

California Grand Jurors' Association

NAPA COUNTY CHAPTER BYLAWS

Revised April 28, 2014

California Grand Jurors' Association
NAPA COUNTY CHAPTER
BYLAWS

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The name of the organization shall be the California Grand Jurors' Association, Napa County Chapter. The Napa County Chapter (NCC) is joined with the California Grand Jurors' Association (CGJA) in promoting the purposes of the CGJA Articles of Incorporation and shall advance the goals and objectives of the CGJA within the State and particularly within Napa County to develop competence, serve as resource enabler, initiator of action and communicator of information.

A. The Napa County Chapter (NCC) or (the 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 on 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, trustees, 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 to 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.

ARTICLE 1. OFFICE

The principal office of the Napa County Chapter for the transaction of business is located with the President of the Chapter.

ARTICLE 2. PURPOSE

The Chapter endorses and supports the purposes of the CGJA as set forth below:

- Increase public understanding of the grand jury system.
- Train new jurors.
- Advocate inclusion of grand jury system education in secondary schools.
- Publish informational newsletters.
- Sponsor annual conferences.
- Monitor and make recommendations on legislation

The following are additional goals of the Napa County Chapter:

1. Support the Napa County Court system in recruiting and impaneling capable citizens.
2. Support the training and orientation of grand jurors.
3. Support any improvements to the Grand Jury system in Napa County.

ARTICLE 3. GOVERNING RULES AND POLICIES

The Napa County Chapter is organized within the structure of its own bylaws and policies. The Board of Directors shall be the governing body of this organization and subject to California Grand Jurors' Association bylaws and policies.

1. The Chapter shall have a board of directors and/or officers elected by the Membership. The officers shall include a president, secretary and treasurer at a minimum. One of these directors/officers shall; be designated as a contact person with the CGJA and responsible to report any of the Napa County Chapter's bylaws rules to the CGJA President. The Chapter shall undertake to support the programs and advocacy positions of the CGJA.
2. The CGJA and the Chapter will use their best effort to undertake an annual project mutually agreeable to the Chapter and to the CGJA.
3. 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 recommendations as to actions needed to return the Chapter to conformance with its requirements. The CGJA board of directors will decide whether the Chapter proposals are adequate and if not, what actions will be required up to and including revocation of the Chapter's charter.
4. The Chapter shall provide a list of all paid employees of the Chapter to the CGJA President.
5. The Chapter must file an annual statement with the President of the CGJA on or before September 15th of each year describing any changes in the purposes, character, or method of operation of the Chapter, as well as any change in the Chapter's address.

ARTICLE 4. MEMBERS

Section 1. Membership

The Napa County Chapter shall have three classes of members as further defined below.

1. Member in Good Standing (MIGS)

A Member in Good Standing is one whose membership dues are currently paid

2. It is a requirement of the CGJA that each Chapter have at least five (5) members who are also members of the CGJA. The Chapter shall notify the CGJA if at any time they have less than five (5) Chapter members who are also members of the CGJA (dual members).

Section 2. Regular Membership:

A Regular Member is any person who has served as a member of a regular grand jury per the California Penal Code, Sections 888 and 901, who is in good standing with the Chapter having complied with the Chapter's requirements for membership including the payment of dues.

Section 3. Introductory Membership:

A person may become an introductory member of the Chapter if currently serving on the Napa County Grand Jury for the first time and if have accepted such membership. Introductory members do not have to pay dues during this introductory term but may vote.

Section 4. Honorary Membership:

From time to time the Directors may bestow Honorary Membership on a deserving person. Honorary Members do not pay dues nor can they vote.

Section 5. Membership Dues

Annual membership dues and other fees of the Napa County Chapter shall be established by the Board of Directors. A member is in good standing only when dues are current. Annual dues shall be for the period from July 1st through June 30th of the following calendar year. Those members whose dues are not paid within 60 days following June 30th shall be dropped as members.

The Chapter shall provide a list of its Member's name, address, phone number and E-mail information at least once a year (by July 15th) to the CGJA President.

