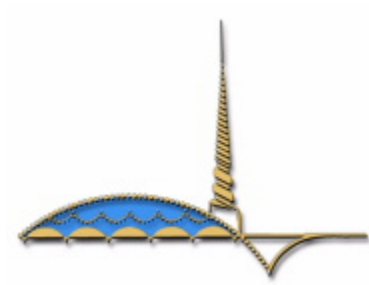


MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION



BYLAWS

March 2010

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

TABLE OF CONTENTS

PREAMBLE.....	1
CHAPTER NAME AND LEGAL STATUS .....	1
BYLAWS OF MARIN CHAPTER .....	2
ARTICLE 1: OFFICE.....	2
ARTICLE 2: PURPOSES.....	2
ARTICLE 3: GOVERNING RULES AND POLICIES.....	3
Section 1. Relationship to California Grand Jurors' Association (CGJA).....	3
Section 2. A Membership Organization .....	4
ARTICLE 4: MEMBERS.....	4
Section 1. Active Member.....	4
Section 2. Honorary Member.....	4
Section 3. Membership Dues.....	4
ARTICLE 5: MEMBERSHIP MEETINGS .....	5
Section 1. Regular Meetings.....	5
Section 2. Special Meetings .....	5
Section 3. Annual Meeting.....	5
Section 4: Notice of Meetings .....	5
Section 5. Quorum.....	5
Section 6. Conduct of Meetings.....	5
ARTICLE 6: OFFICERS.....	6
Section 1. Officers .....	6
Section 2. Qualifications, Election and Term of Office of Officers .....	6
Section 3. Nomination and Election of Officers .....	6
Section 4. Compensation.....	6
Section 5. Resignation.....	6
Section 6. Removal.....	6
Section 7. Vacancies .....	7
ARTICLE 7: DUTIES OF OFFICERS.....	7
Section 1. President.....	7
Section 2. Vice President.....	7
Section 3. Secretary .....	7
Section 4. Treasurer .....	7
ARTICLE 8: BOARD OF DIRECTORS .....	8
Section 1: Membership of Board of Directors .....	8
Section 2: Duties.....	8
Section 3: Board Meetings:.....	8
Section 4. Non-liability of Chapter Members/Indemnification/Insurance .....	9
ARTICLE 9: COMMITTEES .....	9
Section 1: "Committees" Defined.....	9
Section 2: Appointment of Committees .....	9
Section 3: Tenure, Actions, and Meetings of Committees.....	9
Section 4: Disbanding of Committees.....	9
ARTICLE 10: FISCAL YEAR.....	10
ARTICLE 11: BYLAWS AMENDMENTS .....	10
ARTICLE 12: CHAPTER DISSOLUTION .....	10
BYLAW ADOPTION.....	11

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

**PREAMBLE**

The California Grand Jurors' Association (CGJA) is an association of former and current California Grand Jurors. It was incorporated June 14, 1983, and its Articles of Incorporation were amended and restated on August 24, 1997. It is in good standing under the California General Non-Profit Corporation Law. The corporation is exempt under section 501(c)(3) of the United States Internal Revenue Code and section 23701d of the California Revenue and Taxation Code. This Marin Chapter is part of the CGJA as an interrelated and interdependent body bound by the CGJA Articles of Incorporation and Bylaws.

**CHAPTER NAME AND LEGAL STATUS**

The name of this organization shall be Marin Chapter, California Grand Jurors' Association. It may be referred to as "Marin Chapter, CGJA," "the Chapter", or "MCCGJA". The Marin Chapter is joined with the California Grand Jurors' Association in promoting the purposes of the CGJA as stated in its Articles of Incorporation, and shall advance the goals and objectives of the CGJA within the state, and particularly within Marin County, to develop competence, and to serve as a resource enabler, initiator of action, and communicator of information.

