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Jeffrey Dublin and Stephanie Daniels*

JEFFREY DUBLIN and STEPHANIE DANIELS, Committee Members Hudson County Democratic Organization,

Plaintiffs,

vs.

HUDSON COUNTY DEMOCRATIC ORGANIZATION and HON. VINCENT PRIETO, *in his capacity as Chairman of the Hudson County Democratic Organization,*

Defendants

SUPERIOR COURT OF NEW JERSEY
LAW DIVISION: HUDSON COUNTY

DOCKET NO. HUD-L-_____ -18

CIVIL ACTION

VERIFIED COMPLAINT

Plaintiffs Jeffrey Dublin and Stephanie Daniels (“Plaintiffs”), by way of Verified Complaint against defendants Hudson County Democratic Organization and Vincent Prieto, *in his capacity as Chairman of the Hudson County Democratic Organization* (collectively, “Defendants”), say:

PARTIES

1. At all relevant times herein, Plaintiff Jeffrey Dublin, residing at 192 Linden Avenue, Jersey City, New Jersey, was and is a member of the Hudson County Democratic Organization from Jersey City, New Jersey, District A17.

2. At all relevant times herein, Plaintiff Stephanie Daniels, residing at 143 Grand Street, Jersey City, New Jersey, was and is a member of the Hudson County Democratic Organization from Jersey City, New Jersey, District E2.

3. At all relevant times herein, Defendant Hudson County Democratic Organization (“HCDO”) was and is the official Democratic Party organization in Hudson County, New Jersey organized pursuant to Title 19, N.J.S.A. 19:1-1, et seq.

4. At all relevant times herein, Defendant Hon. Vincent Prieto (“Prieto”) was and is the Chairman of the Hudson County Democratic Organization.

JURISDICTION & VENUE

5. The Superior Court has jurisdiction over this matter because Plaintiffs and Defendants reside and/or transact business in the State of New Jersey, and the events and occurrences that give rise to this action transpired and/or were transacted in the State of New Jersey.

6. Venue is proper in Hudson County under R. 4:3-2(a)(2) and (3) because the office and election at issue pertain to Hudson County, the cause of action arose in Hudson County, and all parties reside in Hudson County.

FACTS

7. HCDO members are chosen by Hudson County residents who are members of the Democratic Party at the primary election. Such members, once duly elected, serve as representatives in the local county political party organization, in this case, Hudson County and possess all rights and authority attendant to their office. See N.J.S.A. 19:5-3.

8. In addition to the requirements of Title 19, N.J.S.A. 19:5-3, the HCDO is governed by its By-laws (“By-laws”), a true copy of which is annexed hereto as Exhibit A. Such By-laws set forth the duties and obligations of the Chairman of the HCDO, specifically Defendant Prieto, and imposes on him the obligation to ensure that the decisions of the County Committee are “faithfully executed”. See By-laws Article III, Section 1(d).

9. In addition to the aforesaid obligation, and pursuant to Article III, Section 7 of the By-laws, entitled, "Additional Duties", Chairman Prieto possesses supplemental duties as follows: ". . . each officer shall perform such other functions as may be required of him by: a. These By-laws; b. **The statutes of the State of New Jersey**; c. The rules and procedures of the Democratic National and State Committee; and d. The County Committee."

10. Accordingly, the duties and obligations of Defendant Prieto and the HCDO are informed and enumerated by New Jersey election statutes, the rules and procedures of the Democratic National Committee and the rules and procedures of the New Jersey Democratic State Committee, to which the Defendants HCDO and Chairman Prieto are legally obliged to abide pursuant to the By-laws. See By-laws, Article III, Section 7.

11. In all cases, the By-laws are to be informed, adopted and applied in a manner consistent with the mandates of N.J.S.A. 19:5-3.2 to insure "fundamental fairness and the rights of the members of the county committee in the governance of the county party".

12. Pursuant to N.J.S.A. 19:5-3 and Article V, Section 1 of the By-laws, the HCDO organizational meeting ("Organizational Meeting") is mandated to be held on the Tuesday after the Primary Election on alternating years, that date this year being June 12, 2018. During the Organizational Meeting, elections are to take place for the offices of Chairperson, Vice-Chairperson, Recording Secretary, and Treasurer ("Election").

13. Moreover, and pursuant to Article VI, Section 2 of the By-laws, the order of business for the Organizational Meeting is specifically delineated and mandated to be as follows: (1) Salute to flag; (2) Adoption of By-laws; (3) Nominations from the floor; (4) Election of officers; and (5) Other business. This order of business clearly contemplates precision and fairness in the conduct of the Organizational Meeting, a foundational event for the HCDO.

14. Also, pursuant to Article V, Section 5 of the By-laws, written notice of meetings must be sent to all HCDO members, setting forth the place, date, hour, and agenda of the meeting in order to ensure the full participation of County Committee members, all in the interest of the HCDO, and further in the interest of the individual County Committee members so that each may exercise the full panoply of membership rights vested in them. See generally N.J.S.A. 19:5-3.

15. On or about June 7, 2018, the HCDO mailed out a Notice of HCDO Organizational Meeting (“Notice”), a true copy of which is annexed hereto as Exhibit B.

