

**SAN BERNARDINO COUNTY CHAPTER,
California Grand Jurors' Association
BYLAWS**

- A. The name of the organization shall be San Bernardino County Chapter (the "Chapter"). The Chapter is joined with the California Grand Jurors' Association ("CGJA") in promoting the charitable and educational purposes stated in the CGJA Articles of Incorporation and shall advance the goals and objectives of CGJA within the State and particularly within San Bernardino County to develop juror competence and serve as a resource enabler, an initiator of action and a communicator of information.
- B. The Chapter is a subordinate of CGJA and is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.
- C. The Chapter, as part of CGJA, a 501(c)(3) organization, may not carry on propaganda, or otherwise attempt 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. The Chapter shall not sponsor or propose legislation without the advance approval of the CGJA Board of Directors and shall be bound by the advocacy positions of CGJA.
- D. The property of the Chapter is irrevocably dedicated to charitable or educational purposes and no part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Chapter 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.
- E. The Chapter's policies and rules shall not include any provision that threatens the tax-exempt position of the Chapter or CGJA, nor omit any provision required to maintain the tax-exempt status.
- F. Upon the dissolution of the Chapter, its assets shall be distributed to CGJA 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.

ARTICLE I. OFFICE

The principal office of the Chapter for the transaction of business is located with the President of the Chapter or at such other place in the Chapter's county as may be designated by the Board of Directors.

ARTICLE 2. PURPOSE

The Chapter supports the following purposes of CGJA as part of its own purposes.

- 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;
- To promote comprehensive training and orientation of all new grand jurors throughout the state;
- To promote adequate funding, office and meeting facilities, and other support as typically required by grand juries to be provided to them in all counties throughout the state pursuant to fulfilling their lawful duties;
- 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;
- To advocate publication of all grand jury reports and official responses to those reports in a public newspaper or other medium for community -wide distribution to educate the public regarding the final grand jury investigative findings and recommendations and the official reactions to them;
- 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;
- To publish a statewide informational newsletter to provide current comprehensive information on activities regarding the grand jury;
- To sponsor an annual statewide conference of grand jurors and others interested in matters pertaining to the preservation and enhancement of the California Grand Jury institution;
- 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 nonpartisan analysis to the appropriate body or legislature;
- 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.

- The Chapter shall not promote the candidacy for public office of any person.

ARTICLE 3. GOVERNING RULES AND POLICIES

The Chapter is organized within the structure of its own bylaws and policies, which shall not conflict with CGJA's bylaws and policies. The Board of Directors (the "Board") shall be the governing body of the chapter.

The Chapter shall have a Board that is elected by the Chapter membership. The members of the Board shall elect, from the board members, the officers, which shall include a president, secretary and treasurer at a minimum.

One of these directors/officers shall be designated as the contact person with CGJA and responsible to report any changes of the Chapter's bylaws or rules to the CGJA President. The Chapter shall notify the Chair of CGJA's Membership Relations Committee whenever any officer or the designated contact person changes.

The Chapter shall provide a list of all paid employees of the Chapter to the CGJA President and advise the President of any changes to that list.

ARTICLE 4. MEMBERS

Section 1: MEMBERSHIP

Membership shall consist of any person who has served or is serving as a member of any County Grand Jury in California. Associate Members and Honorary Members to be determined by the Board of Directors.

An Associate Member is a spouse or partner of a member and is interested in the affairs of the Chapter or the California grand jury system. Associate members are not entitled to vote on Chapter issues, but may serve on committees.

An Honorary Member is a Grand Jury County Counsel or Administrative Assistant, past or present, recognized for substantial and continual achievement in support of the grand jury system in San Bernardino County and approved by the Chapter Board for honorary membership. Honorary members are not assessed dues.

All voting members of the Chapter must be members in good standing with the Chapter.

