

NICK SCUTARI

for Union County Democratic Chair

Dear Committee Member,

Over the past couple of weeks, I've had the opportunity to talk to many of you as I have called and walked door to door throughout our County seeking your support as the next Chair of the Union County Democratic Committee. Many of you have expressed concerns as to how the County Convention, slated for February 21st, will be conducted. I too share some of those concerns.

In hopes of an orderly convention and to spare the committee members a chaotic long night, I believe it is in the best interest of everyone to have a clear understanding of our by-laws. I have reached out to Acting Chair Mahr to ensure that the convention be conducted in an orderly and transparent fashion, please see the attached letter. I have yet to receive a response. Therefore, I am reaching out to you directly in the spirit of unity and increased transparency.

I have reviewed the County Committee by-laws and I have attached a copy of said by-laws for your own review. Based upon our review, and I have highlighted the applicable sections, it is absolutely clear that an open vote be conducted to fill the spot of County Chair. Further review of the by-laws, also highlighted, notes that no changes to this process may be made in advance of the scheduled convention at this late date. Therefore, any attempt to hide the vote and the will of the committee members is not in the best interest of a smooth and orderly convention on the 21st. Further, it would open up the Democratic Party to legal scrutiny and it does not benefit our party members or future leaders to be involved in such a discourse. As such, I remain committed to an open, transparent process regarding the election of a new Party Chair.

Although I am aware of some of the conversations regarding our current procedures, it is important that the integrity of this election is maintained in accordance with our by-laws which have been in effect for years and ratified as recently as June. If elected to serve as your chairman, I will fully support a review of our by-laws in accordance with Article VII.

Thank you for your kind attention, if you have any further concerns or would like to discuss this further, please email me at nickscutarinj@gmail.com or call me at 908-368-1979. I look forward to a successful convention on February 21st.

Democratically yours,



Nick Scutari

February 7, 2018

Colleen Mahr
315 North Avenue
Fanwood, New Jersey 07023

Via [Email colleenmahr@hotmail.com](mailto:colleenmahr@hotmail.com) and Regular Mail

Dear Ms. Mahr:

This firm has been retained to represent Senator Nicholas Scutari with respect to his candidacy for the Chairmanship of the Union County Democratic Committee. We have received and reviewed your "Meeting Notice" regarding the February 21, 2018 meeting to elect a new Chairperson. This correspondence is sent in a spirit of civility and good faith to insure that the candidacy process and conduct of the meeting flow as smoothly and fairly as possible. We believe that the elected Committeepersons of the County deserve nothing less, and would like to work with you and your campaign toward this end.

After reviewing the UCDC Constitution and Bylaws, we wish to point out the following:

- ARTICLE IV, Section 7 (A). While any Committeeperson may be requested to present sufficient evidence as to his/her identity, there are no criteria as to the basis for such a request. In order to avoid any impression of arbitrariness or capriciousness, we feel any challenge by the Credentials Committee or any other qualified individual must be based upon an articulable reason, and the person challenged must be afforded an opportunity to respond. This includes any challenge while an individual is attempting to enter the hall. Further your letter indicates that "credentials should be presented at check-in". Exactly what type of "credentials" are you referring to? Again, the Bylaws only require evidence of identity, not any specific "credential".
- ARTICLE IV, SECTION 9 (B). The "Open Ballot" mandate of the Bylaws shall require a raised hand in response to a request by the delegation leader for a vote as to specific candidate.

- SEATING FORMAT. The Committeepersons of each municipality shall be seated together in a designated area to facilitate the accurate tabulation of votes.
- LIST OF CERTIFIED COMMITTEEPERSONS. The most recent (prior to February 21, 2018 meeting) Certified List of duly elected and/or appointed Committeepersons of the UCDC shall be obtained from the County Clerk, and shall serve as the basis for recognizing Committeepersons in attendance.

We also believe that in order to maintain the appearance of propriety, and consistent with past practice, you relinquish presiding over the meeting in light of your candidacy. Further, we wish to advise that our interpretation of the function of the Rules Committee under ARTICLE IV, Section 8, is that it responds to issues presented to it as to grievance/disputes, or challenges to the certification of the Credentials Committee. It does not have any authority under the Bylaws to establish policies, procedures, or otherwise act until or unless a cognizable issue is properly presented to it. Finally, while we are not currently aware if you or your candidacy is represented by legal counsel, we would propose that any attorney representing a candidate for any UCDC position be permitted attendance at the meeting for the purpose of advising his/her client.