16. Pursuant to the Notice, the Organizational Meeting is scheduled to occur on June 12, 2018 at 7:00 PM.

17. In contravention of the By-laws, the Notice is deficient as it does not include an agenda of the Organizational Meeting, thereby depriving Plaintiffs and other County Committee members Notice of the order of business as required to be delineated by Article V, Section 5 of the By-laws.

18. Pursuant to Article VI, Section 4 of the By-laws, unless otherwise provided for in the By-laws or statute, all HCDO business shall be governed by Robert’s Rules of Order (“Robert’s Rules”). Accordingly, where silent in the By-laws, the HCDO has adopted Roberts Rules as the rules and protocols governing the HCDO and its Organization Meeting.

19. Other than the order of business above, the By-laws are silent as to the rules and procedures governing the Organizational Meeting and silent with regard to matters related to the process to confirm the identity and eligibility of those County Committee members who may be permitted to vote and participate at the HCDO Organizational Meeting. Consequently, Robert’s Rules of Order inform and control the rules and procedures to be employed for this

Organizational Meeting and the election of Chairman scheduled for June 12, 2018. See By-laws Article VI, Section 4.

20. Pursuant to Section 59 of Robert's Rules, the rules and procedures of the Organizational Meeting are to be formed by the following committees: the Credentials Committee, the Committee on Standing Rules, and the Program Committee, none of which, upon information and belief, have been established for this purpose. Further, under Robert's Rules, a copy of the proposed Standing Rules for the Organizational Meeting should be handed to each person when they register for participation in the Organizational Meeting. As it appears to be the formation of a Standing Rules Committee has not occurred, such rules will not be provided to Plaintiffs and other County Committee as they arrive to the meeting on June 12th, thereby depriving them of Notice of the rules to be applied at the Organization Meeting.

21. Upon information and belief, and despite the requirements set forth above, none of the above-mentioned committees have been organized for the purpose of the Organizational Meeting. The failure to have done so will invite chaos, disorganization and mischief at the Organizational Meeting, as the Defendants have not put in place, prior thereto, a neutral or unbiased means to ensure the integrity of the process to be employed for the election of a Chairman, as Defendants are required to have done per Roberts Rules, as incorporated by the By-laws.

22. Upon information and belief, it has been publicly reported that there are two candidates for HCDO Chairman who seek to be nominated on June 12, 2018 at the HCDO Meeting. Upon information and belief, it has been further publicly reported that this is a hotly contested race. The existence of a "Credentials Committee," the purpose of which is to ensure the participation of only those County Committee members certified to have been elected to such

positions, is critical to ensuring the integrity of the vote and necessary to give confidence that only those eligible to vote in this election do so. The failure to constitute committees on “Standing Rules” and a “Program Committee,” likewise introduce uncertainty and suspicion in the conduct of the Organization Meeting, leaving Plaintiffs without rules of procedure for the conduct of the Chairman’s election and other business to be brought before the body on June 12, 2018 and leaving Plaintiffs and all County Committee members without Notice of what the rules of engagement will be.

23. The above concerns with and infirmities in the compliance of the Defendants with the requirements of the By-laws and Robert’s Rules, incorporated therein, were brought to the attention of the Defendants by way of letter dated June 6, 2018, addressed to Defendant Prieto. A true copy of the correspondence is annexed hereto as Exhibit C.

24. Such correspondence requested a meeting between representatives of HCDO, Senator Brian P. Stack’s (“Stack”) campaign for the office of HCDO Chairman, and Ms. Amy DeGise’s (“DeGise”) campaign for the office of HCDO Chairman for the purpose of identifying the rules and procedures that would govern the Organization Meeting and thereby causing these concerns and infirmities.

25. Despite these efforts to bring some semblance of order, regimen and fairness to this upcoming Organizational Meeting, Defendant Prieto chose not to respond, ignoring the aforesaid correspondence.

26. Although several attempts have been made to engage Defendants in a discussion with respect to the rules and procedures to be applied to the upcoming Organizational Meeting, there has been no response from Defendants.

27. As the foregoing statute and By-laws mandate that this year's Organizational Meeting take place on Tuesday, June 12, 2018, Plaintiffs seek relief from this Court to insure that the HCDO Organizational Meeting is conducted under and pursuant to its By-laws which required fundamental fairness in its governance. Defendants, having not followed the requirements of the By-laws through Robert Rules, making no provision for a Credentials Committee or Standing Rules, have deprived Plaintiffs of "fundamental fairness."

28. Given the imminence of the Organizational Meeting, and the challenges of assuring all participation were there to be any delay, the Plaintiffs seek no delay in the convening of the Organizational Meeting. Rather, Plaintiffs seek to have Defendants cure immediately the defects which have rendered the process "unfair in the governance of the county party" and do so before June 12th at 7:00 p.m. Any delay or rescheduling would violate the By-laws and the law, and would further visit great prejudice and harm to Plaintiffs and all County Committee members of the HCDO who would be deprived of the right to choose a new Chairman on the specific date mandated by statute and by the By-laws, as aforesaid.

COUNT I

(Violation of N.J.S.A. 19:5-3.2)

29. Plaintiffs hereby incorporate by reference each of the preceding allegations as though each were specifically set forth at length herein.

30. Pursuant to N.J.S.A. 19:5-3.2, "[t]he members of the county committee of a political party shall adopt a constitution and By-laws, ensuring fundamental fairness and the rights of the members of the county committee in the governance of the county party."