- A. The Marin Chapter is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.
- B. A 501(c)(3) organization may not engage in carrying on propaganda, or otherwise attempting to influence legislation as a substantial part of its activities. Whether an organization has attempted to influence legislation as a substantial part of its activities is determined based upon all relevant facts and circumstances. However, most 501(c)(3) organizations may use Form 5768, Election/ Revocation Of Election by an Eligible Section 501(c)(3) Organization to Make Expenditures to Influence Legislation to Make Election Under 501(c)(3) to be subject to an objectively measured expenditure test with respect to lobbying activities rather than the less precise "substantial activity" test. Electing organizations are subject to tax on lobbying activities that exceed a specified percentage of their exempt function expenditures.
- C. The property of this organization is irrevocably dedicated to charitable or educational purposes, and no part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

- D. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes.

**BYLAWS OF MARIN CHAPTER**

**ARTICLE 1: OFFICE**

The principal office of the Marin Chapter is located with the current President of the Chapter.

**ARTICLE 2: PURPOSES**

The purposes of the Marin Chapter are:

(a) to engage in activities to increase the effectiveness of the Marin County Civil Grand Jury;

(b) to join with the California Grand Jurors' Association in the purposes listed in that Association's Articles of Incorporation, modified as follows:

1. To provide the general public with informational and educational materials and activities on the California Grand Jury system that will help increase public awareness of the valuable role the grand jury plays in our democratic system of government;

2. To provide local training and orientation of new grand jurors in Marin county;

3. To promote adequate funding, office and meeting facilities, and other support as typically required by grand juries be provided to them in all counties throughout the state pursuant to fulfilling their lawful duties;

4. To promote the preservation of all grand jury reports issued throughout the state during its history both in counties of origin and in a centralized state archival repository accessible to the public, historians, scholars, students and other researchers;

5. To advocate publication of all grand jury reports and official responses to those reports in a public newspaper or other medium for community-wide

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

distribution to educate the public regarding the final grand jury investigative findings and recommendations and the official reactions to them;

6. To advocate that social studies and history classes and texts in California secondary schools contain comprehensive information regarding the role of the grand jury in California;

7. To disseminate information to Chapter members and the public about activities regarding the Grand Jury through the Chapter's Web site ([www.mgja.org](http://www.mgja.org));

8. To promote an annual statewide conference of grand jurors and others interested in matters pertaining to the preservation and enhancement of the California Grand Jury institution;

9. To work toward the preservation and enhancement of the grand jury system by studying issues or legislation that specifically pertains to the grand jury and to make recommendations based on non-partisan analysis to the appropriate body or legislature;

10. To undertake any other efforts consistent with the foregoing that will increase the public knowledge of the grand jury system and the contributions it has made and continues to make to California's citizenry and toward good government.

(c) to complement the grand jury system in its purpose of ensuring effective, efficient and responsible operation of the agencies and offices of local government.

### **ARTICLE 3: GOVERNING RULES AND POLICIES**

#### **Section 1. Relationship to California Grand Jurors' Association (CGJA)**

This chapter is organized within the structure of its own bylaws and policies and procedures to meet the requirements set by the California Grand Jurors' Association in order for the Chapter to continue being recognized as a chapter of that Association. It shall advise the CGJA board of directors if at any time it is unwilling or unable to conform to these requirements, and include recommendations as to actions needed to return the Chapter to conformance. It shall notify the CGJA if at any time it has fewer than five (5) Active Members. This Chapter will use its best efforts to undertake an annual project mutually agreeable to the Chapter and the CGJA, and to provide support for those advocacy positions of the CGJA with which the Membership is in accord.

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

**Section 2. A Membership Organization**

This chapter is a membership organization, the Active Members of which elect its Board of Directors and officers and conduct the business and program of the organization. The Chapter delegates to its Board of Directors and officers the powers and responsibilities that are stated in these Bylaws, and such other powers and responsibilities as the Membership (as defined in Article 4, Section 1) may from time to time delegate. The Membership may also delegate powers and responsibilities to members who are not officers.

Every member has the right to inspect and/or copy records of the Chapter maintained by the Secretary or the Treasurer, subject to the requirements of applicable California law.

