

**Bylaws
of the
Alameda County Civil Grand Jury Association**

ARTICLE 1

NAME OF THE ORGANIZATION AND AFFILIATION

Section 1 – Name of the Organization and Affiliation: The name of the organization shall be *Alameda County Civil Grand Jury Association*, which is understood to be affiliated with, and a *Chapter* of the California Grand Jurors' Association (CGJA). For the purposes of these Bylaws, the Alameda County Civil Grand Jury Association, shall be known as "*Chapter*". The Chapter is affiliated with the mission and purposes of the CGJA as stated in that association's *Articles of Incorporation*.

Section 2 – Internal Revenue Code, Section 501(c)(3): The Chapter is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.

Section 3 – Property: (a) The property of the Chapter is irrevocably dedicated to charitable or educational purposes. (b) No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its Directors, Officers, members or other private persons. (c) The Chapter is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its mission and purposes set forth in these Bylaws.

Section 4 – Political Activities: As a 501(c)(3) organization, the Chapter may not engage in carrying on propaganda, or otherwise attempting to influence legislation as a substantial part of its activities.

ARTICLE 2.

PRINCIPAL OFFICE OF THE CHAPTER

The principal office of the Chapter for the transaction of business shall be located with the President of the Chapter.

ARTICLE 3

CHAPTER MISSION

To promote and support the grand jury system through training, education and outreach to encourage citizen participation in the Alameda County Civil Grand Jury.

ARTICLE 4

PURPOSES OF THE CHAPTER

Section 1 – CGJA Guidelines: The chapter accepts the purposes of the CGJA as part of its own purposes which are to:

(a) Provide citizens with information, educational materials and activities on the California grand jury system to increase public awareness of the value the grand jury contributes to our democratic system of government.

(b) Promote orientation and training opportunities for new grand jurors of the Alameda County.

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- (c) Promote adequate funding, staffing, office, meeting facilities and other support as typically required by grand juries pursuant to fulfilling their lawful duties for Alameda County.
- (d) Promote the historical preservation of county grand jury reports issued throughout California in a centralized State archival repository accessible to the public.
- (e) Advocate for publication and wide dissemination of grand jury reports and official responses.
- (f) Advocate that California secondary schools integrate inclusive information about the historical role of the State grand jury system into the curriculum.
- (g) Support the publication of statewide informational newsletters that provide current and comprehensive information on grand jury activities.
- (h) Support statewide and regional conferences for grand jurors and others interested in the preservation, enhancement and promotion of the California grand jury as an institution.
- (i) Work toward the preservation and enhancement of the grand jury system by studying issues or legislation that specifically pertains to the grand jury and make recommendations based on non-partisan analysis to the appropriate body or legislature.
- (j) Pursue strategies increasing public awareness and knowledge of the California grand jury system and how its contributions continue to endorse good and accountable government.

Section 2 – Chapter Guidelines: Consistent with its mission, the Chapter may specify mission purposes so long as they do not conflict with CGJA or the requirements for maintaining its tax exemption under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 5
GOVERNING POLICIES AND RULES OF THE CHAPTER**

Section 1 – Organization: (a) The Chapter is governed and organized within the structure of these Bylaws, its policies and rules. (b) The Board of Directors shall be the governing body of the Chapter and subject to CGJA Bylaws and applicable policies.

Section 2 – Board of Directors: (a) The Chapter shall have a Board of Directors elected by its membership. (b) The members of the Board shall elect from within its ranks Officers who shall serve as a President, Vice-President, Secretary and Treasurer.

Section 3 – Collaboration: The CGJA and Chapter shall strive to undertake an annual project that is mutually agreeable to both organizations.

Section 4 – Employees: If any, the Board of Directors shall provide a list of paid employees of the Chapter to the President of CGJA.

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Section 5 – Conflict: (a) The Chapter shall give notice to the CGJA Board of Directors if it is unwilling or unable to meet CGJA expectations that are incorporated into these Bylaws. (b) Notice shall include proposed Chapter actions needed to return the Chapter to compliance with CGJA expectations. (c) The Board of Directors CGJA shall decide and notify the Chapter whether its proposals are adequate; if not, what action shall be required up to and including revocation of the Chapter's charter.

ARTICLE 6

CHAPTER MEMBERS

Section 1: Membership: (a) Membership shall consist of voting members and such other non-voting class(es) of members as the Board of Directors shall determine. (b) All voting members of the Chapter must be members in good standing. (c) The Board of Directors shall notify the CGJA if at any time the Chapter has less than five (5) of its members who are also members in good standing as dual members of CGJA and the Chapter.

Section 2 – Qualifications: A voting member is an individual who has served or advised, or is serving on a regular Grand Jury per the California Penal Code, Sections 888 and 901, and who is in good standing in the Chapter having conformed with the Chapter's requirements for membership, including the payment of dues.

Section 3 – Membership Dues: (a) Annual membership dues and other fees of the Chapter shall be established by the Board of Directors. (b) Annual dues shall be for the period January 1 through December 31. (c) A member is considered in good standing only when dues are current. (d) Members whose dues are not paid within 30 days of January 1, shall be notified in writing that dues are in arrears. If not paid within 180 days of such notification, they shall be dropped from the membership unless the Board of Directors extends the time of payment.