A prompt response as to your position with respect to the items presented above is both requested and appreciated. We reiterate our intention to utilize our best faith efforts so that the process of electing a new UCDC Chairperson remains beyond reproach, fully credible, and worthy of the high ideals of Democratic government our members and the public have come to expect. We trust that you will want to support and join us in this endeavor. Thank you.

Most respectfully,

KOLOGI♦SIMITZ

By: _____
EDWARD J. KOLOGI

EJK:sc
c: Executive Committee

CONSTITUTION & BY-LAWS
GOVERNING THE UNION COUNTY DEMOCRATIC COMMITTEE

ARTICLE I. NAME: This organization is known as the "UNION COUNTY DEMOCRATIC COMMITTEE." These rules are its constitution and by-laws.

ARTICLE II. STATEMENT OF PURPOSE: The Union County Democratic Committee ("Committee") is dedicated to the highest ideals of democratic government. In order to achieve this purpose we will make every effort to select and develop only the most competent candidates to represent the Party and effectively work for their election. In addition, the Committee will encourage broad based participation in Party and governmental affairs by every segment of our society. We feel the election of qualified candidates and involvement by the many offers the best opportunity for a government that is responsive to all the people of Union County.

ARTICLE III. MEMBERSHIP AND POWERS OF THE ORGANIZATION

SECTION 1 . The Committee shall be the official representative of the Democratic Party in Union County and shall have general charge of all matters within Union County pertaining to Party organization. It shall be the Committee's duty to execute diligently these rules as well as promote Party success. The members of the Committee are the leaders in their respective districts and shall be accountable for the efficient organization and responsiveness of the Party to the citizens in each district.

SECTION 2. This Committee shall be composed of two (2) members, (one male and one female) from each election district in the County. Such members shall reside in the district from which elected and be chosen at the Primary Election or as otherwise provided by law.

SECTION 3. It shall be the obligation of the members and the officers of this Committee and Democratic elected and appointed official to support the purposes for which the Party exists, and to work for the proper fulfillment of the same and to support those Democratic candidates for election to public office duly nominated in a Primary Election.

Failure to abide by the provisions of this section may be grounds for referral to the Executive Committee, who in turn, upon a finding of cause, may refer the matter to the Trustees of the Regular Democratic Organization for final determination as to the right to use the slogan of the Regular Democratic Organization corporate line; send a recommendation to the Trustees of the Regular Democratic Organization of Union County, Inc. for the withholding of county organization funds for the general election; withdrawal of an endorsement and/or a determination that no solicitation may be made for the raising of funds to support a candidate seeking an elective office.

SECTION 4. In the event a vacancy occurs on the Committee, the Municipal Committee affected shall convene according to law and elect a successor to fill the vacated term. A majority vote of Municipal Committee members, present and voting, is required to elect a new Committee member.

ARTICLE IV. MEETINGS:

SECTION 1. The Committee shall meet bi-annually for its reorganization on the first Tuesday following the Primary Election in which new Committee Members are elected, or at such other times as may be provided by law; at a time and place designated by the Chairperson. The Committee shall thereafter meet once during the Fall prior to the General Elections; and once during the Winter in either January or February.

SECTION 2. Special meetings shall be called upon at least five (5) days written notice to the members of the Committee; (a) by the Chairperson on his/her motion; or (b) by the Chairperson at the written request of at least seventy (70) members from no fewer than seven (7) municipalities on at least twenty (20) days written notice to the Chairperson prior to the requested meeting date.

SECTION 3. At all meetings of the Committee the Chairperson shall call the meeting to order and proceed to dispose of Committee business whenever a quorum is present. A quorum is constituted by one hundred (100) members.

SECTION 4. In the absence of the Chairperson, meetings of the Committee shall be presided over by the highest ranking officer present in the order set forth in ARTICLE V, SECTION 1 . This will also hold true for Executive Committee meetings.

SECTION 5. Order of business for the bi-annual reorganization meeting shall be:

- (A) Certification of membership present by a Credentials Committee appointed by the Chairperson.
- (B) Election of the Chairperson and First Vice Chairperson.
- (C) Election of remaining officers.
- (D) Adoption of rules governing the Committee or the coming year.
- (E) Report of previous years Political and Fiscal activities.
- (F) Consideration of new business.

