

*Adopted at a special meeting October 11, 1987*

*Amended January 26, 2014*

*Most recent Amendments January 20, 2019*

## **CONSTITUTION AND BYLAWS OF THE PRINCETON COMMUNITY DEMOCRATIC ORGANIZATION**

### **PREAMBLE**

The purposes for which the Princeton Community Democratic Organization has been formed, as referenced in the Certificate of Incorporation, are:

To advance the interests, causes and ideals of a liberal democratic philosophy in the municipality of Princeton, the County of Mercer, the State of New Jersey, and the United States of America;

To nominate and seek election of Democratic candidates for municipal office in the municipality of Princeton in said County, candidates for office in Mercer County, New Jersey and in the State of New Jersey and for Federal Office;

To serve as a forum for the discussion of public questions on all levels of government and society, to the end that a better-informed discussion of governmental problems will be fostered, sound public policy may be advanced, and an intelligent judgment may be made as to the proper role and actions of government.

The Princeton Community Democratic Organization associated itself into a corporation under the provisions of an Act of Legislature of the State of New Jersey entitled, "The Corporation and Associations Not for Profit Act" (Title 15 of the Revised Statutes of 1937, N.J.S.A. Title 15).

### **BYLAWS**

#### **Article I – Name**

Sec. 1. The name of this Organization shall be: "The Princeton Community Democratic Organization," hereafter referred to as the Organization or PCDO.

#### **Article II – Policy**

Sec.1. The power to give the support of the Organization to the Candidacy of any person for elective or appointive public office shall rest with a regular or special meeting of the Organization.

Sec. 2. This Organization shall seek in its operations the advice and cooperation of the Democratic Party of Mercer County, the Democratic Party of New Jersey, and the Democratic National Committee.

Sec 3. This Organization collects donations and makes contributions to local and state candidates under the rules of the New Jersey Election Law Enforcement Commission (NJ ELEC), and also collects donations and makes contributions to federal candidates under the rules of the Federal Election Commission (FEC).

### **Article III – Membership**

Sec.1. Any person who is a registered Democrat in the municipality of Princeton, who resides there and who supports the purposes of this Organization shall be eligible for membership. Members in good standing shall include all members meeting requirements of the preceding sentence of this Article who have paid the membership dues, as established by the Executive Board.

Sec. 2. No member may vote at any general or special meeting of the Organization unless his or her dues are current at least two weeks prior to such meeting.

Sec. 3. Any person who is a registered Democrat in the State of New Jersey who supports the purposes of this Organization and pays membership dues but who does not reside in the municipality of Princeton shall be considered to be an affiliate member. Affiliate members shall not be eligible to serve as an officer or on the Executive Board. Affiliate members may serve on any committee, may chair ad hoc committees, and may participate in a vote on any matters of state-wide or national import brought before the membership of the PCDO.

### **Article IV – Officers**

Sec. 1. The officers of the Organization shall consist of a President, two Vice-Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer and an Assistant Treasurer. The term of each office shall be one year or until a successor is selected and takes office.

Sec. 2. All officers other than the two Vice-Presidents shall be elected by a majority of those present and voting. In the event of a contested race for the two vice presidential seats (with three or more candidates on the ballot) The First Vice President shall be that candidate receiving the most votes and the Second Vice President shall be that candidate receiving the second-greatest number of votes. In the event of an uncontested race for the two vice presidential seats, the executive board shall determine which candidate shall be First Vice President and which shall be Second Vice President at the next regularly scheduled Executive Board Meeting.

Sec. 3. (a) In the event of a vacancy in the office of President, the First Vice-President shall succeed to the powers and duties of President. A vacancy shall thereby exist in the office of First Vice-President.

(b) In the event of a vacancy in any office other than that of the President, it shall be filled for the unexpired term by appointment of the President and approval of the Executive Board.

Sec.4. Organization officers are limited to those possessing membership as defined in Article III, Sec. 1. In addition, elected officials may not serve as officers.

Sec.5. The official records of the Organization shall be maintained in good order by the respective officers in an electronic format prescribed by the Organization's Executive Board.

## **Article V – Powers and Duties**

Sec. 1. The President shall be the chief executive officer of the Organization. The President shall preside at all meetings of the Organization, enforce the Bylaws, and preserve order. The President shall, from time to time, advise the Executive Board and the membership of the state of the Organization and make such recommendations as he or she may deem advisable or necessary. The President shall exercise all powers and perform all duties elsewhere in the Bylaws, and shall have power to take such steps as may be deemed necessary to fulfill the duties of the office and to provide for the general welfare of the Organization. The President may assign special or temporary duties to any officer as the welfare of the Organization may require.

Sec. 2. In addition to the powers and duties elsewhere specified in the Bylaws, the Vice-Presidents shall assist the President in the operation of the Organization.