Section 6. Responsibilities of Members

The Members are responsible for the election of a Board of Directors to whom they delegate responsibility for the direction of the Chapter in accordance with the provisions in the bylaws.

Section 7. Annual Meeting

The Annual Meeting of members will be held at in June at a time and place designated by the Chapter President.

At least once per year the following items will be on the agenda:

- Report by the Board of Directors - work done, planned program and financial position.
- Election of officers and/or Directors
- Other business as agreed by the Board of Directors.

A notice of any full membership meeting intended to cover the above agenda items shall be transmitted to the membership at least seven (7) days before the meeting.

Quorum: Fifty-One percent (51%) of all Members in Good Standing (MIGS) present at any meeting in person or by proxy, shall constitute a quorum.

SECTION 8. VOTING

Voting—Voting procedures

[Article 4, Members, Section 8]

At any meeting of Members, each person who is a MIGS of the Corporation at the date of such meeting, shall be entitled to one vote on each matter properly submitted to the Members for their vote, consent, release or other action. Voting may be by ballot or by voice vote or by written or by proxy.

Proxies

A *proxy* is an individual authorized by a MIGS to cast that Member's vote in NC-CGJA meetings or electronic polls for either all issues or specific items, depending upon the wording of the proxy. The purpose of a proxy is to ensure that the Member's intentions are recorded and not lost because of absence.

In the event that a current member is unable to vote in any Napa Chapter CGJA meeting of Members, annual, regular or special, these Bylaws allow for that member to authorize a proxy to vote on their behalf. Such written proxy must be first filed with the Secretary of the Corporation before the person authorized

may vote thereunder. The Member executing the proxy shall specify therein the length of time the proxy shall continue in force. The presence at a meeting of the person appointing a proxy does not revoke the proxy.

General proxy

This instance is the *standing* or *general proxy* addressed that effectively authorizes someone to vote on any matter at a specific Meeting, or verbal, written, or electronic poll.

Limited proxy

A limited proxy restricts a proxy's vote to matters regarding specific issues. For example, voting on all matters regarding the annual conference.

Directed proxy

A directed proxy restricts a proxy's vote to a specific manner for a singular issue.

ARTICLE 5. DIRECTORS

Section 1. Number

The Chapter shall have no less than five (5) directors and they shall be known collectively as the Board of Directors or the Board and individually as Directors. A Director must be a Regular Member. If upon completion of a term of office as President, if he/she chooses not to run again as a Director, he/she may automatically serve on the Board as "The Immediate-Past President" for an additional year.

Section 2. Powers

The Board of Directors shall have the powers set forth in these bylaws.

Section 3. Duties

The Board of Directors shall:

- a. Perform any and all duties required of them by these bylaws.
- b. Meet at such times and places as required by these bylaws.
- c. Register their addresses with the Secretary for valid notice of meetings to be sent by mail, e-mail, facsimile transmission or telephone.
- d. Review bills and other intended disbursements in excess of one hundred-fifty Dollars (\$150) before payment.
- e. Ensure that all expenditures and other disbursements of funds are in compliance with federal and State of California codes that pertain to a nonprofit entity.
- f. To plan an annual program and to establish goals and objectives of the Napa County Chapter two years in advance; and to present that plan, and the goals and objectives, to the Members and non-members.
- g. To conduct routine business of the Chapter between Chapter full membership meetings.

Section 4. Composition

The Board of Directors shall be composed of:

- a. The officers of the Chapter:

President
Vice President

Secretary
Treasurer

- b. The Directors.

