

**BY-LAWS OF THE
ESSEX COUNTY DEMOCRATIC COMMITTEES, INC.**

Revised 2003

**BY-LAWS OF THE
ESSEX COUNTY DEMOCRATIC COMMITTEE**

ARTICLE I

The name of this organization shall be the Essex County Democratic Committee, Inc.

ARTICLE II

OBJECTS

The objects of this organization shall be:

- (a) To further the principles of the Democratic Party.
- (b) To work diligently to secure the election of Democratic Candidates to public office.
- (c) To assist in the promotion and development, whether National, State, County or Municipal.

ARTICLE III

MEMBERSHIP AND VOTING

- (a) The right to membership in the Essex County Democratic Committee, Inc. shall be determined in accordance with the provisions of Title 19 of the Revised Statutes and all members of the Essex County Democratic Committee, Inc. present at a duly called meeting shall be entitled to vote on any proposition before said Committee.
- (b) All duly qualified members of this organization, Ward Chairperson, Municipal Chairperson and persons nominated and seconded for Chairperson or Vice-Chairperson, may participate in meetings of this organization, except that actual voting shall be limited as set forth above.
- (c) Only members of this organization who are present in person shall be entitled to vote on any matter presented at a meeting of

this organization. No proxies shall be recognized and no form of unit vote shall be permitted.

ARTICLE IV

MEETING

Section 1. ORGANIZATION MEETING

The annual organization meeting of the County Committee shall be held after the Primary Election each year, on the date fixed by statute at 8:00 P.M. in the evening of said day at such place as may be designated by the County Chairperson in the call for the meeting. The Chairperson shall select a meeting site that assures neutrality and fairness in the conduct of the meeting.

Section 2. OTHER REGULAR MEETING

One (1) regular meeting in addition to the annual meeting shall be held during each calendar year at the call of the County Chairperson.

Section 3. SPECIAL MEETINGS

Special meetings may be held at any time;

- (a) Upon the call of the county Chairperson;
- (b) Upon the call of two-thirds of the municipal or ward chairs;
- (c) Upon the call of a majority of the Executive Committee, or
- (d) Upon the written request of thirty-five (35%) percent of the total authorized membership of the County Committee addressed to the County Chairperson and delivered to the Secretary of the County Committee.

Section 4. NOTICE OF MEETINGS

- (a) Written notices of meetings setting forth the place, date, hour and agenda of meetings shall be sent by regular mail or other means reasonable calculated to reach the intended party (not telephone) by the Secretary to all members as follows:

- 1) Organization Meeting: As soon as practicable after the Primary Election but no later than 4:00 p.m. of the Friday immediately following such election;
- 2) Other Regular Meeting: At least fifteen (15) days prior to the date of the meeting;
- 3) Special Meetings: At least (7) days prior to the date of the meeting, such notice setting forth the subject matter to be considered at this meeting.

(b) Upon the written request signed by fifty or more members of the County Committee, the notice and enclosed agenda shall list any item of business, summarizing briefly the substance thereof, as may be proposed for consideration and action, provided the request is delivered to the secretary at least ten (10) days prior to the date of the regular meeting.

(c) Proposals to be made at the Organization Meeting, including Amendments to these By-Laws, may be submitted by 50 or more members of the County Committee by filing the same with the Secretary of the County Committee, no later than 4:00 p.m. of the Wednesday next preceding the Organization Meeting, in which instance, a copy of the same will be included in the Notice of the Meeting to be sent out by the Secretary as set forth in 4a. (1).

Section 5. QUARUM

Thirty-five (35%) percent of the total authorized membership of the County Committee shall constitute a quorum for the transaction of business.

Section 6. RESOLUTIONS

Any resolutions to be passed officially by the County Committee must be submitted in advance to the membership in writing. Such resolution shall be included with the County Committee notice pursuant to Sect. 4b & 4c. If the resolution is submitted after the time provided in Sect. 4b & 4c or if the fifty subscribing members are not obtained, then the party or parties submitting the

resolution must take responsibility for and pay for mailing their resolution to the County Committee no later than seven (7) days before said meeting.