Sec. 3. The Recording Secretary shall take the minutes of all Organization meetings and shall have custody of the current minutes, resolutions, reports, and other official records of the Organization, and shall transfer these in good order to his or her successor.

Sec. 4. The Corresponding Secretary shall conduct all correspondence under the direction of the President and shall maintain an accurate and up-to-date mailing list and be responsible for correspondence and for notifying the membership of the regular business of the PCDO. The regular business of the PCDO is defined as, and shall be limited to, meeting notices, meeting cancellations, dues reminders and proposed amendments. Any other correspondence must be approved by the President. In addition, the Corresponding Secretary shall, in cooperation with the Treasurer, send out all dues notices and shall maintain an accurate membership list with a record of dues payments and the dates thereof.

Sec. 5. The Treasurer shall have custody of all financial records of the Organization and shall make them available to the Assistant Treasurer. All moneys collected or received shall be turned over to the Treasurer, who shall deposit them in a bank approved by the Executive Board. The Treasurer shall keep accurate accounts of all receipts and disbursements and shall make a financial report to the President and to the Executive Board whenever so requested and to the membership at each regular meeting of the Organization. A final financial statement for the previous calendar year shall be circulated to the members at the first regular membership meeting of the year, along with a proposed budget for the new year.

Sec. 6. The Assistant Treasurer shall assist the Treasurer in his/her duties.

Sec. 7. Official Correspondence. The President shall pre-approve all correspondence to the membership. Official Organization correspondence will go out under the official name and address of the Organization, "Princeton Community Democratic Organization"; in writing (letter) at the PO Box currently in use; or in email form indicating it is or is not official PCDO correspondence.

## **Article VI – Executive Board**

Sec. 1. There shall be an Executive Board composed of the following members:

1. All officers of the Organization.
2. Twelve additional members of the Organization who are residents of the municipality of Princeton, and who are not elected officials, to be elected by the general membership.
3. The chair and vice-chairs of the Princeton Democratic Municipal Committee elected pursuant to R.S. 19:5-2, provided they are members of this Organization.
4. Each chair of a standing committee, if not otherwise a member of the Executive Board.
5. Duly elected or appointed Democratic municipal officials (except municipal committee members), Democratic officials of the County of Mercer, the State of New Jersey and the federal government who live in the Municipality of Princeton, provided they are members of this organization, serving ex officio.
6. The immediately preceding President of this Organization.

Sec. 2. The term of office of a member of the Executive Board shall be one year or until a successor is selected.

Sec. 3. In addition to the powers and duties elsewhere specified in the Bylaws, the Executive Board shall have supervision of the administrative affairs of the Organization. Prior to the Annual Meeting the Executive Board shall receive a final financial statement from the Treasurer for the previous year. The Treasurer shall provide a proposed budget to the Executive Board for their review and modification, as needed, then to be submitted to the regular membership for adoption at the Annual Meeting. The Board shall have power to receive reports of any committee and advise thereon, to call special meetings of the Organization, to take final action on all matters of administrative detail not specifically provided for herein, and to take final action on any matter the urgency of which makes it impracticable to call a regular or special meeting of the Organization.

Sec. 4. The President shall serve as chair of the Executive Board. The Recording Secretary shall prepare minutes of each Executive Board meeting including a statement of those present and a summary of each decision taken, and shall present them at the next meeting of the Executive Board. The Recording Secretary shall retain a file of such minutes that any member of the Organization shall have the right to examine.

Sec. 5. Regular meetings of the Executive Board shall be held at the call of the chair at such intervals as may be determined by the Board. Special meetings of the Board may be called by the chair or by any other three members of the Executive Board, upon such notice as the Bylaws may provide.

Sec. 6. Eight members shall constitute a quorum for all Executive Board meetings. For meetings that consider donations to state or local candidates, ex-officio members do not count towards the quorum.

Sec. 7. The President may make available copies of a report to the members at each general or special meeting of the Organization summarizing all actions taken by the Executive Board since the preceding meeting of the Organization.

Sec. 8. In addition to the powers and duties elsewhere specified in the Bylaws, the General Membership may adopt resolutions regarding matters of public policy and community concern. Such resolutions signed by at least four members of the Organization shall be presented at any Executive Board meeting for Executive Board review. All resolutions presented to the Executive Board will be presented to the general membership with or without a recommendation at a regular meeting of the PCDO. A copy of the resolution will be included in the notice of this meeting. If no regular meeting is scheduled within the immediate future a special meeting may be called to vote on the resolution. If approved by at least a majority of the members present at a general or special meeting of the Organization, with a quorum of the membership in attendance (as directed by Section 3 of Article VIII), the resolution shall have been adopted.