The Chapter shall at all times maintain a minimum of five members who are also members in good standing of CGJA in order to maintain its status as a CGJA chapter with tax-exempt status. The Chapter shall immediately notify CGJA if at any time it has fewer than five Chapter members who are also members in good standing of CGJA.

Section 2: QUALIFICATION

A voting member is an individual who is serving or has served on a regular Grand Jury per the California Penal Code, Sections 888 and 901, or who has served as a district attorney, county counsel, or judge as a legal advisor to a grand jury per California Penal Code Section 934(a) and has joined the Chapter and maintained his or her membership. A voting member must be in good standing in the Chapter having complied with the Chapter's requirements for membership, including the payment of dues.

Section 3: MEMBERSHIP DUES AND MEMBERSHIP LIST

The annual membership dues and other fees of this organization shall be established by a vote of the membership. A member is in good standing only when dues are current. Annual dues shall be for the period July 1 through June 30. Those members, whose dues are not paid within 30 days of July 1, shall be notified in writing that dues are in arrears. If dues are not paid within 30 days of such notification, the member shall be dropped from the membership unless the Board extends the time for payment.

The Chapter shall maintain and provide a list of the names of its voting members with address, phone number, and email information to the CGJA Membership Relations Committee each year during the month of July.

The Chapter shall not allow its membership list containing the names and addresses of each voting Chapter member to be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 4: RIGHTS AND RESPONSIBILITIES OF VOTING MEMBERS

a. Election of Directors

The Chapter voting members are responsible for the election of the Board. The Board has the responsibility for 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.

b. Other membership rights

The Chapter voting members shall have all other of the rights conferred upon members in accordance with the California Nonprofit Public Benefit Corporations Law.

Section 5: MEMBERSHIP MEETINGS

a. Regular membership meetings

Regular meetings of the Chapter membership shall be held up to four (4) times per year as approved by the Board of Directors.

b. Special membership meetings

Special meetings of the Chapter membership may be called by the President of the Board of Directors. Members may request a special meeting by submitting a written request stating the business at hand and concurrence of ten (10) members.

ARTICLE 5. DIRECTORS

Section 1: NUMBER

The Chapter shall have no fewer than five (5) nor more than nine (9) directors who collectively shall be known as the Board. A Director must be a member of the Chapter in good standing.

Section 2: POWERS

Subject to the provisions of CGJA's Articles of Incorporation and these bylaws, the activities and affairs of the Chapter shall be conducted by the Board.

Section 3: DUTIES

It shall be the duty of the Directors to take actions needed to establish a program of activity for the Chapter in support of the sitting grand jury in the Chapter's home county. Each Director will provide his or her address to the Chapter Secretary. The Directors as a body will establish meeting times for the Board and for the Chapter membership. The Directors will establish and maintain close ties with the Membership Relations Committee of CGJA. It shall be the responsibility of the Directors to perform any and all duties required of them by law and by these bylaws.

Section 4: NOMINATION AND ELECTION OF DIRECTORS

A Nominating Committee shall be appointed by the Board of Directors at the March meeting. It shall present a written slate of Directors and Officers to the membership at the June meeting for the election. The slate shall include a space for write-in nominations from the floor, provided the nominee has consented to serve.

The President shall appoint members to other standing committees:

- a. The Membership Committee shall be chaired by the First Vice-President
- b. The Education and Public Relations Committee shall be chaired by the Second Vice-President.
- c. Ad Hoc committees shall be created as deemed necessary by recommendation of the President and the membership or Board of Directors.

Section 5: TERM OF OFFICE

Those Directors who are Officers (President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer) shall serve a term of two (2) years ending the close of the annual membership meeting or until successors are elected. The other Directors shall serve for one (1) year, and shall be eligible to serve succeeding terms.

Section 6: PLACE OF BOARD MEETINGS

Board meetings shall be held at a designated place by resolution of the Board. Meetings may be held by conference telephone if the Board elects to do so.

