or votes counted among first choice votes, in the case of ranked-choice voting), *provided* that, in the event of a two-way tie, the County Chair shall vote to break the tie. Notwithstanding the foregoing, if the number of candidates does not exceed the number of positions to be filled, at any time after each candidate has addressed the Members, a motion to select the candidate or candidates by acclamation shall be in order, and adoption of such motion shall eliminate the need to comply with the balloting and voting requirements of this Section. For the avoidance of doubt, the Executive Board may supplement these rules from time to time, such as by extending the hours of voting to beyond the timeframe for the relevant physical, electronic, or telephonic meeting.

Section 5. If the Members or a Municipal Committee fails to endorse any primary election candidate for a particular public office for any reason, or endorses fewer than the number that voters may choose (*e.g.*, if there are two General Assembly seats up for election in a legislative district but the Members only endorse one candidate), the County Chair may unilaterally cause MCDC to endorse a candidate for such office.

## **ARTICLE IX**

### **ADMINISTRATIVE, FINANCIAL, AND LEGAL MATTERS**

Section 1. The principal office of MCDC shall be located at such place as the Executive Board may from time to time determine. The Executive Board may also establish and determine the location of one or more additional offices of MCDC.

- Section 2. Correct books of account of the activities and transactions of MCDC, including a copy of the Certificate of Incorporation, a copy of these Bylaws, and all records of meetings of the Members and of the Executive Board, shall be kept at or accessible in electronic form at the principal office of the Corporation. MCDC shall retain documents for the durations specified on Schedule A of these Bylaws.
- Section 3. The Executive Board may authorize any one or more officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of MCDC, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, the County Chair may enter into and execute in the name of MCDC contracts and other instruments in the ordinary course that are authorized, either generally or specifically, by the Executive Board.
- Section 4. No loan shall be contracted on behalf of MCDC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances. MCDC shall not make any loan to, or guarantee any obligation of, any person unless the Executive Board determines that such loan or guarantee may reasonably be expected to benefit MCDC or further its purposes.
- Section 5. The Executive Board shall select such banks or depositories as it shall deem proper for MCDC's funds. If any bank or depository so selected requires that MCDC or the Executive Board adopt one or more resolutions for the purpose of opening an account at such bank or depository, such resolution or resolutions shall be deemed adopted by virtue of the Members' adoption of these Bylaws, and the date of adoption of such resolution or resolutions shall be the date of adoption of these Bylaws (or such later date as may be required by such bank or depository).
- Section 6. MCDC's funds may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property – real, personal, or otherwise – including stocks, bonds or other securities, as the Executive Board may deem desirable.
- Section 7. All checks, drafts, and other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of MCDC shall be signed by one of the elected officers of MCDC, *provided* that, in the case of a payment of more than \$2,500, such check, draft, or other order shall be signed by two of the elected officers.
- Section 8. MCDC's fiscal year shall be the calendar year.
- Section 9. MCDC shall indemnify its Members, officers, and staff, and their successors, heirs, and legal representatives (the "Indemnitees"), to the extent permitted by law, against all expenses and liabilities, including attorneys' fees, in connection with any proceeding involving an Indemnitee by reason of being or having been a

Member, officer, or staff member, other than a proceeding by or in the right of MCDC, if (a) such Indemnitee acted in good faith in a manner reasonably believed to be in the best interest of MCDC, and (b) with respect to any criminal proceeding, such Indemnitee had no reasonable cause to believe the relevant conduct was unlawful. MCDC may advance to Indemnitees expenses, including attorneys' fees, for which such Indemnitees are indemnified pursuant to this Section.

Section 10. MCDC may provide for the indemnification of or advancement of expenses to Indemnitees, and for other contingent liabilities of MCDC, including its caucuses and Municipal Committees, by purchasing liability insurance.

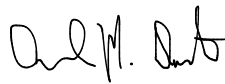
**ARTICLE X**  
**AMENDMENTS**

Section 1. The Certificate of Incorporation or these Bylaws may be amended or restated on the recommendation of the Executive Board and with the affirmative vote of at least two-thirds of the Members present and voting at any duly convened meeting of the Members.



---

Secretary: Darcy Draeger 6/25/23



---

Chairperson: Amalia Duarte 6/25/23

SCHEDULE A  
Document Retention Policy

Item	Retention Period
Bank Statements & Reconciliations	7 Years
Cancelled Checks - (Important Payments - purchases of property, tax payments, large or significant contracts)	Permanent
Cancelled Checks - (Ordinary)	7 Years
Cash Books	Permanent
Cash Receipts and Disbursements	7 Years
Construction Documents	Permanent
Contracts and Leases (Current)	Permanent
Contracts and Leases (Expired)	7 Years
Corporate - Certificate of Incorporation & Bylaws	Permanent
Corporate - Minutes	Permanent
Correspondence (General)	3 Years
Correspondence (Legal / Important)	Permanent
Duplicate Bank Deposit Slips	3 Years
Email	5 Years
Employee Assignments and Garnishments	7 Years
Employee Benefit Plan Documents	7 Years
Employee Payroll Records	7 Years
Employee Payroll Reports (Federal, State or City Gov't)	7 Years
Employee Personnel Records (After Termination)	7 Years
Employee Personnel Records (Current)	Permanent
Employee Retirement & Pension Records	Permanent
Employee Timesheets	7 Years
Employee Workman's Compensation Documents	11 years
Employment Applications (Current Employees)	Permanent
Employment Applications (Other)	1 Year
Finance - Accounts Payable Ledgers and Schedules	7 Years
Finance - Accounts Receivable Ledgers and Schedules	7 Years
Finance - Audit Reports of Independent Accountants	Permanent
Finance - Chart of Accounts	Permanent
Finance - Depreciation Schedules	Permanent
Finance - Expense Analyses & Distribution Schedules	7 Years
Finance - Financial Statements (inc. Trial Balances)	Permanent
Finance - Fixed Asset Records & Appraisals	Permanent
Finance - General Ledgers	Permanent

Finance - Subsidiary Ledgers	Permanent
Finance - Tax Return Worksheets	7 Years
Finance - Tax Returns	Permanent
Finance - Uncollectable Accounts & Write-offs	7 Years
Finance - W-2 / W-4 / 1099 Forms, etc.	7 Years
Grant Inquiries	7 Years
Insurance - Accident Reports and Claims (Current Cases)	Permanent
Insurance - Accident Reports and Claims (Settled Cases)	Permanent
Insurance - Policies (Current)	Permanent
Insurance - Policies (Expired)	Permanent
Inventories	7 Years
Invoices from Vendors	7 Years
Invoices to Customers	7 Years
Notes Receivable Ledgers	7 Years
Paid Bills & Vouchers	7 Years
Patents & Related Papers	Permanent
Physical Inventory Tags	7 Years
Property Appraisals	Permanent
Property Documents - Deeds, Mortgages, etc.	Permanent
Stock and Bond Certificates (Cancelled)	7 Years
Stock and Bond Records	Permanent
Vendor Payment Request Forms & Supporting Documents	7 Years
Voucher Registers & Schedules	7 Years