ARTICLE V

COUNTY COMMITTEE OFFICERS QUALIFICATIONS AND METHOD OF ELECTIONS

Section 1 – OFFICERS

- A. The elected officers of the Essex County Democratic Committee shall be the Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, and Treasurer.
- B. The appointive officers of the Essex County Democratic Committee shall consist of legal counsel, a recording secretary and a parliamentarian who shall be appointed by the chairperson as soon as may be conveniently possible and an Executive Administrator and Sergeants-at-Arms who may be appointed by the Chairperson when deemed necessary and desirable in the best interests of the Committee. All appointments shall be with the advice and consent of the Executive Committee.

Section 2 – QUALIFICATION OF OFFICERS

- A. County Chairperson: shall be a registered Democratic voter, male or female, residing in Essex County, who shall not be the County Executive nor a member of the Board of Freeholders.
- B. Any registered Democratic voter, male or female, residing in Essex County shall be eligible to hold the offices of First Vice-Chairperson, Second Vice-Chairperson, Secretary and Treasurer whether or not he or she is a member of this Committee, provided, however, that the First Voice Chairperson shall be of the opposite sex from the Chairperson and provided further, however, that the First Vice-Chairperson, Second Vice-Chairperson, Secretary and Treasurer may not hold publicly elected position of Essex County Executive.

- C. No Officer appointed or elected shall be permitted to hold more than one party Officer position.

Section 3 – ELECTION OF THE CHAIRPERSON, FIRST VICE- CHAIRPERSON, SECOND VICE- CHAIRPERSON, SECRETARY AND TREASURER

The Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary and Treasurer shall be elected at the organization meeting of the County Committee, as shall be provided by R.S. 19:5-3. If balloting for Secretary or Treasurer has not commenced by 1 a.m., the Chairperson at his discretion may adjourn the meeting, not to exceed thirty days, at which time the election shall be conducted for the remaining officers.

Section 4 – TERMS OF OFFICE

All Officers shall hold office for two years or until their successors are duly elected or appointed.

Section 5 – FILLING OF VACANCIES

Vacancies in any of the officer positions may be filled by the Executive Committee until the next following annual meeting of the County Committee, except that in case of a vacancy in the Chairperson's position, an election for a new Chairperson shall be held by the membership within 60 days unless the annual meeting falls within the 60-day period; and in the interim, the First Vice-Chairperson shall serve as Chairperson.

Section 6 – NOMINATION

Any qualified person may be nominated for any office either:

- (a) As an announced candidate by submitting his or her name (and voting address) in writing to the Chairperson or other person in charge of the office at Democratic Headquarters by 4:00 p.m. on the Wednesday immediately following the primary elections, the office to be open for this purpose and the name of such person

shall be listed with the notice of the annual meeting as a candidate for that office or;

- (b) by nominations from the floor at the annual meeting endorsed by a minimum of fifty elected members of the County Committee consisting of at least 10 County Committee members from at least five different municipalities, each ward of Newark being considered as equivalent to a municipality for this purpose.,

Section 7 – METHOD OF ELECTION

Election shall be held as follows:

- (a) By the vote of all duly-elected members of the County Committee present and voting.
- (b) Any disputes as to the right to vote shall be determined prior to the commencement of voting by the Annual Meeting Rules Committee, which shall consist of members of the County Committee.
- (c) If there is no contest Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary or Treasurer, election shall be held by voice vote.
- (d) If there is a contest for any office, election for that office shall be by two or more voting machines as used by the Essex County Board of Elections, in the General Election. The Chair will permit each candidate to appoint two challengers to assist in the counting of the vote.
- (e) In the event of a contest for Chairperson, First Vice-Chairperson or Second Vice-Chairperson, if no candidate achieves a majority of the votes cast on the first ballot, there shall be a second ballot between the two candidates receiving the highest number of votes and any other candidate or candidates who receive a vote of 25% or more of the ballots cast; and if no candidate achieves a majority on the second ballot, then there shall be a third ballot between the two candidates receiving the largest number of

votes, and the candidate receiving the highest number of votes shall be deemed elected. The Chairperson shall be elected first and then the First Vice-Chairperson and Second Vice-Chairperson.