31. By their actions of failing to include the adoption of the By-laws as part of the agenda in the Notice, and of failing to constitute the three requisite committees to confirm credentials of voters and to provide rules and procedures for the Organizational Meeting,

Defendants have shown that they intend to subvert the electoral process, take advantage of the confusion, and to install their preferred candidate for Chairperson. They have set out to intentionally put the integrity of the election and the rights of the HCDO members at risk.

32. By failing to provide a sufficient agenda and organizing the necessary committees, Defendants have violated the By-laws, and by their actions, have compromised the fundamental fairness and Plaintiffs' rights as HCDO members contemplated by N.J.S.A. 19:5-3.2.

33. By engaging in the aforementioned conduct, Defendants HCDO and Prieto have violated Title 19, N.J.S.A. 19:5-3.2

WHEREFORE, Plaintiffs demand judgment against Defendants on Count I as follows:

- (a) Compelling Defendants HCDO and Prieto to meet and confer with Senator Brian P. Stack and his agents/representatives and Ms. Amy DeGise and her agents/representatives, prior to the June 12, 2018 Organizational Meeting, for the purpose of establishing and clarifying the rules and procedures that will govern the Organizational Meeting.
- (b) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO cure any infirmities contained in its June 7, 2018 Notice, including adding a proper agenda under Defendant's by-laws;
- (c) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO create the three committees (the Credentials Committee, the Committee on Standing Rules, and the Program Committee) required under Roberts' Rules of Order (as incorporated into the By-laws); and
- (d) Granting such other relief as it may deem right and just upon the determination of this matter, including attorney fees and costs.

COUNT II

(Violation of By-laws)

34. Plaintiffs hereby incorporate by reference each of the preceding allegations contained in Count I and as though each were specifically set forth at length herein.

35. HCDO's By-laws constitute a valid contract between the HCDO and its members.

36. Pursuant to Article III, Section 7 of the By-laws, "[i]n addition to the above-enumerated duties, each officer shall perform such other functions as may be required of him by: a. These By-laws; b. The statutes of the State of New Jersey; c. The rules and procedures of the Democratic National and State Committee; and d. The County Committee." Accordingly, by its own choosing, HCDO incorporated N.J.S.A. 19:5-3.2 into its By-laws and accepted the statute's mandates as an obligation the HCDO owes to its members.

37. By failing to provide a sufficient agenda, and by failing to constitute the necessary committees, Defendants have violated the By-laws.

38. By engaging in the aforementioned conduct, Defendants have violated HCDO's By-laws by compromising the fundamental fairness and Plaintiffs' rights as HCDO members contemplated by N.J.S.A. 19:5-3.2, which is incorporated into HCDO's By-laws.

39. By failing to abide by its own By-laws, HCDO has breached its agreement with its members.

40. By failing to abide by its own By-laws, HCDO has breached its fiduciary duty to its members.

WHEREFORE, Plaintiffs demand judgment against Defendants on Count II as follows:

- (a) Compelling Defendants HCDO and Prieto to meet and confer with Senator Brian P. Stack and his agents/representatives and Ms. Amy DeGise and her

agents/representatives, prior to the June 12, 2018 Organizational Meeting, for the purpose of establishing and clarifying the rules and procedures that will govern the Organizational Meeting.

- (b) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO cure any infirmities contained in its June 7, 2018 Notice, including adding a proper agenda under Defendant's by-laws;
- (c) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO create the three committees (the Credentials Committee, the Committee on Standing Rules, and the Program Committee) required under Roberts' Rules of Order (as incorporated into the By-laws); and
- (d) Granting such other relief as it may deem right and just upon the determination of this matter, including attorney fees and costs.

COUNT III

(Breach of Contract as to HCDO)

41. Plaintiffs hereby incorporate by reference each of the preceding allegations contained in Count I and II as though each were specifically set forth at length herein.

42. As duly elected members of the Hudson County Democratic Organization, County Committee members such as Plaintiffs are subject to and expected to abide by same and by virtue of their office, assume all obligations of membership.

43. Likewise, Plaintiffs as County Committee members are entitled to the protections and rights afforded them by the HCDO By-laws, and are further entitled to have the officers of the HCDO perform their duties as required under the By-laws.

44. Accordingly, the By-laws herein constitute a contract between the Defendant HCDO and the Plaintiffs.

45. By virtue of the conduct set forth in Counts I and II above, repeated herein, Defendant HCDO has breached its contract with Plaintiffs.

46. As a result of said breach Plaintiffs have suffered damages having been deprived of the right to “fundamental fairness and rights of the County Committee in the governance of the county party” required under the By-laws, incorporated by reference through N.J.S.A. 19:5-3.2.

WHEREFORE, Plaintiffs demand judgment against Defendants on Count III as follows:

- (e) Compelling Defendants HCDO and Prieto to meet and confer with Senator Brian P. Stack and his agents/representatives and Ms. Amy DeGise and her agents/representatives, prior to the June 12, 2018 Organizational Meeting, for the purpose of establishing and clarifying the rules and procedures that will govern the Organizational Meeting.
- (f) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO cure any infirmities contained in its June 7, 2018 Notice, including adding a proper agenda under Defendant’s by-laws;
- (g) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO create the three committees (the Credentials Committee, the Committee on Standing Rules, and the Program Committee) required under Roberts’ Rules of Order (as incorporated into the By-laws); and
- (h) Granting such other relief as it may deem right and just upon the determination of this matter, including attorney fees and costs.