**ARTICLE 4: MEMBERS**

**Section 1. Active Member**

An Active Member is a person who is serving or has served as a member of a regular (civil) Grand Jury, in the State of California, per California Penal Code, Sections 888 and 901, and is in good standing (see Section 4 of this article). An Active Member has one vote and has full membership rights and privileges, including any rights and privileges that derive from the Chapter's relationship to the CGJA. The term "Membership" is used in these Bylaws to designate the Active Members acting as a body.

**Section 2. Honorary Member**

An Honorary membership may be granted by the Membership for outstanding service to the organization. An Honorary Member pays no dues, has no vote, and does not have the rights and privileges of an Active Member, with the exception that Honorary Members may be appointed by the Board and Membership to serve on committees.

**Section 3. Membership Dues**

The annual dues for Active Members and any other fees of this organization shall be established by the Membership. An Active Member is in good standing only when Chapter dues are current, including when such dues are waived or provided by the Chapter. Annual dues shall be for the period from July 1 through June 30. Those members whose dues are not paid within 90 days of July 1 shall be dropped from the membership unless the Membership extends the time of payment.

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

**ARTICLE 5: MEMBERSHIP MEETINGS**

**Section 1. Regular Meetings**

Active Members shall meet regularly to receive reports from the officers, other board members, and committees and for the transaction of business at a time and place set by the Board.

**Section 2. Special Meetings**

Special Membership meetings may be called in the interim between regular meetings by the President, any three members of the Board of Directors or by five percent (5%) of the Active Members.

**Section 3. Annual Meeting**

An Annual Meeting shall be held in May of each year, at which time the nominations for officers and the at large member(s) of the Board of Directors are presented to the Membership and additional nominations, if any, are accepted. If there is only one person nominated for each position, the nominees shall be elected at the meeting by voice vote.

**Section 4: Notice of Meetings**

Notice of Membership meetings, including agendas, and minutes of the preceding meeting(s) shall be provided to the Active Members at least seven (7) days before each meeting by e-mail, first class mail, fax, or posting on the Chapter's Web site ([www.mgja.org](http://www.mgja.org)) by the President, his/her designee, the three directors calling the meeting, or, in the case of a meeting called by Active Members, by anyone selected by the group calling the meeting. Notice of the Annual Meeting shall be provided to each Active Member at least ten (10) days before such meeting.

**Section 5. Quorum**

A quorum for transaction of business of the Membership shall consist of ten (10) Active Members, unless there are fewer than ten Active Members in the Chapter, in which case a quorum shall be all of the Active Members.

**Section 6. Conduct of Meetings**

Meetings of the Membership shall be presided over by the Chapter President or, in his/her absence, by the Vice President or, in the absence of both of these, by a chairperson *pro tem* chosen by a majority of the Active Members present at the meeting. Membership meetings shall be open to all Chapter members. The Chapter Secretary shall record the minutes of the meeting, and, in his/her absence, the presiding officer shall appoint another person to perform that function. Meetings shall be governed by the current edition of *Robert's Rules of Order, Newly Revised* provided that such rules are not inconsistent or in conflict

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

with these Bylaws. A majority vote of Active Members present (provided a quorum is present) is necessary to carry a motion, except in such instances as are provided for in these Bylaws.

## **ARTICLE 6: OFFICERS**

### **Section 1. Officers**

The officers of this Chapter shall be a President, a Vice President, a Secretary, and a Treasurer.

### **Section 2. Qualifications, Election and Term of Office of Officers**

Any Active Member may serve as an officer of the Chapter. An elected officer shall serve a term of one (1) year from July 1 through June 30, or until his/her successor is elected.

### **Section 3. Nomination and Election of Officers**

The Membership shall appoint a Nominations and Election Committee consisting of three (3) Active Members. The Committee shall present a slate of nominees for officers of the Chapter at the Annual Meeting. The list of nominees shall be included in the agenda of the Chapter's Annual Meeting. Additional nominations may be made from the floor at the meeting. In the event that after nominations are closed at the Annual Meeting there is only one nominee for each office, the nominees shall be elected by voice vote. If there is more than one nominee for any position, an election shall be held, with election materials mailed to the Active Members, to be acted upon and returned to the Nominations and Election Committee. Results of the election will be announced at or before the June Membership Meeting.