SECTION 6. The parliamentary rules binding at all meetings shall be Robert's Rules of Order, (as revised). The privilege of addressing the membership is reserved for officers, members of the Committee, Democratic elected officials, Democratic candidates, Democratic Party officials and invited guests. The Chairperson may invite guests on either his/her own initiative or upon the order of the Committee by majority vote of the membership present and voting.

SECTION 7. A Credentials Committee shall be selected by the Chairperson prior to any meeting of the Union County Democratic Committee. This Committee shall certify by Municipality the membership present and entitled to cast ballots of any such meeting and challenges to the certifications shall be presented at the time of that certification report. All challenges shall be resolved by a majority vote of the members of the Rules Committee.

- (A) All Committee persons shall be required to sign in at any time that they enter or re-enter the floor of the meeting. Any Committee person may be requested to present sufficient evidence as to his/her identity. Only certified Committee persons, Municipal Chairpersons, members of the staff of the Credentials and Rules Committees, candidates and guests invited by the Chairperson shall be permitted on the floor of the meeting.

SECTION 8. A Rules Committee shall be selected by the Chairperson prior to any meetings of the Union County Democratic Committee. This Committee shall be chaired by the Parliamentarian of the Union County Democratic Committee and shall be the final arbiter of all grievances and disputes in any way connected with the Committee meetings procedures and/or with challenges to the certification of the Credentials Committee. The membership of the Rules Committee shall be comprised of the Parliamentarian and two (2) other persons selected by the Chairperson.

SECTION 9. VOTING

The delegation leader as well as any persons selected by the leader shall tabulate all votes in the Municipal delegation. The delegation leader shall certify the votes and their results publicly to the Meeting when called upon by the Chairperson.

- (A) Delegation voting by unit rule shall be prohibited pursuant to the Charter of the National Democratic Party, Article II, Section 10, which reads: "The Democratic Party shall not require a delegate to a party convention or caucus to cast a vote contrary to his or her expressed preferences."
- (B) No proxies shall be permitted and all voting shall be open ballot.
- (C) The delegation leader shall not be permitted to announce, report, or cast more votes than membership present on the floor at the time the vote is cast. Any challenge to the number of votes reported must be made immediately prior to the acceptance of the next Municipalities tally is reported or else such challenge is waived or foreclosed.

ARTICLE V. OFFICERS

SECTION 1 . At the annual reorganization meeting, the Committee shall elect the following officers:

- (A) County Chairperson
(B) First Vice Chairperson (opposite sex of Chairperson) (C)
Second Vice Chairperson
(D) Third Vice Chairperson
(E) Fourth Vice Chairperson

- (F) Fifth Vice Chairperson
- (G) Secretary
- (H) Treasurer
- (I) Comptroller
- (J) Sergeant-at-Arms
- (K) Parliamentarian

All officers may be members of the Committee, and the term of each office shall be one year or until a successor is elected. An officer shall be deemed to be elected when he/she has received a majority of votes of those present and voting at the reorganization meeting or any other meeting to fill vacancy. When more than two candidates stand for election to any office, and none shall receive a majority on the first ballot, the candidate polling the least number of votes shall be eliminated on each successive ballot until one candidate receives a majority of the votes cast.

SECTION 2. The County Chairperson shall be the Chief Executive Officer and preside at all meetings of the Committee. The Chairperson shall establish a Rules Committee and such special and/or ad hoc committees as are deemed necessary. The County Chairperson shall be a member ex-officio of all such committees. The Chairperson shall have the authority to maintain an office and hire necessary personnel. He/she shall retain an independent auditing firm annually and shall sign all documents and papers required to be executed on behalf of the Committee. In the event that the Chairperson shall be absent for more than seven (7) days, the Vice Chairpersons, in order, shall be authorized to sign necessary documents. In the event of death, resignation, disqualification or refusal of the Chairperson to discharge the duties of the office, the highest ranking Vice Chairperson shall be vested with the responsibility of the office of Chairperson and shall perform such duties until an election is held. In the event of such investiture, said Vice Chairperson shall convene the Executive Committee by First Class mail within seven (7) days for the purpose of setting the date, time and place for the election of a new Chairperson. The members of the Executive Committee may have the right to recommend one person to the members of the Committee for Chairperson in case of a vacancy in that office. No recommendation may be made unless a person receives the support of at least sixty (60) percent of the Executive Committee present and voting. Any person wishing to be considered by the Executive Committee must submit his/her name to the Secretary at least three (3) days prior to the Executive Committee meeting at which said recommendation is to be made. Notification of the election to fill the vacancy in the position of Chairperson shall be made to the members of the Committee by First Class mail at least five (5) days prior to the Committee meeting. This election is to be held within thirty (30) days after the investiture of the Vice Chairperson.