COUNT IV

(Breach of Fiduciary Duty)

47. Plaintiffs hereby incorporate by reference each of the preceding allegations contained in Count I, II and III as though each were specifically set forth at length herein.

48. By virtue of their membership in the HCDO as County Committee members, Plaintiff have placed their trust and confidence in its Chairman who per the By-laws possesses the authority to govern and administer the affairs of the HCDO.

49. As a result of his Chairmanship of the HCDO, Chairman Prieto plays a leadership role in the Organization meeting to be conducted on June 12th, and is obligated to conduct same in accordance with the dictates of the By-laws and N.J.S.A. 19:5-3.2. Accordingly, he is under a duty to act for the benefit of the Plaintiffs in exercising such authorities and powers as the Plaintiffs are dependent upon his exercise of such authorities fairly and with integrity.

50. As a consequence of the infirmities set forth above, namely the failure of the Defendants to constitute a Credentials Committee, to constitute other required committees, to provide an agenda with its notice of the June 12th meeting, and finally to abide by the mandate of N.J.S.A. 19:5-3.2 requiring Defendant Prieto to “ensure fundamental fairness and rights of the County Committee in the governance of the county party”, Defendants have breached their fiduciary duty to Plaintiffs and Plaintiffs have been damaged thereby .

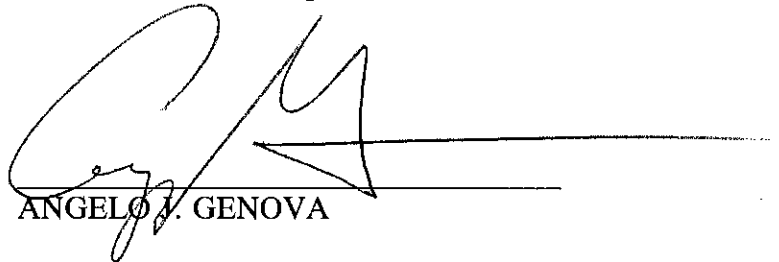
WHEREFORE, Plaintiffs demand judgment against Defendants on Count IV as follows:

- (i) Compelling Defendants HCDO and Prieto to meet and confer with Senator Brian P. Stack and his agents/representatives and Ms. Amy DeGise and her agents/representatives, prior to the June 12, 2018 Organizational Meeting, for the

purpose of establishing and clarifying the rules and procedures that will govern the Organizational Meeting.

- (j) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO cure any infirmities contained in its June 7, 2018 Notice, including adding a proper agenda under Defendant's by-laws;
- (k) Ordering that prior to the June 12, 2018 HCDO Organizational Meeting, HCDO create the three committees (the Credentials Committee, the Committee on Standing Rules, and the Program Committee) required under Roberts' Rules of Order (as incorporated into the By-laws); and
- (l) Granting such other relief as it may deem right and just upon the determination of this matter, including attorney's fees and costs.

GENOVA BURNS LLC
Attorneys for Plaintiffs,
Jeffrey Dublin and Stephanie Daniels



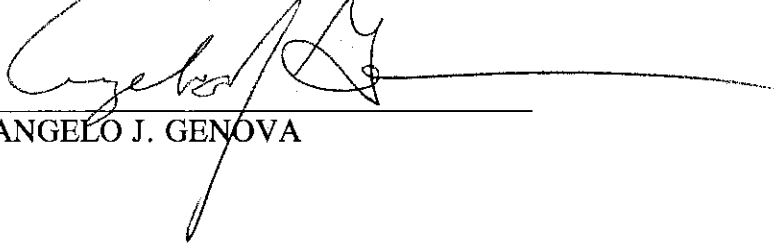
ANGELO J. GENOVA

Dated: June 8, 2018

DESIGNATION OF TRIAL COUNSEL

Pursuant to the provisions of R. 4:25-4, Angelo J. Genova, Esq. is hereby designated as trial counsel on behalf of Plaintiffs Jeffrey Dublin and Stephanie Daniels in the within matter.

GENOVA BURNS LLC
Attorneys for Plaintiffs,
Jeffrey Dublin and Stephanie Daniels



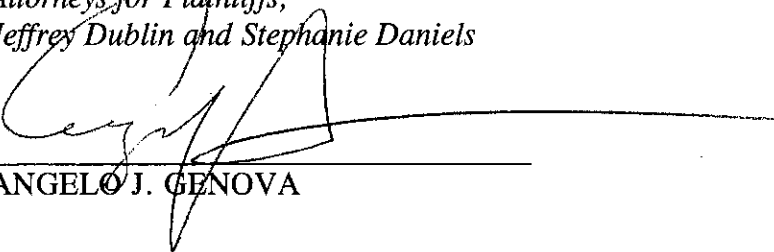
ANGELO J. GENOVA

Dated: June 8, 2018

RULE 4:5-1 CERTIFICATION

The undersigned attorney for Plaintiffs certifies that, to the best of his knowledge and belief, the matter in controversy is not the subject of any other action or arbitration proceeding, and that no other action or arbitration proceeding is contemplated. The undersigned further certifies that, to the best of his knowledge, no other party should be joined in the within action.

