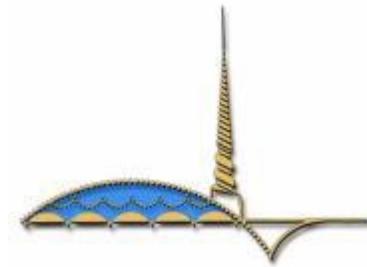


MARIN CHAPTER
CALIFORNIA GRAND JURORS' ASSOCIATION



BYLAWS

REVISED BYLAWS 8/12/14

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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.
- 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.

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ARTICLE 1: OFFICE

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

ARTICLE 2: PURPOSE

- A. To join with the California Grand Jurors' Association in the purposes listed in that Association's Articles of Incorporation.

(The Chapter accepts the purposes of the CGJA as part of its own purposes (2-11). The Chapter will add purposes of its own as appropriate for its particular situations in its home county so long as those purposes do not conflict with CGJA or requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code. [L1])

1. To adopt the Mission of promoting and enhancing the Marin County Civil Grand Jury process.
2. To provide the general public with informational and educational materials and activities on the California Civil Grand Jury system that will help increase public awareness of the valuable role the grand jury plays in our democratic system of government;
3. To provide local training and orientation of new civil grand jurors in Marin County;
4. To promote that adequate funding, office and meeting facilities, and other support as typically required by civil grand juries be provided to them in all counties throughout the state pursuant to fulfilling their lawful duties;
5. 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;
6. To advocate publication of all civil grand jury reports and official responses to those reports in a public newspaper or other medium for community-wide distribution to inform the public regarding the final civil grand jury investigative findings and recommendations and the official reactions to them;
7. To actively review the implementation of all Marin County Civil Grand Jury reports, seek follow-up clarification of respondents' replies where appropriate, and provide assessments to the seated Civil Grand Jury and to the public of reports' effectiveness and impact on the community.
8. To advocate that social studies and history classes and texts in California secondary schools contain information regarding the role of the grand jury in California;

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9. To disseminate information to Chapter members and the public about activities regarding the Grand Jury through the Chapter's Web site (www.mccgja.org);
 10. To promote an annual statewide conference of grand jurors and others interested in matters pertaining to the preservation and enhancement of the California Civil Grand Jury institution;
 11. To work toward the preservation and enhancement of the civil grand jury system by studying issues or legislation that specifically pertains to the civil grand jury and to make recommendations based on non-partisan analysis to the appropriate body or legislature;
 12. To undertake any other efforts consistent with the foregoing that will increase the public knowledge of the civil grand jury system and the contributions it has made and continues to make to California's citizenry and toward good government.
- B. To complement the civil 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)

The Marin County Civil Grand Jurors' Association 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.

Section 2. A Membership Organization

This chapter is a membership organization; the Active Members 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.

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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 3 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.

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 June of each year for the purpose of electing new Board members.

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

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each meeting by e-mail, first class mail, fax, or posting on the Chapter's Web site (www.mccgja.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 six (6) Active Members with at least two (2) Officers present. If there are fewer than six Active Members in the Chapter 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 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 the close of the Annual Meeting, or until successors are elected, whichever comes later.

Section 3. Nomination and Election of Officers

Any member in good standing can nominate any other member in good standing or him/herself for any Board position. Possible candidates will be discussed in the May membership meeting.

- A. A nomination may occur at the May membership meeting or by submitting it by email to the President and Secretary by June 1.
- B. The President will distribute the slate of candidates to the membership via email at least one week prior to the June Annual Meeting.

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- C. At the June Annual Meeting each candidate will be allowed to address the membership for up to two minutes if desired. An open vote will be held at the June Annual Meeting. Any member who cannot attend the June Annual Meeting can submit their vote via email to the President and Secretary at least two days prior to the June Annual 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 or Board member 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 of the Membership.

Section 7. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by a majority vote of the Board with approval by the membership at the next membership meeting.

ARTICLE 7: DUTIES OF OFFICERS

Section 1. President

The President shall assume the role of a Chief Executive Officer for a member- driven organization. Duties shall include but not be limited to the following:

- A. Continually solicit membership suggestions and preferences, and summarize for the Board to consider and act upon;
- B. Organize and facilitate Membership meetings;
- C. Guide the membership in setting goals, planning strategies to achieve those goals, and then taking actions that lead to success;
- D. Organize and facilitate Board meetings;

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- E. Guide the Board in the execution of its duties (see below);
- F. Attend Chapter committee meetings when appropriate to provide guidance and resources;
- G. Additional duties as determined by the Board.