### **Section 4. Compensation**

Officers and directors shall serve without compensation. The Membership shall establish procedures by which officers, directors, and other members may be reimbursed for actual and necessary expenses incurred in fulfilling their duties.

### **Section 5. Resignation**

Any officer other than the President may resign at any time by giving written notice to the President with a copy to the Secretary. The President may resign at any time by giving written notice to the Vice President with a copy to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 6. Removal**

An officer or director may be removed or disqualified for cause by a majority vote

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

of the Membership.

**Section 7. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Membership. A vacancy in any office, other than that of the President, may be filled temporarily by appointment by the President until the Membership fills the vacancy.

**ARTICLE 7: DUTIES OF OFFICERS**

**Section 1. President**

The President shall be Chief Executive Officer of the Chapter. He/she shall supervise the affairs of the Chapter and activities of its officers and at large directors (see Article 8, below) and act as a liaison to the California Grand Jurors' Association, unless a liaison is appointed by the Membership. The President shall preside at Membership and Board of Directors meetings, and shall perform all other duties as may be required by these Bylaws and the Membership. The President is a member *ex officio* of all committees of the Chapter except the Nominations and Election Committee.

**Section 2. Vice President**

The Vice President shall assume the duties and powers of the President in the President's absence, and such other duties and powers as the Membership may assign and that may be delegated by the President of his/her duties.

**Section 3. Secretary**

The Secretary is custodian of the records of the chapter, including a copy of the Bylaws. He/she shall prepare, or oversee the preparation of, minutes of all Membership and Board of Directors meetings, and such other meetings as the Membership shall request, and shall maintain a file of those minutes. He/she shall provide the minutes of all meetings to the Active Members at least seven (7) days before the next Membership meeting.

He/she shall assume such other duties as may be assigned by the Membership.

**Section 4. Treasurer**

The Treasurer shall have custody of all Chapter funds. Within the limits set by these Bylaws, by law and/or by action of the Membership, the Treasurer shall receive, deposit, disperse and account for all funds of the Chapter. The Treasurer shall acknowledge to each donor receipt of the donor's contribution.

He/she shall provide the Membership with reports of the financial transactions and financial condition of the Chapter. He/she shall prepare the necessary

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

materials for a yearly fiscal review performed by three (3) Active Members recommended by the Board of Directors and approved by the Membership.

The Treasurer, upon acceptance by the Membership of that review, shall forward a financial statement to the appropriate officer of the California Grand Jurors' Association for corporate reporting purposes.

The Treasurer may accept any contribution, gift, bequest, or devise given for purposes consistent with those of the Chapter, and shall report each to the Membership.

Upon request of an Active Member, he/she shall provide, or delegate the responsibility to provide, an address/ phone/ e-mail list of all members to said Active Member, subject to the requirements of applicable California law, including Board approval.

The Treasurer shall provide a list of the Active Members with names, addresses, phone numbers and email addresses to the President of CGJA by September 15<sup>th</sup> of each year, and by the 15<sup>th</sup> of each month following for any new Active Member. He/she shall provide to the CGJA President and keep updated a list of all paid employees of the Chapter.

He/she shall assume such other duties as may be assigned by the Membership.

## **ARTICLE 8: BOARD OF DIRECTORS**

### **Section 1: Membership of Board of Directors**

The Board of Directors shall consist of the four officers plus one or three at large director(s) elected by the Membership. At large directors must be Active Members. Nomination and election of the at large director(s) shall follow the same procedure as for officers (Article 6, Section 3). At large directors may be removed for cause by a majority vote of the Membership.

### **Section 2: Duties**

The Board of Directors shall act as a planning body. It shall consult with heads of committees for the purpose of making recommendations to the Membership on programs and procedures. In addition, it shall conduct routine business between Membership meetings and perform such other duties as may be assigned by these Bylaws or by the Membership.