#### **Article VII – Temporary Vacancies**

Sec. 1. In the event of a temporary absence or incapacity of the President, the order of succession shall be: (1) the First Vice-President, (2) the Second Vice-President, (3) the Recording Secretary, (4) the Corresponding Secretary.

Sec. 2. In the event of a temporary absence or incapacity of any other officer, the President may temporarily assign the duties and powers of such officer to any other member of the executive board.

#### **Article VIII – Meetings**

Sec. 1. Regular membership meetings of the Organization shall be held on such dates and at such times and places as the Executive Board may specify. Annual meetings shall be held in January.

Sec. 2. Special membership meetings shall be called when deemed necessary by the President, or by the Executive Board, or upon written petition to the President by no fewer than 20 members. Meetings shall be at such times and places as specified by the President or the Executive Board in conformity with the notice provisions of these Bylaws.

Sec. 3. Twenty members shall constitute a quorum for the transaction of business at any general membership meeting.

#### **Article IX – Endorsement of Candidates for Public Office**

Sec. 1. Any candidate who has filed, or has indicated an intention to file, a nominating petition for an office in a Democratic primary election, and any Democratic candidate for public office in a general election, may be endorsed by the Organization. For municipal office, candidates must provide notice of their candidacy and desire to be endorsed for one specific office to the PCDO president at least 14 days prior to the endorsement meeting and each candidate for municipal office must be a member of the Organization in order to appear on the ballot. Endorsement requires that a candidate receive at the endorsement meeting a

vote equal to 60% of the ballots cast by the Organization's members then present and voting. Any candidate(s) for local municipal office who gets less than 60% but does get a vote of at least 40% of the ballots cast has the Organization's support. The endorsement results will be communicated to the Democratic Municipal Committee.

For other than municipal offices, endorsement requires the concurrence of 60% of all members then present and voting. For each office (municipal or otherwise), the ballot will clearly allow members to vote to endorse any individual candidate or allow for a vote that the Organization not endorse any of the candidates. A vote of no endorsement will be counted as a ballot cast.

Sec. 2. Endorsements of candidates at membership meetings may be made upon notice to all members. The Executive Board may adopt special rules for the meeting, and the notice to the members shall contain the rules governing the endorsement meeting. Certain basic rules will apply in all cases: each candidate, or their surrogate, will be given the same amount of time to address the organization, each candidate will speak before the actual voting may start, tellers will ensure that only voting members are actually voting, voting will be by secret ballot whenever there is more than one candidate for the same position, ballots will be counted by members appointed by the President, and the ballot counting may be observed by a representative of each candidate.

The special rules adopted by the Executive Board shall include provisions for a single round of runoff voting if the number of candidates running for an office is greater than the number of open seats plus one, and if no candidate is fully endorsed in the first round of voting. A candidate receiving a vote of 60% of the ballots cast in a runoff vote will receive the full endorsement of the Organization.

Sec. 3. No funds of the Organization may be expended on behalf of any endorsed candidate except in a special or general election for public office.

Sec. 4. Membership Lists. The Organization will not provide to candidates, or anyone else, or any other organization, the membership contact lists whether in email or hard copy form.

However, any candidate who has notified the PCDO President of their wish to appear on the ballot at the Organization's Endorsement Meeting shall, if they request, receive from the Corresponding Secretary one set of mailing labels of the Organization's members' physical addresses for use in their campaign. Likewise, the President shall offer to forward two campaign messages from any candidate whose name appears on the Organization's ballot at the Organization's Endorsement Meeting to the membership electronically; one message prior to the endorsement meeting and one prior to the primary election. Invitations to campaign events do not count towards the two campaign message limit. During the general election campaign, messages from nominated Democratic candidates may be included in the regular communications of the Organization to the membership. All electronic communication to the organization membership shall be sent in such a way as to preserve the privacy of the membership list.

### **Article X – Nominations and Elections of the Executive Board**

Sec. 1. The President shall, with the approval of the Executive Board, appoint a Nominating Committee of six members and designate the chair. Active solicitation of interest will begin by October 1. The President will direct the Corresponding Secretary to inform the membership

that the nominating process is about to begin, and to provide contact information so interested members may express their interest to the Nominating Committee. The role of the Nominating Committee is to solicit interest in each elected position and to present the names of interested parties through the Executive Board to the entire membership. The Nominating Committee will present the names of all qualified candidates who have expressed interest in each position. The Nominating Committee may actively recruit people for positions. The Nominating Committee will promote diversity of candidates for all positions. The Nominating Committee will check all interested parties to see that they are members of the Organization and their dues are up to date. The President shall fill any vacancy on the Nominating Committee.