SECTION 3. The First Vice Chairperson shall perform such duties as the Chairperson shall assign and as provided herein. He/she shall be an ex-officio member of all committees.

SECTION 4. The Second, Third, Fourth and Fifth Vice Chairpersons shall each perform such duties as the Chairperson shall assign.

SECTION 5. The Secretary at any regular meeting shall read the minutes of the prior meeting, take minutes of the meeting and keep a permanent record of the same. The Secretary shall prepare and arrange to furnish to all members of the Executive Committee the correct names and addresses of its entire membership and Democratic Party's endorsed candidates within thirty (30) days of the reorganization meeting. Any member of the Committee may request and receive this list from the Secretary. The Secretary shall be responsible for maintaining in the Chairpersons office up-to-date lists of County Committee Members. The Secretary shall also mail these and other pertinent materials to the members of the Committee as directed by these rules or by the Chairperson. The Secretary shall upon expiration of his/her office deliver all property in the Secretary's possession or under the Secretary's control belonging to the Committee to the Chairperson.

SECTION 6. The Treasurer shall perform such duties as usually pertain to the office or as prescribed by law and shall make available for inspection financial reports required by law to any member of the Committee requesting the same.

SECTION 7. The Comptroller shall maintain all financial accounts payable and report to the Chairperson and to the Executive Committee the status of said accounts. He/she shall verify all payments made on behalf of the Committee.

SECTION 8. The Sergeant-At-Arms shall, at the direction of the Chairperson be responsible for maintaining order at Committee meetings. He/she shall escort all guests of honor to the podium as required.

SECTION 9. The Parliamentarian shall determine all questions of procedure at all Executive Committee meetings and preside over the Rules Committee. In the absence of the Parliamentarian, the Chairperson shall appoint someone to serve in the position for that meeting only.

SECTION 10. In the event that a vacancy is created in any office other than the County Chairperson, the Executive Committee shall elect a successor subject to confirmation by majority vote of those present and voting at the next regular meeting of the Committee.

ARTICLE VI. ORGANIZATION

SECTION 1. Executive Committee

(A) The Executive Committee shall consist of the County Chairperson who shall preside over all its meetings. Provided a quorum is present, and shall only vote in the case of tie, the twenty-one (21) Municipal Chairperson; and the remaining members shall be the duly elected officers of the Union County Democratic Committee.

(B) No municipality shall have more than two (2) voting members on the Executive Committee.

(C) The Executive Committee shall establish and implement policy for the Democratic Party within Union County subject to ratification, if necessary, at the next regular meeting of the Committee. It shall hold regularly scheduled meetings to be

held on a date, time and at a place determined by the Chairperson. A special meeting of the Executive Committee shall be called for any purpose by the Chairperson upon his/her own initiative or upon the request to the Chairperson or at least eleven (11) voting members of the Executive Committee. Notice of the regular or special meetings must be received by each member of the Executive Committee at least 48 hours prior to the convening of the meeting.

(D) Minutes of each Executive Committee meeting shall be recorded by the Secretary, read and approved at the next regular meeting. Such minutes shall be made available to any member of the Executive Committee upon request to the Secretary within twenty-two (22) days from the date of the particular meeting.

(E) The Vice Chairperson of each Municipal Committee or a designee of the Municipal Chairperson may serve as an alternate and may vote at any meeting of the Executive Committee if his/her Municipal Chairperson cannot attend. No alternate shall be permitted to serve in place of any of the Officers of the Committee. No written proxy votes shall be permitted at any meeting of the Executive Committee.

ARTICLE V. AMENDMENTS

These rules shall only be amended as follows: (a) when proposed by a County Committee member, notice of such amendment shall be given to the Chairperson at the County Committee meeting at least twenty (20) days prior to the call of a County Committee meeting at which the amendment is intended to be offered; (b) when proposed by the Executive Committee, by a vote of two-thirds (2/3rds) of its full membership, notice shall be given to the Chairperson at least seventy-two (72) hours prior to the mailing of a County Committee meeting notice. Notice to the County Committee membership of the proposed amendment shall then be mailed at least ten (10) days prior to the County Committee meeting. Such notice shall set forth the provision to be amended with the exact substitute language of the amendment. When adopted by the County Committee, by a vote of (2/3rds) of those present and voting, it shall become a part of these rules. Rev.6/95