Section 5. Meetings

- a. Meetings of the Board of Directors shall be held no less than two (2) times per year at a time and place specified by the authorized person who calls for such a meeting. Meetings may be held by conference telephone if the Board of Directors elects to do so.
- b. A meeting of the Board may be called by the President, Vice President or Secretary.
- c. The Secretary shall act as the secretary of all meetings of the Board, or in his or her absence the President may appoint another person to act as secretary of the meeting. Minutes of Board proceedings are to be maintained in permanent Association records and reported to the Members not less than 30 days after the conclusion of a meeting of the Board.
- d. Meetings of the Board of Directors shall have no less than five (5) days notice by first-class mail or 48 hours notice delivered personally by telephone, facsimile transmission or e-mail. Such notice shall specify the place, day and time of the meeting. Every Director shall be notified of any intended Board meeting.
- e. Meetings will be presided over by the 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 the majority of Directors present at the meeting.
- f. A quorum of 51% of the total Board of Directors is required for a vote on any action at a Board meeting. A majority vote is required for passage of any such motion.
- g. Except as otherwise specifically set forth in these bylaws; all meetings shall be conducted in accordance with Robert's Rules of Order, newly revised, latest edition.
- h. Any Member may attend any meeting of the Board.

Section 6. Resignation

Any Director may resign at any time by giving written notice to the Board of Directors, President or Secretary. Any such resignation shall take effect on the date of receipt of such notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any Director shall be filled temporarily by appointment of the Board of Directors until the next Annual Meeting.

ARTICLE 6. OFFICERS

Section 1. Officers

The officers of the Chapter shall be a President (the chief executive officer or CEO), a Vice President, a Secretary, and a Treasurer (the chief financial officer or CFO).

Section 2. Qualification, Election, and Term of Office

Any Regular Member of the Chapter may serve as an officer. Officers shall be nominated and elected by the Members as set forth in Article 7 of these bylaws. An elected officer shall serve until the end of the fiscal year or until his or her successor is elected.

Section 3. Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, President or Secretary. Any such resignation shall take effect on the date of receipt of such notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled temporarily by appointment of the Board of Directors until such time as the Membership fills the vacancy.

Section 5. Duties of the President

The President shall be the chief executive officer of the Chapter. He or she shall supervise and control the affairs of the Chapter and the activities of the officers. He or she may accept, but only with the approval of the Board of Directors, any contribution, gift, bequest or devise to be used for the purposes of the Chapter.

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 shall execute such contracts, checks, or other instruments which may be authorized by the Board of Directors. The President shall serve ex officio on all committees except the Nominating Committee.

Section 6. Duties of the Vice President

In the absence of the President, the Vice President shall have all the power the President may have and shall be subject to the restrictions imposed on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by these bylaws or prescribed by the Board of Directors.

Section 7. 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 these bylaws and duties assigned to him or her by the President. The Secretary shall keep a copy of these bylaws as amended and a book of minutes of all meetings of the Chapter. He or she shall ensure that all notices are duly given and shall be the custodian of Chapter records.

Section 8. Duties of the Treasurer

The Treasurer shall have charge and custody of all funds. He or she shall receive, deposit and disperse all funds in the name of the Chapter. All disbursements shall be only for payment of bills and shall be made only by check. All checks shall be signed by the Treasurer and, for checks in an amount of Fifty Dollars (\$50) or more, by either the President or Vice President. Any bill over One hundred fifty Dollars (\$150) shall be presented to and approved by the Board of Directors in advance of payment. Any contractual obligations of the Chapter shall be presented to and approved by the Board of Directors in advance of any written or verbal commitment.

The Treasurer shall keep and maintain records of the business transactions of the Chapter and provide reports on its financial condition. He or she shall prepare, or cause to be prepared, a financial statement to be submitted to the Board of Directors not later than 60 days after the end of each fiscal year. The Treasurer may accept, but only with the approval of the Board of Directors, any contribution, gift, bequest or devise to be used for the purposes of the Chapter.

ARTICLE 7. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS.

Section 1. Frequency and Timing

At a full meeting of the membership as covered in Article 4, Section 6, an election will be held for officers and Directors.

Section 2. Procedure

Nominations shall be made from the floor at the meeting. The officers and Directors will be elected and installed at that meeting.

Not less than ninety days before the Annual Membership meeting of the Chapter, the Board shall appoint a Nominating Committee made up of two Regular Members of the Chapter in good standing and a Director of the Chapter who shall serve as Chairperson of the Nominating Committee. The Nominating Committee shall prepare a slate of nominees for the officers and Director of the Chapter. The slate will be presented to the membership at the annual membership meeting. At the time the slate is presented, nominations from the floor may also be received. Officers and Directors shall be elected at the Chapter Annual Membership meeting.