Section 7: REGULAR BOARD MEETINGS

Regular meetings of the Board of Directors may be held bi-monthly at the request of the President. Board of Directors meetings may be conducted prior to the regular Chapter meetings if required.

Section 8: SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the President, Vice President, or Secretary. The purpose of a special meeting is to address important business matters that require action before the next regular meeting.

Section 9: NOTICE OF BOARD MEETINGS

Regular meetings of the Board shall have notice of no fewer than 7 days and no more than 30 days. Special meetings shall be held upon at least 48 hours of notice. Notice shall be delivered by telephone, fax transmission or email. Notice shall specify the place, day and hour of the meeting and the major items to be discussed.

Section 10: QUORUM FOR MEETINGS

- a. A majority of members of the Board of Directors shall constitute a quorum.
- b. Fifteen (15) members of the Chapter shall constitute a quorum.

Section 11: CONDUCT OF BOARD MEETINGS

Meetings of the Board shall be presided over by the Chapter President or, in his or her absence, by the Vice President or, in the absence of both of these persons, by a chairperson pro tem chosen by a majority of the Directors present at the meeting. The Secretary of the Chapter shall act as secretary of the meetings.

ARTICLE 6. BOARD OFFICERS

Section 1: QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Election of Officers shall take place by secret ballot at the June Chapter meeting. A simple majority shall elect. The ballots shall be counted by the close of the June meeting and the results reported to the membership. The newly elected officers shall begin their term on July 1. The Chapter membership shall notify the chair of the CGJA Membership Relations Committee whenever new officers are elected or appointed. Officers' terms of office shall be two (2) years.

Section 2: RESIGNATION

Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Chapter. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3: VACANCIES

The Board of Directors shall appoint a member of the Chapter to fill any vacancy of an elected official.

Section 4: COMPENSATION

Officers shall serve without compensation. Officers may be allowed, and paid, their actual and necessary expenses incurred in fulfilling their duties.

Section 5: DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the Chapter. He or she shall supervise and manage the affairs of the Chapter and the activities of the officers and act as liaison to CGJA. The President shall perform all duties incident to the office as may be required by the Chapter. He or she shall preside at all meetings and execute such contracts, checks or other instruments which may be authorized by the Board. He or she shall appoint the standing committee chairpersons with approval of the Board. He or she will accept on behalf of the Chapter any contribution, gift, bequest, or device for charitable or public purposes of the Chapter.

Section 6: DUTIES OF THE FIRST VICE-PRESIDENT

In the absence of the President if the Board has authorized a First Vice-President, the First Vice-President shall perform all of the duties of the President and when so acting shall have all the power and be subject to all the restrictions on the President. The First Vice-President shall chair the Membership Committee. The First Vice-President shall

have other powers and perform such other duties as may be prescribed by these bylaws or by the Board.

Section 7: DUTIES OF THE SECOND VICE-PRESIDENT

In the absence of the President if the Board has authorized a Second Vice-President, the Second Vice-President shall perform all of the duties of the President if the First Vice-President is unable to act and when so acting shall have all the power and be subject to all the restrictions on the President. The Second Vice-President shall chair the Education and Public Relations Committee. The Second Vice-President shall have other powers and perform such other duties as may be prescribed by these bylaws or by the Board.

Section 8: DUTIES OF THE SECRETARY

In general, the Secretary shall perform 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. The Secretary shall certify and keep a copy of these bylaws and a copy of the bylaws of CGJA. He or she shall keep a book of the minutes of all meetings of the Board of Directors and of the membership of the Chapter and will make sure all appropriate notices are given. The Secretary shall be the custodian of the records of the Chapter.

Section 9: DUTIES OF THE TREASURER

The Treasurer shall have charge and custody of all funds. He or she shall receive, deposit and disburse all funds in the name of the Chapter. All checks for payment of bills shall be signed by the Treasurer or one of two designated alternate officers. All bills over \$100 shall be approved by the Board before payment.