- (f) The election of the Secretary and the Treasurer shall be conducted in that order, and one candidate at a time, limited in each instance to two ballots. If no candidate receives a majority on the first ballot, there shall be a run-off between the two candidates receiving the highest vote.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. CHAIRPERSON

The Chairperson shall:

- a. Preside at all meetings of the County Committee and of the Executive Committee and the Screening Committee.
- b. Except for the Executive Committee, Finance Committee, and Screening Committee, which are provided for elsewhere in these By-Laws, appoints the Chairperson of all Committees; and with the consent of the Executive Committee all the members thereof.
- c. Serve as a member ex officio of all committees with the right to vote.
- d. Faithfully execute the decisions of the County Committee.
- e. Together with the Treasurer, sign all vouchers in payment of the disbursements of the County Committee,
- f. Except as otherwise stated in these By-Laws, have the authority to enter into and execute in the name of the Essex County Democratic Committee, contracts or other instruments in the regular course of business.
- g. Have the authority to maintain an office and hire necessary personnel in accordance with these By-Laws.
- h. Designate a banking institution located in Essex County as the depository of all monies of the Essex County Democratic Committee.

- i. Make provisions through an Education Committee or otherwise for the preparation and dissemination to members of the County Committee of a handbook or guidebook concerning their duties and responsibilities.
- j. Enforce at all times the strict observance of the By-Laws.
- k. If the Executive Committee fails to act in accordance with Section 2 (vi) of Article VII, hereof, designate persons to serve as Executive Committee appointments to the Finance Committee until such time as the Executive Committee shall act to designate members.
- l. Serve as a Trustee of the Corporation.
- m. Any and all other powers and responsibilities authorized and or permitted pursuant to NJSA 19:5-3.

Section 2 – FIRST VICE-CHAIRPERSON

The First Vice-Chairperson shall:

- a. Assist the Chairperson in the performance of his/her duties.
- b. In the absence of the Chairperson, preside at meetings of the County Committee or of the Executive Committee.
- c. Serve as an ex-officio member of all committees with right to vote.
- d. In the event of death, resignation, or disqualification of the Chairperson to discharge the duties of the office, the First Vice-Chairperson shall be vested with the responsibility of the office of the Chairperson and shall perform such duties until an election is held.
- e. Serve as a Trustee of the Corporation.

Section 3 – SECOND VICE-CHAIRPERSON

The Second Vice-Chairperson shall:

- a. Assist the Chairperson and the First Vice-Chairperson in the performance of his/her duties.
- b. In the absence of the Chairperson and the First Vice-Chairperson, preside at meetings of the County Committee or of the Executive Committee.

- c. Serve as an ex-officio member of all committees with right to vote.
- d. In the event of death, resignation, or disqualification of the Chairperson to discharge the duties of the office, the Second Vice-Chairperson shall be vested with the responsibility of the office of the Chairperson and shall perform such duties until an election is held, if the First Vice-Chairperson is unable to serve in such capacity.
- e. Serve as a Trustee of the Corporation.

Section 4- SECRETARY

The Secretary shall see that the following duties are discharged:

- a. Keeping full and correct minutes of the proceedings of the County Committee and of the Executive Committee.
- b. Keeping a complete roster of all notices of all members of the County Committee and of all Municipal Chairpersons.
- c. Preparation and mailing of all notices of all meetings of the County Committee, as provided in the Article IV, Section 4a, except notices of the annual meeting shall be mailed no later than 4:00 P.M. the Friday after the primary election.
- d. Attendance to all matters of correspondence as may be directed by the Chairperson, the Executive Committee, or the County Committee.
- e. Maintenance of all files and documents at the office of the Democratic County Committee; and
- f. At the expiration of the Secretary's term of office, delivery of all property in the Secretary's possession or under the Secretary's control belonging to the committee to the party headquarters for safekeeping.
- g. Serve as a Trustee of the Corporation.

Section 5- TREASURER

The treasurer shall be responsible to see that the following duties are discharged:

- a. Deposit in the name of the Essex County Democratic Committee of all funds in his custody and in such bank as the Chairperson may designate.
- b. The keeping of full and complete accounts of all monies received and disbursed by him/her.
- c. The issuance of checks or otherwise making payments out of the assets of this Committee for the normal and routine expenses of maintenance of party headquarters including rent, telephone, supplies, postage and clerical assistance and any proposal expenditures for campaign or salaries of party officials or personnel or for other party purposes as approved by the Finance Committee.
- d. Preparation and filing such financial statements as may be required of the County Committee by law.
- e. Acting ex officio as a member of the Finance Committee without the right to vote.
- f. The rendering of a full, detailed financial report (including receipts and disbursements and a balance sheet reflecting all assets and liabilities) for the fiscal year ending June 30 to the County Chairperson no later than September 1. The Treasurer shall cause copies thereof to be distributed to the officers and each member of the Executive Committee prior to the regular meeting of the County Committee and to have additional copies available at the regular meeting and for distribution to any member of the County Committee making a written request for a copy.
- g. Serve as a Trustee of the Corporation.