Section 3. TERM OF OFFICE

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. The term of office will be two (2) years, ending at the close of the annual membership meeting or until successors are elected, whichever comes later. A Director may serve no more than three (3) consecutive two-year terms. Such a person will be eligible to serve again as a Director after a period of one year. The election of Directors is to be staggered with two of the Directors to be selected in one year and three in the next year to allow overlap.

ARTICLE 8. COMPENSATION

Officers and Directors shall serve without compensation.

Officers, Directors and other Members may be allowed and reimbursed for their actual and necessary expenses incurred in fulfilling their duties. Any such expenses shall be presented to and approved by the Board of Directors before payment, and shall normally be limited to reimbursement for supplies and materials. Requests for expense reimbursement shall be supported by appropriate documentation.

Any intended expenses by a Member or non-member for extraordinary Chapter related business, such as travel expense, vehicle mileage expense, cost of accommodations and/or meals, or meeting fees, shall be presented to and approved by the Board of Directors in advance of the action to be taken.

ARTICLE 9. COMMITTEES

Section 1. Finance Committee

The finance committee is composed of the Treasurer and one (1) other Regular Member appointed by the Board of Directors.

Subsection 1a. Duties of the Finance Committee

- To prepare a realistic budget for each fiscal year. The budget shall be completed by May 1st of each year and presented to the Board of Directors at that time. The Board shall complete its review by June 1st.
- To monitor the financial operation of the Chapter.

Section 2. Other Committees

The Board of Directors shall form or disband other committees, as it may deem appropriate.

Section 3. Multiple Service

An individual may serve on more than one committee.

Section 4. Actions of Committees

Actions of committees shall be subject to review by the Board of Directors. Each committee shall keep the Board informed of its intended and completed actions by making periodic reports. Any intended action by a committee may be stopped by a majority vote of the Board.

ARTICLE 10. NOTICES, REPORTS, AND VOTING

Notices and reports required by these bylaws may be transmitted by mail, electronic means, or by hand delivery.

Voting by electronic means may be performed when specified by the President and/or the Board of Directors. An electronic vote shall require participation by 51% of the total Members in Good Standing to constitute a quorum.

ARTICLE 11. CHAPTER RECORDS

Section 1. Maintenance of Chapter Records

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

Section 2. Members' Inspection Rights and Right to Copy

Every Member has a right to inspect and copy Chapter records and documents at his or her own expense during reasonable business hours.

ARTICLE 12. FISCAL YEAR

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

ARTICLE 13. NON-LIABILITY OF MEMBERS

Chapter Members, including all officers and Directors, shall not be personally liable for debts, liabilities, or other obligations of the Chapter. Unless so authorized in these bylaws, no officer, Director, agent, employee, or Member shall have any power to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

The Board of Directors may adopt a resolution to purchase and maintain liability insurance for the Chapter.

ARTICLE 14. ADOPTION OF BYLAWS AND AMENDMENTS

To become effective, these bylaws require approval by two-thirds vote of the Board of Directors.

Bylaws may be amended by the Board of Directors or by the Members at the Annual Meeting or any meeting called for that purpose.

7 days prior written notice, such notice to include detail of the bylaws or proposed amendment, shall be provided to each Director and any adoption of bylaws or amendment shall be approved by two-thirds vote of the Directors present at that Board meeting.

BYLAW ADOPTION

This is to certify that this is a true and correct copy of the Napa County Chapter bylaws and that these Bylaws were duly adopted by the Board of Directors and Members of the Napa County Chapter on January 15, 2013. These bylaws amend and replace any and all bylaws adopted prior to this date.

Signed:

_____ Date: 04/28/14 _____
Diane Dame'Shepp
President, Napa County Chapter

Approved:

_____ Date: _____
President CGJA

Jan. 15, 2013 Revisions: Article 4. Section 7,
"Quorum" reworded. Article 4.
Section 8 added.

April 28, 2014 Revisions: Article 2. per CGJA
revised purpose statement.