

**ARTICLES OF INCORPORATION 501(c)(3)**  
**FOR**  
**CALIFORNIA GRAND JURORS' ASSOCIATION**

**I**

The name of this corporation is California Grand Jurors' Association.

**II**

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The purpose of this corporation is:

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, and
2. To promote comprehensive training and orientation of all new grand jurors throughout the state, and
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, and
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, and
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 distribution to educate the public regarding the final grand jury investigative findings and recommendations and the official reactions to them, and
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, and
7. To publish a statewide informational newsletter to provide current information concerning issues, events and activities regarding the grand jury, and
8. 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, and
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, and

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, and continues to make, to California's citizenry and toward good government.

**III**

- A. The corporation has changed to Section 501(c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**IV**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

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Approved by California Secretary of State  
On February 23, 1998

**BYLAWS OF CALIFORNIA GRAND JURORS' ASSOCIATION**

**A California Nonprofit Public Benefit Corporation**

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## **ARTICLE 1. OBJECTIVES AND PURPOSES**

The California Grand Jurors' Association ("CGJA" or "the corporation") is a nonpartisan, nonprofit public benefit corporation. Its Articles of Incorporation list the purposes of the corporation, and those purposes are deemed to be part of these bylaws with the same force and effect as if written herein. The corporation, through its board of directors ("the board"), shall adopt and amend as necessary a CGJA Policy Manual ("the policy manual") to guide the activities and operations of the board and CGJA's officers and committees.

## **ARTICLE 2. STRUCTURE**

### **Section 1. Membership Corporation**

The California Grand Jurors' Association is a membership corporation whose members elect a board of directors to whom they delegate responsibility for direction of this 501(c)(3) corporation in accordance with the California Corporations Code, the Articles of Incorporation, and these bylaws.

### **Section 2. Election of Directors by Region**

For purposes of the election of directors, the corporation shall be divided into three or more regions as equally as possible by the number of counties. Each year, two directors shall be elected from each region by the members residing within that region. Out-of-state members shall vote in the region in which they last resided.

### **Section 3. Officers and Committees**

The board shall elect officers and shall establish and delegate authority to committees as provided in these bylaws and the policy manual and as allowed by law.

### **Section 4. Chapters**

The corporation may authorize the formation of chapters in any of the California counties, upon application to and approval by the board of directors. (See the CGJA Policy Manual for policies related to chapters.)

## **ARTICLE 3. CORPORATE OFFICES**

### **Section 1. Principal Office**

The principal office of the corporation shall be maintained at such location in the State of California as may be determined by the board of directors.

### **Section 2. Other Offices**

The corporation may also have offices at such other places, within the State of California, where it is qualified to do business. The board may change the location of any such offices.

## **ARTICLE 4. MEMBERS**

### **Section 1. Membership**

- (a) Membership shall consist of voting members and such other classes of members as the board of directors shall determine. (See the CGJA Policy Manual for membership policies.)
- (b) Other than as authorized by a vote of the board, no member shall claim association with the California Grand Jurors' Association for commercial purposes.