Section 6 – PALIAMENTARIAN

The Parliamentarian shall advise on all questions of procedure at all County Committee and Executive Committee meetings.

Section 7 – SERGEANTS-AT-ARMS

The Sergeants-at-Arms shall:

- a. Assist the Chairperson in maintaining order at all meetings;

- b. Consist of such persons and numbers as the Chairperson deems necessary.

Section 8 – ADDITIONAL DUTIES

- a. In addition to the above-mentioned duties, each officer shall perform such other functions as may be required or requested by:
 - 1. These By-Laws
 - 2. The Statutes of the State of New Jersey
 - 3. The County Committee
 - 4. The Executive Committee
 - 5. The County Chairperson
- b. The officers shall also cooperate in implementing the rules and regulations of the State and National Democratic Committee.

ARTICLE VII

STANDING COMMITTEES, MEMBERSHIP, RESPONSIBILITIES

SECTION 1 – The Essex County Democratic Committee shall have the following standing Committees:

- a. Executive Committee
- b. Finance Committee
- c. Campaign Committee
- d. By-Laws
- e. Annual Meeting Rules Committee

SECTION 2 – EXECUTIVE COMMITTEE

- a. The Executive Committee shall consist of Chairperson and Vice-Chairperson of each Municipal Committee and each ward of the City of Newark (The Municipal Committee or Ward shall be permitted to designate in writing to the County Committee by July 1 of each year-one Vice Chair who shall attend and act in

the absence of the Chairperson and one additional committee member who shall attend and act in the absence of the Vice Chairperson), the elected officers of the Essex County Democratic Committee, the State Committeewoman and the State Committeeman, Chairpersons of the Standing Committees, (provided, however, that if said Chairpersons are already members of the Executive Committee they shall have only one vote) publicly elected federal, state and county officials residing in Essex County, and such other persons as the Chairperson of the Essex County Democratic Committee appoints up to a maximum of ten (10) persons.

- b. Meetings of the Executive Committee shall be held:**
 - (i)** At the call of the Chairman on a quarterly basis within the fiscal year of the Essex County Democratic Committee or
 - (ii)** At the call of 2/3rds of the executive Committee.

- c. The Executive Committee shall have the following duties and responsibilities:**
 - (i)** Exercise consent over Chairperson's appointment of Committee members except or otherwise provided herein.
 - (ii)** Hold meetings on a quarterly basis.
 - (iii)** Approve the budget annually.
 - (iv)** Review a report of revenues and expenditures on a quarterly basis.
 - (v)** Approve any single expenditure or contractual committee exceeding \$25,000 in the aggregate.
 - (vi)** Prior to July 10th of each year the Executive Committee shall designate four members to serve on the Finance Committee. In the case of resignations or vacancies, the positions shall be filled by the Executive Committee within thirty days.
 - (vii)** Set compensation for any office or position within the Essex County Democratic Committee.
 - (viii)** Approve reductions in reserves and any expenditure not provided for in the budget.

- (ix) Approve borrowing of money in the name of the Essex County Democratic Committee which when combined with all outstanding loans exceed \$100,000 in The Aggregate, which approval shall be by 2/3 of the Full membership of the Executive Committee.

Section 3 – FINANCE COMMITTEE

- a. The Finance Committee shall consist of eight members:
 - (i) Four members designated by the Executive Committee of the Essex County Democratic Committee.
 - (ii) One person designated by the County Chairperson to serve as the Chairperson of the Finance Committee.
 - (iii) The Chairperson and First Vice-Chairperson of the Essex County Democratic Committee as ex officio, with vote.
 - (iv) Treasurer of the Essex County Democratic Committee, ex officio, without vote.
 - (v) Four voting members shall constitute a quorum for the conducting of business.