### **Section 3: Board Meetings:**

The Board shall meet on call of the President, provided at least seven (7) days notice is given to Board members and the Active Members. Meetings of the Board shall be open to all Chapter members. Chapter members, other than

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

Board members, may be asked by the presiding officer to participate in the Board's discussions but not in its voting. All actions taken by the Board shall be reported to the Active Members within 14 days after the Board meeting, unless the Board meeting is held less than that time before a Membership meeting, in which case the actions shall be reported at that Membership meeting. Recommendations of the Board concerning procedures and program shall be placed on the next Membership meeting agenda.

**Section 4. Non-liability of Chapter Members/Indemnification/Insurance**

Chapter members, including members of the Board of Directors, shall not be personally liable for the debts, liabilities or other obligations of the Chapter. Unless so authorized, no officer, member, agent, or employee of the Chapter shall have any authority to bind the Chapter or the California Grand Jurors' Association by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount. The Membership may adopt a resolution to purchase and maintain liability insurance for the Chapter organization.

**ARTICLE 9: COMMITTEES**

**Section 1: "Committees" Defined**

The term "committees" in these Bylaws shall include program and administrative committees, *ad hoc* committees, task forces, or any other grouping of Chapter members, except the Board of Directors, appointed or approved by the Membership to carry out the Membership's mandate(s).

**Section 2: Appointment of Committees**

The Membership shall create such committees as it determines is necessary for carrying out the purposes of the Chapter. Committee chairs and members may be appointed by the Board of Directors, conditional on approval by the Membership. Any member of the Chapter may chair a committee. A member may serve on more than one committee.

**Section 3: Tenure, Actions, and Meetings of Committees**

The tenure and scope of action of committees shall be governed by resolution of the Membership. Committee meetings shall be open to all Chapter members. A quorum shall consist of more than half of the members of the committee. Chapter members, other than those appointed to serve on the committee, may be asked by its chair to participate in the committee's discussions but not in its voting. Committees shall report their activities to the Membership for review.

**Section 4: Disbanding of Committees**

The Membership may disband committees as it deems appropriate.

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

**ARTICLE 10: FISCAL YEAR**

The fiscal year of the Chapter shall begin on January 1 and end December 31.

**ARTICLE 11: BYLAWS AMENDMENTS**

Any Active Member may propose an amendment to these Bylaws by sending it in writing to the Membership. Within one month of receiving a proposed change to the Bylaws, the President shall call a Membership meeting. The notice for that meeting shall include the exact wording of the proposed amendment(s), and shall be sent by e-mail, mail, or fax to each Active Member. A vote shall be taken at that meeting on whether to submit the proposed amendment(s) to the Membership. Upon a favorable vote, the meeting shall fix a deadline date and time for a vote on each proposed amendment, and appoint three Active Members to conduct the voting procedure.

The voting procedure shall include: (a) sending a copy of the proposed amendment(s) by e-mail, mail, or fax to each Active Member stating the deadline and requesting her/him to vote for or against the adoption of each proposed amendment; (b) receiving the votes, which shall remain confidential; (c) tallying the votes on each amendment; and (d) reporting the results to the Membership within 30 days after the deadline.

Any amendment proposed by an Active Member pursuant to this Article 11 shall be approved if at least two-thirds (2/3) of the Active Members vote for it.

Any amendment proposed by the Board of Directors shall be approved by a vote of the majority of a quorum of the Board of Directors holding office, subject to any provision of law applicable to the amendment of bylaws of California non-profit public benefit corporations.

The President shall send a copy of the approved change(s) to the California Grand Jurors' Association's President.

**ARTICLE 12: CHAPTER DISSOLUTION**

In the event the Chapter dissolves, any remaining assets shall be distributed in accordance with sub-paragraphs A through D of the provisions preceding Article 1 of these Bylaws.

MARIN CHAPTER  
CALIFORNIA GRAND JURORS' ASSOCIATION  
BYLAWS

**BYLAW ADOPTION**

This is to certify a true and correct copy of the Chapter Bylaws, and that such Bylaws were duly adopted by the Membership of the Marin Chapter, California Grand Jurors' Association.

Date: March 18, 2010



Ted Freeman, Chapter Secretary

Date: March 18, 2010



Catherine McKown, Chapter President

Approved: \_\_\_\_\_  
(date)

\_\_\_\_\_  
CGJA President