GENOVA BURNS LLC
Attorneys for Plaintiffs,
Jeffrey Dublin and Stephanie Daniels



ANGELO J. GENOVA

Dated: June 8, 2018

VERIFICATION OF COMPLAINT

I, Stephanie Daniels, upon my oath, hereby certify as follows:

1. I am a member of the Hudson County Democratic Organization from Jersey City, New Jersey (District E2) as well as a Plaintiff in the foregoing Verified Complaint.

2. I am fully familiar with the facts and circumstances alleged in the foregoing Verified Complaint. I have read the Verified Complaint and affirm that, to the best of my personal knowledge and based on my personal knowledge, the facts stated therein are true.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements are willfully false, I am subject to punishment.


Stephanie Daniels

Dated: June 8, 2018

EXHIBIT A

BY-LAWS OF THE HUDSON COUNTY DEMOCRATIC COMMITTEE

AS AMENDED JUNE 14, 2016

(Adopted pursuant to Section 19:5-3 of the Revised Statutes of the State of New Jersey)

ARTICLE I

MEMBERSHIP

Section 1. **ELECTED MEMBERSHIP:**

The County Committee shall be composed of one male and one female member elected at the annual Primary Election by the Democratic voters of each election district of the County.

Section 2. **TERMS OF OFFICE:**

Pursuant to statute, the members of the County Committee shall take office on the first Saturday following their election, on which day the terms of all members of such Committee theretofore elected shall terminate.

Section 3. **FILLING OF VACANCIES:**

A vacancy in the office of a member of the County Committee shall be filled by the Municipal Committee of the municipality wherein the vacancy occurs. The filled vacancy shall be promptly filed with the Democratic County Headquarters within 30 days from the election of these new County Committee people.

Section 4. **HONORARY MEMBERS:**

The following elected or appointed officials and Democratic residents of Hudson County shall be honorary members of the County Committee, with all the rights and privileges of membership, excepting the right to vote and unless otherwise provided for in these By-Laws:

- a. All offices of the County Committee;
- b. The Democratic Committee National and State Committeemen and committeewomen;
- c. All Municipal Chairpersons;
- d. The Chairpersons of all standing committees as defined in Article VIII, Section I of these By-Laws;
- e. All Democratic elected officials within Hudson County.

Nothing herein, however, shall be interpreted to deny the right to vote to each elected or appointed official, who also is a duly elected member of the County Committee.

ARTICLE II

Section 1. QUALIFICATION OF OFFICERS:

Any Democrat, male or female, shall be eligible to hold any office, whether or not e or she is a member of this Committee, provided, however that the Chairman and Vice-Chairman shall be individuals of the opposite sex.

Section 2. ELECTION OF THE CHAIRMAN, VICE-CHAIRMAN, RECORDING SECRETARY AND TREASURER

The Chairman, Vice-Chairpersons, Recording Secretary and Treasurer shall be elected at the annual organization meeting of the County Committee, as shall as provided by State law.

Section 3. OATH OF OFFICE:

The officers of the Hudson County Democratic Committee pledge to support only Democratic candidates for office. In the event any officer violates this pledge, said officer shall forfeit the office and it shall be deemed vacant.

Section 4. TERMS OF OFFICE:

All officers shall hold office for two years or until their successors are dully elected or appointed.

Section 5. FILLING OF VACANCIES:

Vacancies in any elected office of this Article shall be filled by the County Committee at its next succeeding meeting following the date of the vacancy, in the manner hereinafter provided for the regular election of officers.

Section 6. NOMINATION FOR COUNTY CHAIRMAN, VICE-CHAIRMAN, RECORDING SEXRETARY AND TREASURER:

Candidates for said offices shall be nominated by any member of the Democratic County Committee.

Section 7. METHOD OF ELECTION

- a. If there is no contest for Chairman, Vice-Chairman, Recording Secretary or Treasurer, election shall be held by voice vote.
- b. If there is a contest for any office, election for that office shall be by machine vote under the supervision of the Hudson County Superintendent of Elections following a check of credentials by the representatives of the Hudson County Superintendent of Elections. Funds shall be allocated to pay for this service.
- c. In the event if a contest for any office, the candidate receiving a simple majority of the votes od those members of the County Committee present and voting shall be declares elected for that office.

Should a candidate fail to receive the votes of a majority the two (2) candidates with the largest number of votes shall compete in a second ballot to determine the holder of the particular office.

ARTICLE III
DUTIES OF OFFICERS

Section 1. **CHAIRMAN:** The Chairman Shall:

- a. Preside at all meetings of the County Committee and of the Executive Committee;
- b. Appoint the Chairmen of all standing committees and be responsible to the County Committee for the faithful performance of their duties.
- c. Serve as a member ex officio of all standing committees;
- d. Faithfully execute the decisions of the County Committee;
- e. Individually or together with the Treasurer, sign all vouchers in payment of the disbursements of the County Committee;
- f. Prepare an annual budget for each Fiscal year (July 1 to June 30), which budget shall be presented to the Executive Committee for its advice and consent at the January meeting of the Executive Committee.

The Chairman may assign and delegate any registered Democrat to perform all or any part if the duties herein assigned to him.