- b. The Finance Committee shall prepare a budget statement by September 1 of each year, showing the balance on hand, projecting receipts of the current fiscal year (July 1 to June 30) indicating the general sources from which revenue is anticipated, any proposed borrowing of monies or repayment of existing outstanding loans and anticipated use of funds broken down into:
 - (i) Routine expenditures for party maintenance including salaries of all regular employees, rent, telephone, travel, insurance, accounting and other similar items;
 - (ii) Compensation for any office or position of the County Committee shall be subject to approval by resolution of the Executive Committee;

- (iii)** Lump sum proposed to be expended on the campaign for election of candidates of the Democratic Party as set forth in the budget of the Campaign Committee..
- (iv)** Operating balances and reserves to be maintained. The proposed budget shall be accompanied by the annual review for the immediately preceding fiscal year prepared by the auditors.
- (v)** Finance Committee shall meet quarterly.

c. The Finance Committee shall have the following responsibilities:

- (i)** Any money raised on behalf of the Essex County Democratic Committee shall be raised in the name of the Essex County Democratic Committee under the direction of the Finance Committee.
- (ii)** To serve under the leadership of the County Chairperson & determine ways and means to raise monies necessary to meet campaign expenditures and for party maintenance and to approve persons designated by the County Chairperson to head up specific fund-raising events.
- (iii)** To review in advance all fundraising events proposed by individual candidates for State, County and Federal offices in the jurisdiction of the Essex County Democratic Committee during election years and to review in advance all fundraisers of Democratic office holders in non election years and to maintain a quarterly calendar of all fundraising events.
- (iv)** To prepare a budget as prescribed in Section 3B of this Article.
- (v)** Approve of any loans made by or in the name of the Essex County Democratic Committee.
- (vi)** Provide such direction and supervision of the financial affairs of the Essex County Democratic

Committee as may be necessary to assure its financial integrity at all times.

- (vii)** Appoint an independent certified public accountant to conduct an annual review of the books and records of the Essex County Democratic Committee, prepare a formal review and assist the Essex County Democratic Committee in establishing and maintaining necessary internal controls.
 - (viii)** To aid the Treasurer in distributing the annual financial statement and budget to the officers of the County Committee and the Executive Committee and to any other member of the County Committee requesting the financial statements in writing.
 - (ix)** Organize itself prior to August 1st at the call of the Committee Chairperson designated by the County Chairperson.
- d.** The proposed budget shall be adopted by the Finance Committee and shall remain in effect unless the budget be modified by the Executive Committee by two-thirds vote of its total membership at any meeting thereof provided, however, no such modification shall affect expenditures previously made or obligations incurred. The Treasurer shall distribute copies of the budget within ten days of its adoption to all members of the Executive Committee.
- e.** The Finance Committee shall reduce the budget where necessary because actual revenues are below anticipated revenues in order to preserve the operating balance and reserves as set forth in the budget. Where revenues exceed anticipation, the Finance Committee may increase any item in the budget provided the operating balance or reserves are not reduced. Any reduction in reserves or any extraordinary expenditures not contained in the budget shall require the approval of the Executive Committee. Notice of any such modification or revision shall be provided in

writing within five days of such action to the Executive Committee for Executive Committee action where required or otherwise for informational purposes

- f. In recognition that there may be campaign exigencies necessitating quick determination and action, the Finance Committee may, as part of the budget, include an item for such exigencies to be expended at the discretion of the Chairperson, which item shall not exceed 25% of the total campaign budget.
- g. All payments, except routine recurring payments, shall be supported by vouchers or invoices to be retained by the Treasurer, and shall be paid by check signed by the Chairperson and countersigned by the Treasurer. Routine and recurring expenses may be paid by check in the same manner without vouchers for invoices. Loan instruments and other financial documents shall be executed, when duly authorized, in the same manner as checks. The First Vice-Chairperson shall be authorized to execute checks or other instruments in the absence of the Chairperson and similarly, the Assistant Treasurer or other person designated by the Financial Committee shall execute checks or other instruments in the absence of the Treasurer.
- h. All contributions or funds collected for or belonging to the Essex County Democratic Committee shall be turned over to the Treasurer for deposit.

Section 4 – CAMPAIGN COMMITTEE

- a. The Campaign Committee shall consist of eight persons designated by the County Chairperson with the advice of the Executive Committee. The Chairperson of the Campaign Committee shall be designated by the County Chairperson.
- b. Responsibilities –
 - (i) Shall prepare a proposed campaign budget and submit same in writing to the Finance Committee by August 1 of each year.