Section 4 – Dual Memberships: The Chapter shall provide a list of members who are also members of CGJA (dual members) to the President of CGJA no less frequently than annually on or before September 15.

Section 5 – Voting Members' Responsibilities: Voting members of the Chapter are responsible for the election of a Board of Directors to whom they delegate responsibility for the direction of the Chapter, and such other actions as may be required by and in accordance with the applicable provisions of the California Corporations Code and these Bylaws.

Section 6 – Annual Membership Meeting: (a) The annual membership meeting shall be held in January of the calendar year. (b) Notice of the annual meeting shall be made to the membership no less than 30 days prior to the meeting. (c) A meeting quorum for the transaction of business shall consist of the majority of the voting members present. (d) In part, the following items shall be included on the meeting agenda: (i) review/evaluation of the Chapter's

accomplishments since the last annual meeting regarding the Chapter's mission and planning goals and accomplishments; (ii) planning proposals to be adopted affecting the implementation of the mission and purposes of the Chapter; (iii) election of Directors if applicable; (iv) membership concerns.

ARTICLE 7

DIRECTORS OF THE BOARD

Section 1 – Number of Directors: The Chapter shall have no less than five (5) Directors who shall collectively comprise the full Board of Directors.

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Section 2 – Qualifications: Directors must be members of the Chapter in good standing.

Section 3 – Powers: Subject to the provisions of the *Articles of Incorporation* of CGJA and these Bylaws, the Board of Directors shall oversee the Chapter's mission, purposes, planning, activities and other affairs of the Chapter.

Section 4 – Duties: (a) It shall be the collective responsibility of the Directors as a board to perform duties required of them by law and by these Bylaws. (b) Consistent with the mission and purposes of the Chapter, the Board of Directors shall take actions needed to align Chapter purposes with CGJA purposes. (c) Each Director shall provide his or her contact information to the Chapter's Secretary. (d) The Board of Directors shall establish meeting times for the membership, the Board and its committees.

Section 5 – Nomination and Election of Directors: (a) Members of the Board of Directors are elected at the annual membership meeting. (b) Not less than thirty (30) days before the annual membership meeting, the President shall appoint a Nominating Committee consisting of two Chapter members in good standing and a member of the Board of Directors. (c) The Nominating Committee shall prepare a slate of nominees, which shall be presented to the membership at the annual membership meeting. (d) At the time the slate is presented, nominations from the floor may be received if each nomination is proposed in a motion, seconded and passed by majority vote of the members present and voting.

Section 6 – Term of Office: (a) Each Director shall hold office on the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. (b) The term of office shall be two (2) years, ending at the close of the annual membership meeting or until successors are elected, whichever comes later. (c) A Director may serve no more than three (3) consecutive two-year terms. Such a person shall be eligible to serve again as a Director after a period of one year.

Section 7 – Place of Meetings: (a) Meetings shall be held at a place designated by the President. (b) Meetings may be held by conference telephone if the Board of Directors elects to do so.

Section 8 – Regular Meetings: Regular meetings of the Board of Directors shall be held no less than two (2) times per year. Times and places of the meetings shall be set by the President.

Section 9 – Special meetings: Special meetings of the Board of Directors may be called by the President, Vice President or Secretary. The purpose of a special meeting is to address urgent matters that require action before the next regular meeting.

Section 10 – Notice of Meetings: (a) Regular meetings of the Board of Directors shall be noticed to the members not less than 10 days and no more than 30 days. (b) Special meetings shall be held given at least 48 hours' notice delivered by telephone or email. (c) Notice of special meetings shall specify the place, day, time and describe the urgency of agenda items to be discussed.

Section 11 – Quorum for Meetings: A majority of Directors present at any meeting of the members shall constitute a quorum.

Section 12 – Conduct of Meetings: Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Vice President or, in the absence of both persons, by a chairperson *pro tem* chosen by a majority of Directors present.

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Section 13 – Secretary: Secretary of the Chapter shall act as secretary of the meetings.

ARTICLE 8

OFFICERS OF THE BOARD OF DIRECTORS

Section 1 – Qualifications, Elections, Term of Office: (a) Any elected member of the Board may serve as an Officer of the Chapter. (b) Officers shall be elected by the Board of Directors upon recommendation of a Nominating Committee. (c) Elected Officers shall serve a term of two (2) years which commences (i) end of the annual meeting, or (ii) until his or her successor shall be elected and qualified.

Section 2 – Resignations: (a) An Officer may resign at any time by giving written notice to the President. (b) Such resignations shall take effect upon the receipt of notice or at any later date specified therein. (c) Acceptance of a resignation shall not be necessary to make it effective.

Section 3 – Board Vacancies: (a) Vacancies caused by death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors. (b) In the event of a vacancy in any office other than that of President, such a vacancy shall be filled by the President with the concurrence of the Board of Directors.