### **Section 2. Classes of Membership**

- (a) Voting members. Voting membership is limited to individuals who are serving or have served on a regular grand jury as defined in California Penal Code Sections 888 and 901 or who have served as a district attorney, county counsel, or judge as a legal advisor to a grand jury per Penal Code Section 934(a). Voting members, except the recipients of a CGJA award that waives the payment of dues, must pay dues. Voting members in good standing have all the rights and privileges of membership including the right to vote on:
  - (1) The election of directors;
  - (2) Amendments to the bylaws that materially and adversely affect the rights of members or member voting rights;
  - (3) A change in the number of directors or the length of directors' terms;
  - (4) Amendments to the Articles of Incorporation;
  - (5) The disposition of all or substantially all of the corporation's assets;
  - (6) Any merger and its principal terms; and
  - (7) Such other matters as set forth in the California Nonprofit Public Benefit Corporation Law.
- (b) Introductory members. An introductory member ("IM") is an individual who has been offered and accepted a complimentary membership as set forth by the board of directors and is currently serving or has been selected as an alternate on an impaneled regular grand jury in any of the 58 counties. A current voting member of CGJA is not eligible for IM status. An IM has no vote on CGJA matters but may serve on committees.
- (c) Associate members. Any person interested in the affairs of the corporation or the California grand jury system shall be eligible for associate membership if a voting member in good standing recommends that the person be granted associate membership. Associate members shall pay dues. They are not entitled to vote on corporation issues. Associate members may serve on committees.
- (d) Honorary members. Any individual or business organization recognized for substantial and continual achievement in support of the California grand jury system may be approved by the board for honorary membership. Honorary members are not assessed dues and are not entitled to vote on corporation issues. Individual honorary members may serve on committees.
- (e) Ineligibility. Individuals who have been discharged or dismissed for cause from a regular grand jury or individuals who have been members of a regular grand jury that has been dismissed or dissolved for cause are ineligible for membership in the association or its chapters.

### **Section 3. Dues**

Each member, except an introductory member, an honorary member, or the recipient of a CGJA award that waives the payment of dues, shall pay dues in the prescribed amount and at such time as may be set by the board.

### **Section 4. Membership Status**

- (a) Member in good standing. Those members who have paid any required dues, fees, and assessments in accordance with these bylaws, who are not ineligible for membership as described in Section 2(e) of this Article, and who are not suspended shall be considered members in good standing.
- (b) Expulsion or suspension. A member may be expelled or be suspended by the board in accordance with procedures set forth in California Corporations Code Section 5341 (incorporated here by reference) for nonpayment of the member's dues, fees, or assessments to this corporation or for conduct as a member which the board determines in good faith is materially prejudicial to the purposes and best interests of the corporation.

## **ARTICLE 5. NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS; APPOINTMENT OF TELLERS**

- (a) Each year, the president shall appoint, subject to ratification of the board of directors, a Nominations-Elections Committee of six or more members including one per region from the board of directors and one per region from the voting membership. (See the CGJA Policy Manual for policies regarding the Nominations-Elections Committee.)
- (b) The president shall appoint, subject to ratification of the board, a chair of the Nominations-Elections Committee who shall be a member of the board.
- (c) Neither the committee chair nor any member of the committee shall be a candidate for director that year.
- (d) The committee shall manage the election of directors in accordance with the policy manual.
- (e) The president will appoint three tellers who will count or oversee the counting of the votes and, at the annual meeting, verify and report the results of the election.
- (f) In even-numbered years, the Nominations-Elections Committee will also nominate a candidate for each of the officer positions. The incoming board will meet at the annual meeting for the purpose of electing and announcing the new officers of the corporation.

## **ARTICLE 6. DIRECTORS**

### **Section 1. Number of Directors; Additional Directors**

There shall be not more than twelve elected directors, nor fewer than a total of five directors. The directors shall collectively be known as the board of directors or the board. If needed to serve the interests of the corporation, up to three additional members in good standing may be appointed by the president with ratification of the board for a one-year term starting on the date of the appointment.

## **Section 2. Qualifications**

A director must be a voting member of the corporation in good standing as defined in Article 4, "Members," Section 4(a). A director must reside within the region of the corporation within which the director is nominated and elected. Residency is defined as the region in which the director is eligible to vote in statewide elections.

## **Section 3. Powers**

Subject to the provisions of California law and any limitations in these bylaws, the business and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors may adopt, use, and at will alter a corporate seal and a logo.