- (ii) After adoption of the budget by the Finance Committee, The Campaign Committee, by resolution, shall provide for the exact detailed manner in which the campaign budget of the Essex County Democratic Committee shall be allocated and expended within the amount allotted for campaign purposed in the budget of the Essex County Democratic Campaign.
- (iii) The Campaign Committee shall afford all the Democratic candidates who prevail in the June primaries (or their designated representatives) for County, State or Federal office (with constituencies within County) with the opportunity to review and discuss the allocation of the campaign budget prior to adoption of the resolution detailing the allocation of the campaign budget by the Campaign Committee.

Section 5 – BY-LAWS

- a. The By-Laws Committee shall consist of eleven members:
 - (i) Ten appointed by the County Chairperson with the advice of the Executive Committee;
 - (ii) One Chairperson appointed by the County Chairperson;
 - (iii) Six members shall constitute a quorum:
- b. The By-Laws Committee shall convene as necessary to conduct business at the call of the chairperson and shall be responsible to receive, review, approve or disapprove and report to the County Committee on all By-Law amendments proposed and submitted pursuant to Article X , Section 3, hereof.

Section 6 – ANNUAL MEETING RULES COMMITTEE – Shall be comprised of a minimum of three persons who shall be appointed by the County Chairperson and who shall be responsible to determine the rules, regulations and procedures for the conduct of the Annual meeting.

Section – 7 AD HOC COMMITTEES – the Chairperson shall be authorized to appoint, upon advice of the Executive Committee, and Ad Hoc committee for the purpose of studying any issue or subject, or to perform any task which, in the judgment of the Chairperson, is necessary or desirable to further or achieve the objectives of the organization as set forth in Article II hereof.

ARTICLE VIII

RULES OF PROCEDURE

All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX

PROHIBITION ON EXPENDITURES

Section 1. The Essex County Democratic Committee and any entity controlled by the Essex County Democratic Committee or the Officers thereof, shall not receive or expend funds to be spent in furtherance and in aid of the candidacy of any candidate in a primary election.

ARTICLE X

AMENDMENTS TO BY-LAWS

Section 1 – EFFECTIVE DATES

These By-Laws and any amendments hereto shall become effective immediately upon adoption by 2/3 vote of the Essex County Democratic Committee present and voting at a duly called meeting of the Essex County Democratic Committee.

Section 2 – SUBMISSION OF AMENDMENTS BY A MEMBER OF THE COUNTY COMMITTEE

Any proposed amendment to these By-Laws must be submitted by a member of the County Committee in writing to the County Chairperson and

Secretary of the County Committee at least thirty (30) days prior to the date of the meeting at which said amendment is to be considered, except as provided in article IV, Section 4b and 4c.

Section 3 – REFERRAL TO COMMITTEE

- (a) Any proposed amendment submitted pursuant to Section 2 shall be referred to the By-Laws Committee and if recommended by a majority vote of the By-Laws Committee, it shall then be included by the Secretary on the notice of meeting and considered at the next regular meeting of the authorized membership of the County Committee or,
- (b) If endorsed by 10% of the Essex County Committee shall be submitted to the Essex County Committee as provided in Section 4 and considered at its next regular meeting.

Section 4 – NOTICES

The proposed amendment shall be considered by the elected County Committee members only after the complete text of the proposed amendment, and the existing By-Laws section are (1) included in the meeting notice, or (b) read and distributed in writing at a previous County Committee meeting.

Section 5 – MODIFICATION OF THE PROPOSAL AT THE MEETING

In preparation for a vote, the proposal may be modified at the meeting of the County Committee by a majority shall pertain to the same subject matter are contained in the text of the proposed amendment.

ARTICLE XI

INDEMNIFICATION

Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state. The indemnification, in the discretion of the Executive Committee, includes advances of reasonable expenses before final disposition of any action, suit or proceeding. This indemnification shall be exclusive of any other rights of which said directors

and officers shall be entitled. This indemnification shall inure to the benefit of the heirs, executors and administrators of said directors and officers.

ARTICLE XII

INSURANCE

Except as otherwise provided under the provision of law, Essex County Democratic Committee, Inc. shall purchase and maintain insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not corporation would have the power to indemnify the agent against such liability under Articles of Incorporation, these By-Laws or Provisions of law.