Section 2. **FIRST VICE CHAIRPERSON:** The Vice-Chairperson shall:

- a. Assist the Chairman in the performance of his duties;
- b. In the absence of the Chairman, preside at meetings of the County Committee or of the Executive Committee
- c. Perform such other duties as requested by the Chairman.

Section 3. **CORRESPONDING SECRETARY:** The Corresponding Secretary shall:

- a. Attend to all matters of correspondence as may be directed by the Chairman, the executive Committee, or the County Committee.
- b. Perform such other duties as requested by the Chairman.

Section 4. **RECORDING SECRETARY:** The Recording Secretary shall:

- a. Keep full and correct minutes of the proceedings of the County Committee and of the Executive Committee;
- b. Keep a complete roster of all members of the County Committee and of all Municipal Chairmen;
- c. Prepare and mail notices of all meeting of the County Committee and of the Executive Committee;
- d. In the absence of the Chairman, Vice-Chairman, and the Treasurer, preside at meetings of the County Committee or of the Executive Committee.

- e. Perform such other duties as requested by the Chairman.

Section 5. **TREASURER:** The Treasurer shall:

- a. Deposit all funds in his custody and in such banks as the Executive Committee may designate, subject to the joint order of himself and of the County Chairman;
- b. Keep full and complete accounts of all monies received and disbursed by him;
- c. Prepare and file such financial statements as may be required by the County Committee by law, including the New Jersey Election Law Enforcement Commission reports, and that these reports shall be made available at the Democratic County Headquarters for inspection;
- d. Act ex officio as a member of the Finance Committee;
- e. In the absence of Chairman and Vice-Chairman, preside at meetings of the County Committee of the Executive Committee.
- f. Perform such other duties as requested by the Chairman.

Section 6. **SERGEANT-AT-ARMS:** The Sergeant-at-Arms shall:

- a. Assist the Chairman in maintaining order at all meetings;
- b. Appoint such sides as he may deem necessary to facilitate the discharge of said duty.

Section 7. **ADDITIONAL DUTIES:**

In addition to the above-enumerated duties, each officer shall perform such other functions as may be required of him by:

- a. These By-laws;
- b. The statutes of the State of New Jersey;
- c. The rules and procedures of the Democratic National and State Committee; and
- d. The County Committee.

Section 8. **COUNTY COMMITTEE BALLOT POSITION:**

Wherever and whenever there shall be more than one (1) petition files within a district for County Committeeman or County Committeewoman, the County Chairman shall use every effort and exert every pressure possible to assure that both or all candidates, if they so desire, shall be included within the ballot column which includes the candidates chosen within the County Candidate Selection Convention to represent the Democratic Organization of Hudson County.

ARTICLE IV

COMMITTEES

Section 1. **STANDING COMMITTEES:**

There shall be the following standing committees of the Hudson County Democratic Committee:

- a. Registration and Naturalization;
- b. Speakers;
- c. Rules, Resolutions and By-Laws;
- d. Platform;
- e. Political Education;
- f. Finance; and
- g. Publicity.

Section 2. **MEMBERSHIP ON COMMITTEES:**

Each of the above Standing Committees shall consist of:

- a. A Chairman, appointed by the County Chairman at the Organization meeting of the County Committee or within four (4) weeks thereafter;
- b. At least one (1) representative from each Hudson County legislative District and such other members as may be appointed by the County Chairman, at his discretion, and with the advice and consent of the respective committee chairmen and of the Municipal Chairmen of the Municipalities in which the members reside.

Section 3. **REMOVAL FROM COMMITTEES:**

A vacancy in the Chairmanship or membership of any of the above Standing Committees may be declared by a simple majority of these present at a special meeting of the Hudson County Democratic Committee.

- a. That member's moving out of the County; or
- b. That member's non-performance of his duties on the Committee; or
- c. That member's violating his oath as described in Article II, Section 3.

Section 4. **DUTIES OF COMMITTEES:**

The Standing Committees shall have the following duties:

- a. Registration and Naturalization Committee: Attend to all matters pertaining to the registration of voters and the naturalization of persons desiring to become citizens.
- b. Speaker's Committee: Set up a panel of public speaks on topics of general interest, cooperate in supplying speaks to club meetings, and arrange for speakers in all other public meetings in the County.

- c. Rules, Regulations and By-Laws Committee: Consider and report to the Chairman and County Committee on all questions of law, procedure, resolution or proposed amendments to these By-laws.
- d. Platform Committee: To prepare the Hudson County Democratic Platform for all County and State Legislative election campaigns for presentation and recommendation to the Chairman and County Committee, to hold hearings thereon annually and to solicit the views of all candidates, elected officials and others within the Democratic party and among Independents having either personal or representative views on County and State issues.
- e. Political Education Committee: To prepare and develop programs for the assistance and education of candidates, members of the Hudson County Democratic Committee and implementation for the program of the Hudson County Democratic Committee and to assist them in their understanding of the rights, obligations and techniques provided for by the exertion laws of the State of New Jersey and to provide such information for the Publicity Committee as it deems necessary, in keeping Democratic candidates, members of the Hudson County Democratic Committee and the public informed on the Democratic Party's programs and on the election laws of the State of New Jersey.
- f. Finance Committee: Arrange and conduct all fund raising events and functions, turning such funds over to the Treasurer.
- g. Publicity Committee: Prepare such material as may be helpful to keeping the members of the County Committee and all Democratic Candidates informed as to matters of interest to them, handle press and public relations for the County Committee, assist candidates in developing and publicizing their programs and records; and help local clubs, officials and candidates in developing their public relations activities.