The Treasurer shall keep and maintain records of the business transactions and provide an account of financial transactions and reports of the financial condition of the Chapter. 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 an informal audit. The Treasurer, in addition to the President, may accept on behalf of the Chapter any contribution, gift, bequest or devise for charitable or public purposes.

ARTICLE 7. COMMITTEES

Section 1: STANDING AND OTHER COMMITTEES

The Board may appoint or disband standing committees or other committees as it may find necessary and appropriate. The Chairperson and members of the committees shall be members of the Chapter in good standing.

Section 2: ADMINISTRATIVE GUIDELINES FOR COMMITTEES

The Board shall establish guidelines for each committee indicating the responsibility for appointment of members and chairperson; responsibility for direction of the work; budget and financial responsibilities and constraints; tenure of chairperson and members and such other matters as needed for the orderly administration of each committee.

ARTICLE 8. CHAPTER RECORDS

Section 1: MAINTENANCE OF CHAPTER RECORDS

The Chapter shall maintain copies of the minutes of the Board meetings, minutes of the meetings of the Chapter membership, and adequate books and records of business transactions and account of assets, liabilities, receipts, disbursements, gains, and losses.

The Chapter shall file its appropriate tax returns annually with the IRS and the State of California by the 15th day of the fifth month after the close of its fiscal year and notify the chair of CGJA's Membership Relations Committee of that filing.

The Chapter shall maintain a current copy of CGJA's Articles of Incorporation and bylaws.

Section 2: ANNUAL REPORT

The Board shall cause an annual report to be furnished no later than 15 days after the close of the Chapter's fiscal year. This report will include a financial statement, comments about the Chapter program over the past year, and the reports of chairpersons of any Committees operating within the Chapter.

Section 3: INSPECTION RIGHTS AND RIGHT TO COPY

Every Director and every member has a right to inspect and copy Chapter records and documents maintained in the standard course of the business of the organization, at his or her own expense. Notwithstanding the foregoing, a member's inspection rights and right of access to the Chapter's membership list shall be in accordance with the provisions of the California Nonprofit Public Benefit Corporations Law, including that such inspection and access rights must be for a purpose reasonably related to the member's interest as a member.

ARTICLE 9. FISCAL YEAR

The fiscal year of the Chapter shall commence on July 1 and end on June 30 of the following calendar year.

ARTICLE 10. PARLIAMENTARIAN AUTHORITY

The President shall appoint a member of the Board of Directors to act as the Parliamentarian for the Chapter. The rules contained in the current edition of Robert's Rulers of Order, newly revised, shall be the governing authority of the Chapter as to any matter these bylaws do not cover.

ARTICLE 11. BYLAWS AMENDMENTS

These bylaws may be amended at any regular meeting of the Chapter by a two-thirds vote, provided the amendment has been submitted to the membership in writing and read aloud to the members at the previous regular meeting.

A copy of any approved amendment to these bylaws or Chapter rules shall be sent to the CGJA President.

ARTICLE 12. CHAPTER CONFORMANCE OBLIGATIONS

The Chapter shall advise the CGJA board of directors if at any time it finds itself unwilling or unable to conform to these requirements. Such advice shall include the Chapter's recommendation as to actions needed to return the Chapter to conformance with CGJA's requirements. The CGJA board of directors will decide whether the Chapter proposals are adequate and if not, what action will be required, up to and including revocation of the Chapter's charter.

ARTICLE 13. CHAPTER DISSOLUTION

In the event the Chapter dissolves, all assets shall be distributed to CGJA 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.

No corporate profits or assets are to be shared by Members or Directors of the Chapter.

BYLAWS ADOPTION AND/OR AMENDMENTS

This is to certify that this is a true and correct copy of the San Bernardino County Chapter bylaws and that these bylaws were duly adopted by the Board of the San Bernardino County Chapter.

Signed: *Susan S. Orentlicher* Date: *May 02 2019*
Chapter President or Secretary

Approved: _____ Date: _____
CGJA President