Section 4 – Duties of the President: (a) The President is authorized and shall serve as the chief executive officer of the Chapter. (b) He or she shall serve as a liaison to the President of CGJA with the added responsibility to report Chapter Bylaw changes. (c) The President shall preside at all meetings and execute such contracts, checks or other instruments which may be authorized by the Board of Directors. (d) He or she may appoint standing committee chairpersons with approval of the Board of Directors.

Section 5 – Duties of the Vice President: (a) In the absence of the President, the Vice President is authorized and shall serve the duties of the President. (b) He or she shall have other responsibilities as may be prescribed by these Bylaws or by the Board of Directors.

Section 6 – Duties of the Secretary: (a) The Secretary is authorized and shall serve all duties incident to the office and such other duties as may be required by law, the Chapter Bylaws, and duties assigned to him or her from time to time by the Board of Directors. (b) He or she shall certify and keep a copy of these Bylaws and a copy of the Bylaws of the CGJA. (c) As the custodian of the records of the Chapter consistent with ARTICLE 10, Section 1, the Secretary shall give adequate notice of Chapter membership meetings and those of the Board of Directors and shall keep records of minutes of such meetings. (d) On behalf of the Chapter, he or she shall accept and acknowledge contributions, gifts, bequests for the mission and purposes of the Chapter.

Section 7 – Duties of the Treasurer: (a) The Treasurer shall have charge and custody of all funds. (b) He or she shall receive, deposit and disburse all funds in the name of the Chapter. (c) All checks for payment of bills shall be signed by the Treasurer or one of two designated alternate Officers. (d) Consistent with ARTICLE 10, Section 1, he or she shall: (i) keep, and maintain records of business transactions and (ii) provide accounting of financial transactions. (e) He or she shall prepare or cause to be prepared financial statements to be included in required reports and shall prepare and provide necessary materials for audits. (f) The Treasurer shall provide an annual statement of the Chapter's financial condition to the Treasurer of CGJA.

Section 8 – Compensation: (a) Officers shall serve without compensation. (b) Officers may be reimbursed for expenses incurred in fulfilling their duties upon the approval of the Board of Directors.

ARTICLE 9

COMMITTEES OF THE BOARD OF DIRECTORS

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Section 1 – Board Committees: (a) The Board may appoint or disband committees or other forms of committees as it finds necessary and appropriate. (b) Committee chairpersons may be appointed by the President. (c) Committee members must be Chapter members in good standing.

Section 2 – Guidelines for Establishing Committees: (a) The Board of Directors shall establish the purpose and responsibilities for each committee. (b) The Board shall determine committee (i) membership, (ii) purposes, scope of work, and (iii) provision of resources to accomplish the purpose or ongoing purposes of the committee if needed.

Section 3 – Standing Committees: (a) The Board of Directors may establish standing committees in accordance with Section 1 and Section 2 of this ARTICLE. (b) Standing Board committees of the Board are (i) Outreach Committee, (ii) Membership Committee, and (iii) Compliance Committee.

ARTICLE 10
CHAPTER RECORDS

Section 1 – Maintenance of Chapter Records: The Chapter shall maintain copies of the minutes of the Board and Chapter meetings. (b) Maintain adequate files and records of business transactions and account of assets, liabilities, receipts, disbursements, gains and losses. (c) The Chapter shall maintain copies of *CGJA Articles of Incorporation* and Bylaws.

Section 2 – Directors’ and Members’ Inspection Rights and Rights to Copy Chapter Records: Every Director and member has a right to inspect and copy records and documents maintained in the standard course of the business of the organization, at his or her own expense.

ARTICLE 11
CHAPTER’S FISCAL YEAR

The fiscal year of the Chapter shall follow the calendar year commencing January 1 and ending on December 31.

ARTICLE 12
CHAPTER MEMBERSHIP MEETINGS

Except as otherwise specifically set forth in these Bylaws or the *CGJA Articles of Incorporation* and Bylaws, all meetings of the Chapter shall generally be conducted pursuant to Roberts Rules of Order.

ARTICLE 13
AMENDING BYLAWS

Section 1 – Process: (a) These Bylaws may be amended at a regular meeting of the Board of Directors by a vote of two-thirds of the members of the Board of Directors present and voting. (b) Written notice of the proposed amendment(s) must be provided to each Board member at least 10 days prior to such meeting. (c) Any proposed amendment(s) which materially and adversely affect the voting rights of the members shall also require the approval of the Chapter members.

Section 2 – Distribution: A copy of one (1) or more approved amendments to these Bylaws shall be sent to the President of CGJA, and shall be made available to members of the Chapter.

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ARTICLE 14
CHAPTER DISSOLUTION

Section 1 – Dissolution: Upon the dissolution of the Chapter, all 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 tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

Section 2 – Prohibition: No corporate profits or assets are to be acquired or shared by Chapter members or Directors.

BYLAWS ADOPTION AND/OR AMENDMENTS

This is to certify that this document is a true and correct copy of the Bylaws of the *Alameda County Civil Grand Jury Association*, and that these Bylaws were duly adopted by the Board of Directors.

Signed: _____
President
Alameda County Civil Grand Jury Association
February 7, 2017

Signed: _____
President
California Grand Jurors' Association

Date: _____