Section 5. **SPECIAL COMMITTEES:**

The County Chairman from time to time may appoint such special committees, for specific purposes, as he/she may deem advisable.

Section 6. **REPORTS OF COMMITTEES:**

All committees shall report at such times as requested to do so by the County Chairman.

ARTICLE V

MEETINGS

Section 1. **ORGANIZATION MEETING:**

The biannual organization meeting of the County Committee shall be held after the Primary Election on alternating years, on the date fixed by statute, at 7:00 p.m. of said day, in a place to be designated by the Chairman in the call for the meeting.

Section 2. **SPECIAL MEETINGS:**

Special meetings may be held at any time upon the call of the County Chairman, or upon the written request of five (5) percent of the members of the County Committee addressed to the County Chairman and the Secretary of the County Committee.

Section 3. **RESOLUTIONS:**

Any resolutions to be passed officially by the County Committee, except proper amendments, must be submitted in advance to the membership in writing. Such notice should be included with the County Committee notice. If the resolution is submitted after the meeting, notice is mailed to the County Committee, then the party or parties submitting the resolution to the County Committee, including the cost, no later than seven (7) days before said meeting. Thirty days after election, the County Chairman shall cause to be prepared a calendar of all pertinent dates to the Democratic Party including but not limited to the meetings required by these By-Laws, filing deadlines for candidates and the convention date.

Section 4. **QUORUM:**

One hundred (100) elected members of the County Committee shall constitute a quorum for the transaction of business.

Section 5. **NOTICES OF MEETINGS:**

Written notices of meetings setting forth the place, date, hour and agenda of meetings shall be mailed by regular mail by the Secretary to all members as follows:

- a. Organization Meeting: As soon as practicable after the Primary Election.
- b. Special Meetings: At least seven (7) days prior to the dates of the meeting, such notice setting forth the subject matter to be considered at this meeting.

ARTICLE VI

ORDER OF BUSINESS

Section 1. **CALL TO ORDER**

At the hour set in the call for the meeting, if a quorum is present, the County Chairman shall call the meeting or the County Committee to order

Section 2. **ORGANIZATION MEETING:**

At the organization meeting of the County Committee, called as provided by statute, the order of business shall be as follows:

- a. Salute to flag;
- b. Adoption of By-Laws;

- c. Nomination from the floor;
- d. Election of officers (or, if there is a contest for County Chairman, election of County Chairman only);
- e. Other business.

Section 3. **OTHER MEETINGS:**

At all other meetings of the County Committee, the order of business shall be as follows:

- a. Salute to flag;
- b. Consideration of minutes or previous meetings;
- c. Reports of officers and action thereon, if required;
- d. Reports of Standing Committee and action thereon, if required;
- e. Reports of Special Committees and action thereon, if required;
- f. Unfinished business, if any;
- g. New business, if any.

Section 4. **RULES BY ORDER:**

Unless otherwise provided for in these By-Laws or by statute, all business shall be governed by Robert's Rules of Order.

ARTICLE VII

AMENDMENTS TO BY-LAWS

Section 1. **EFFECTIVE DATES:**

These By-Laws and amendments thereto shall become effective immediately upon adoption.

Section 2. **SUBMISSION OF AMENDMENTS:**

Any proposed amendment to these By-laws must be submitted by a member of the County Committee in writing to the County Chairman at least sixty (60) days prior to the date of the meeting at which said amendment is to be considered.

Section 3. **REFERRAL TO COMMITTEE:**

The County Chairman, upon receipt of such proposed amendment, shall immediately submit it to the Committee on Rules, Resolutions and By-laws or study and recommendation. The recommendation of said committee shall be made in writing to the County Chairman within thirty (30) days of said Committee's receipt of the proposed amendment.

Section 4. **NOTICES:**

The proposed amendment shall be considered by the elected County Committee members only after the Complete text of the proposed amendment, the Committee on Rules, Resolutions and By-laws

recommendation, and the existing by-law section is: a) included in the meeting notice or b) read and distributed in writing at a previous County Committee meeting.

Section 5. **ADOPTION:**

An amendment shall be adopted by a two-thirds (2/3) vote of the elected members of the County Committee present and voting at the meeting at which said amendment is considered.

Notice to Amend By-Laws

Pursuant to Article VII, Section 4 or the By-Laws or the Hudson County Democratic Committee, notice is given that the committee shall consider an amendment to the By-Laws as follows:

1. Article II, Section 7(b) If there is a contest for any office election for that office (shall be by hand vote). Shall be by machine vote under the supervision of the Hudson County Superintendent of Elections following a check of credentials by the representatives of the Hudson County Superintendent of Elections. Funds shall be allocated to pay for this service.
2. Article II, Section 7(c). In the event of a contest for any office, the candidate receiving a simple majority of the cotes of these members of the County Committee present and Voting shall be declared elected for that office.

Should a candidate fail to receive the cotes of a majority, the two (2) candidates with the largest number of votes shall compete in a second ballot to determine the holder of the particular office.