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 or the Board may request.

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 an electronic 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, disburse 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 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 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 15th of each year, and by the 15th 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

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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

- A. Shall consist of the President, Vice-President, Treasurer, and Secretary.
- B. Up to five (5) Directors At Large, with two of these positions being reserved for current members of the seated (outgoing) Civil Grand Jury.
- C. The Chair of each committee will automatically become a full voting member of the Board upon being elected or appointed Chair.
- D. For the Board to make a decision a quorum of five (5) members must be present to include at least two Officers. All Board decisions must be reviewed at the next monthly membership meeting.

Section 2: Purpose and Responsibilities

The primary purpose of the Board of Directors is to guide the Chapter in achieving its goals by making decisions and taking actions that reflect the will of the membership. Specifically, the Board is responsible for:

- A. Continually monitoring the opinions and preferences of the membership.
- B. Surveying the membership via email during the first week of June to ascertain their preferences for coming year, and then distributing the results to the membership prior to the election in June.
- C. Identifying all necessary task for maintaining a viable organization and dividing those duties amongst the Board members and committee Chairs.
- D. Collectively providing advice, support, and resources to each Board member and committee Chair as they pursue their assigned goals.
- E. Collectively oversee daily operations of the organization and also providing a vision and strategy to achieve agreed upon goals for the future.
- F. Performing other duties as may be assigned by these Bylaws or by the Membership.

Section 3: Board Meetings:

The Board shall plan to meet quarterly, and shall publish an annual meeting schedule in July. In addition, the Board may call a special meeting by a simple majority of the Board.

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The President or Secretary will give at least seven (7) days notice to the Board and membership for such a special meeting. Meetings of the Board shall be open to all Chapter members. Chapter members, other than Board members, may be asked by the presiding officer to participate in the Board's discussions but not in its voting. A quorum of five (5) Board members

must be present for all Board decisions. All actions taken by the Board shall be reported to the Active Members within 14 days after the Board meeting. All decisions by the Board will be reviewed by the membership at the membership meeting following the Board meeting.

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. Any member in good standing may join any committee, however the Chair of that committee with the advice of all that committee's members will determine each member's role. A member may serve on more than one committee. In June, each committee will elect or re-elect a Chair. If a committee cannot decide on a Chair, the Board will appoint a Chair.

Section 3: Duties of the Chair

A committee Chair is responsible for:

- A. Establishing committee goals and a strategy to achieve those goals.
- B. Identifying an Assistant Chair, if possible, and assigning tasks to committee members and monitoring results.
- C. Identifying needed resources.
- D. Reviewing committee progress at membership meetings.

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- E. Participating on the Board and performing additional duties as suggested by the Board.

Section 4: Tenure, Actions, and Meetings of Committees

The tenure and scope of action of committees shall be governed by resolution of the Membership. Whenever possible, 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 5: Disbanding of Committees

The Membership may disband committees as it deems appropriate.

ARTICLE 10: FISCAL YEAR

The fiscal year of the Chapter shall begin on July 1 through June 30.

ARTICLE 11: BYLAWS AMENDMENTS

Section 1: Any Active Member may propose an amendment to these Bylaws. This process is as follows:

- A. The Active Member presents the change in writing to the Board
- B. Upon receiving such a request, the Board will send a copy of the proposed change to the entire membership and will schedule an opening membership meeting within a month and give at least seven (7) days notice with a copy of the proposed changes.
- C. The Board will hold an open discussion on the proposed changes at the scheduled meeting. Upon concluding the discussion, the proposal will be adopted if a majority of members approve. Members unable to attend may send their vote to the Secretary at least 24 hours ahead of the scheduled meeting.
- D. All changes will be reviewed at least once a quarter by the Board to determine if the change is achieving the desired intent. If it is not achieving the desired results, the Board may propose modifications.

Any amendment proposed by the Board of Directors shall be approved by a vote of the majority of a quorum (5) 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

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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.

CERTIFICATION

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.

Approved: August 12, 2014

A handwritten signature in black ink that reads "Richard Treadgold". The signature is written in a cursive style with a large initial "R".

CGJA President

Richard Treadgold