Sec. 2. Nominations will be open until 15 days before the annual meeting, at which point the nominating report will be forwarded to the Executive Board. This report will be a listing of the members who have requested to be on the ballot for a specific position or positions, and have passed the Nominating Committee review process above. Receipt by the Executive Board of the Nominating Committee report will cause the names on the report to be on the ballot at the Annual Meeting. The President shall arrange that such report be included with the notice of the annual meeting sent to all members. At the annual meeting no additional nominations for any office may be made from the floor. Members nominated through the Nominating Committee process do not need to be present at the Annual meeting; they may accept their nomination through a letter stating such to the President to be read off at this meeting.

Sec. 3. The election of officers and elective members of the Executive Board shall take place at the Annual Meeting.

Sec. 4. The President shall appoint at least two persons to count the ballots and supervise the election.

Sec. 5. Voting in the election of officers and elective members of the Executive Board shall be by secret ballot, except in those cases where there is no contest. If there is no contest, a motion to elect all unopposed positions is in order.

Sec. 6. In the event that no candidate receives a majority vote for a particular office, another vote shall be taken immediately involving that office alone, with the choice restricted to the two candidates who received the highest votes of those present and voting.

### **Article XI – Finance**

Sec. 1. Each member shall pay annual dues in the amount which the Executive Board shall specify by resolution. Annual dues for members shall be due in January of each year; they shall cover the period from January 1 through December 31 of the current year. A new member who pays dues during the year becomes a member for the remainder of that year, with dues payable again in January subsequent to that year. A new member who pays dues in either November or December shall be a member in good standing for the remainder of that year and all of the subsequent year.

Sec. 2. All bills against the Organization for more than \$500.00 are subject to approval by the Executive Board for payment. Unless otherwise determined by the Executive Board, only one signature shall be required for the signing of checks drawn against the Organization's bank account up to \$500 and the authorized signing officers shall be the Treasurer, the Assistant

Treasurer, and the President. For bills over \$500 two signatures are required and the authorized signers (as long as the check is not payable to one of them) shall be the President, the Vice-Presidents, the Treasurer, the Assistant Treasurer, the Corresponding Secretary. Budgeted expenses up to \$500 can be incurred by the proper responsible officer, all expenses over \$500 need prior Executive Board approval.

Sec 3. For extended operations such as a campaign headquarters, the Executive Board may approve a budget and maximum net expenditure and delegate authority for spending within that limit to one or more members of the Executive Board.

### **Article XII – Committees**

Sec. 1. Immediately upon assuming office, the President shall appoint the chairs of the following standing committees: Nominating, Membership, Program, Publicity/Website, Archives and Meeting Logistics. The chairs shall, in cooperation with the President, recruit members of their respective committees.

1. The Nominating Committee's duties are specified in Article X.
2. The Membership Committee shall develop activities or literature aimed at increasing Organization membership.
3. The Program Committee shall develop programs for meetings and activities of the membership.
4. The Publicity/Website Committee shall prepare releases and seek publicity for the activities and views of the Organization, and shall maintain and update the Organization's website.
5. The Archives Committee shall secure and maintain a copy of all records of the Organization's business and history.
6. The Meeting Logistics Committee shall provide food, setup and cleanup for meetings and activities as requested by the President.

Sec. 2. The President may from time to time appoint such ad hoc committees as he or she may deem advisable.

Sec. 3. The President shall be ex officio a member of all committees.

### **Article XIII – Amendments**

Sec. 1. Proposals to amend any portion of these Bylaws may be made by written petition, signed by no less than four members of the Organization. Petitions must be presented in writing at a regular or special meeting of the Organization to be voted on at the next regular or special meeting of the Organization. The Corresponding Secretary in turn is required to provide written notice setting forth the proposed amendment or amendments verbatim in the notice for the meeting at which the amendment or amendments will be considered. If approved by two-thirds of the members present and voting, the amendment or amendments shall have been adopted.

#### **Article XIV – Notice**

Sec. 1. For the purposes of these Bylaws, notice shall be as follows:

- (a) Notice of all meetings of the general membership shall be by posting on the club website and via email stating the time, date, place and the agenda of the meeting at least ten calendar days prior to the meeting. Notice shall be effective upon posting and emailing. It is the responsibility of the membership to keep their email addresses current. The Organization will continue to accommodate those that do not use email with notice by a different method.
- (b) Notice of all regular meetings of the Executive Board shall be the same as required for all meetings of the general membership.
- (c) Notice of all special meetings of the Executive Board shall disclose the same information as required for all regular meetings of the Executive Board but may be given by mail, in person, or by telephone message at least three days prior to the meeting.

#### **Article XV – Parliamentary Authority**

Sec. 1. The rules contained in the most recent edition of Robert's Rules of Order--Newly Revised shall govern this Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

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