EXHIBIT B



June 6, 2018

RE: NOTICE OF ANNUAL HCDO ORGANIZATIONAL MEETING

Vincent Prieto
Chairman

Dear County Committee member:

John Minella
Executive Director

On behalf of the Hudson County Democratic Organization ("HCDO"), this letter is to advise you that the annual organizational meeting of the Hudson County Democratic County Committee, pursuant to N.J.S.A. 19:5-3, will be held on Tuesday, June 12, 2018 at the auditorium at Kearny High School, 336 Devon Street, Kearny. Please note that there is a handicapped-accessible entrance on the King Street side entrance of the building.

Diane Coleman
Vice-Chair

Barbara Stamato
Treasurer

Doors will open at 5:00 P.M. and credentials will be checked from 5:00 P.M. until 7:00 P.M. All County Committee members are expected to present the official card evidencing their election or appointment to their respective municipal committees as well as provide valid photo identification such as a driver's license or passport. **In order to be admitted to the meeting and cast any votes, you must be at Kearny High School and in line to have your credentials and identification checked no later than 7:00 P.M.** Therefore, please leave sufficient time to ensure you are able to comply with this schedule. No latecomers will be admitted to the meeting once the time period to check credentials has been completed and the meeting is called to order.

Alexander Habib
Recording Secretary

Nicholas J. Rivelli
Corresponding Secretary

Headquarters

2175 John F. Kennedy Blvd.
Jersey City, NJ 07302

Mailing

PO Box 46
Bayonne, NJ 07002



The meeting will be called to order promptly at 7:00 P.M. at which time nominations will be taken for the offices of County Chairman, Vice-Chairman, Recording Secretary and Treasurer. If there is no contest for one or more of these offices, the election for that office or offices will be by voice vote. However, if there is a contest for any office, there will be a machine vote to decide the winner of that office.

Following the completion of voting and announcement of the results, the meeting will proceed to any other HCDO business that may be necessary.

I look forward to seeing you at our annual organizational meeting and appreciate your continued support of the HCDO and the Democratic Party as a whole.

Very truly yours,

VINCENT PRIETO
Chairman, Hudson County Democratic Organization

EXHIBIT C



**GENOVA
BURNS**
ATTORNEYS-AT-LAW

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June 5, 2018

VIA HAND DELIVERY AND ELECTRONIC MAIL

The Honorable Vincent Prieto, Chairman
Hudson County Democratic Organization
2175 John F Kennedy Blvd
Jersey City, NJ 07305

Re: Preliminary Meeting for June 12th HCDO Reorganization

Dear Chairman Prieto:

This letter is to confirm our conversation yesterday, June 4, 2018, regarding the intraparty election of the Hudson County Democratic Organization ("HCDO") Chairperson, scheduled take place on June 12, 2018.

Thank you for confirming your every intention of ensuring the proper application of the relevant provisions of the HCDO Bylaws to the conduct of the HCDO proceedings on June 12th. To the extent those Bylaws fail to address numerous procedural matters and/or are silent as to whom the discretion may reside for the application and/or content of such procedures, we believe the integrity of this contested election compels that the competing candidates be afforded the opportunity to meet with the HCDO Leadership, and you in particular, in an attempt to reach a mutual agreement on the rules of engagement for this important party leadership election. Accordingly, we hereby request that you convene a meeting this week with representatives from HCDO, Senator Brian Stack's campaign, and Ms. Amy DeGise's campaign for the purposes of discussing the format and rules of the HCDO Chairperson election. During this meeting, we also hope to discuss any questions or potential issues relating to the Reorganization Meeting. Topics to be discussed at this preliminary meeting should include, but not be limited to:

- The identity and role of the HCDO parliamentarian for the conduct of the meeting;
- The identity and role of counsel of record for HCDO and for service of process, if required;
- The process for nominating, seconding, and endorsements of candidates, including the use of a nominating committee;
- Speeches from the candidates;
- Permitted persons allowed at the Reorganization Meeting;



The Honorable Vincent Prieto

June 5, 2018

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- Process for resolving challenges, including the provisional ballot process;
- Appointment of challengers;
- The official list used to register Committee members;
- The recent replacement of inactive members of the Jersey City Democratic Organization;
- Process for the election contest, including preservation of voting machines, voting materials and ballots;
- Assignment of voters to voting machines;
- Ballot placement on the voting machines;
- Membership of the Credentials Committee; and
- Credentials for the entrance of non-Committee members.

Please schedule this meeting at your earliest convenience so that we may cover any and all issues in advance of June 12th. In addition, I would greatly appreciate it if you could send me a copy of HCDO's most recent Bylaws. We look forward to meeting with Ms. De Gise's and your representatives to ensure a free and fair election for HCDO Chairperson.

Thank you for your consideration.

Very truly yours,

GENOVA BURNS LLC

A handwritten signature in black ink, appearing to read "Angelo J. Genova", is written over a horizontal line. Below the signature, the name "ANGELO J. GENOVA" is printed in a bold, all-caps, sans-serif font.

ANGELO J. GENOVA

AJG:PMR:gda

c: Mark Albiez (via electronic mail)
Amy DeGise (via electronic mail)
Hon. Brian Stack (via electronic mail)