## **Section 4. Duties**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, or pursuant to these bylaws and the board's adopted policies
- (b) Assume fiduciary responsibility for the corporation as required by law
- (c) Prescribe the duties and fix the compensation (if any) of all officers, agents, and employees of the corporation, except as otherwise provided in these bylaws
- (d) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly
- (e) Meet at such times and places as required by these bylaws or the policy manual
- (f) Register their address, including any email address, with the secretary of the corporation
- (g) Approve the proposed annual ballot that includes a slate of qualified candidates for director
- (h) Elect officers of the corporation

## **Section 5. Terms of Office**

- (a) The term of office for elected directors will be two years beginning at the time the election results are verified and announced at the annual meeting.
- (b) Six directors shall be elected each year.
- (c) An elected director may serve no more than three consecutive two-year terms.
- (d) An elected director may serve up to six years (three consecutive two-year terms) in any office (president, vice president, secretary, and treasurer) or a combination of those offices.

## **Section 6. Compensation and Reimbursement**

- (a) Directors shall serve without compensation.
- (b) Directors may be reimbursed for their actual and necessary expenses incurred while engaged in activities of the corporation. Directors may be compensated for rendering services or providing supplies to the corporation in a capacity other than as director so

long as such compensation is reasonable and receives prior approval from the board of directors.

- (c) For the purposes of this section only, the term director shall include a director's legal relatives, with in-laws and step-relatives considered legal relatives.
- (d) Any director with knowledge that a person described in (c) above has submitted a request for compensation or reimbursement as described in (b) above shall disclose that relationship to the board prior to the board's approval of the contract or purchase, or provision of a service. A director must recuse from voting on any action allowing compensation or reimbursement of the director's legal relative.

### **Section 7. Vacancies and Removal**

- (a) Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.
- (b) A vacancy may be declared by the board in an office of a director who has not personally participated in two consecutive meetings or a total of four meetings in any 12-month period without good cause as determined by the president. A vacancy shall be declared by the board in an office of a director who no longer resides in the region in which the director was nominated and elected.
- (c) Any director may be removed by the board if the director no longer meets the requirements for qualification as set forth in Section 2 of this Article.
- (d) Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors. The director's resignation shall become effective immediately unless the notice specifies a later date. At any time that there is only one remaining director holding office, that director must, prior to resigning, give appropriate notice to the California Attorney General of the director's intention to resign, which resignation would leave the corporation with no director in charge of its affairs.
- (e) The president has the sole authority to fill a vacancy in any director or officer position for the remainder of the term, subject to ratification of the board.

## **ARTICLE 7. OFFICERS**

### **Section 1. Officers of the Corporation**

The officers of this corporation shall be the president, the vice president, the secretary, and a chief financial officer, who shall be designated as the treasurer. The officers shall be elected by the board as specified in Article 5, "Nomination and Election of Directors and Officers; Appointment of Tellers," and Article 6, "Directors," Section 4(h).

### **Section 2. Other Officers or Agents**

The board of directors may appoint such other officers or agents as it may deem desirable, and such persons shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.



### **Section 3. Vacancies; Removal of Officers**

A vacancy in any office may be filled by the president, subject to ratification of the board. Any officer may be removed, either with or without cause, by the board of directors, at any time, if two-thirds of the directors holding office agree.

### **Section 4. Duties of President**

The president shall:

- (a) Be the chief executive officer of the corporation and shall, subject to the approval of the board of directors, supervise and manage the affairs of the corporation and the activities of the officers.
- (b) Preside at all meetings of the corporation.
- (c) In the name of the corporation, execute such contracts or other instruments which may from time to time be authorized by the board of directors, except as otherwise expressly provided by law, the bylaws, or the board's adopted policy manual.
- (d) Perform all other duties assigned by the board or required by law.

The president may appoint a member in good standing to fill a vacancy on the board of directors, a vacant officer position, a vacant committee chair position, or a vacancy on the Nominations-Elections or Finance committees, subject to ratification of the board.

### **Section 5. Duties of Vice President**

In the absence, inability to act, resignation, or removal of the president, the vice president shall assume all the duties, authority, and responsibility of the president and such other duties as may be required by the board of directors.

### **Section 6. Duties of Secretary**

The secretary shall:

- (a) Certify and keep the original, or a copy, of the Articles of Incorporation, the CGJA Bylaws, and the CGJA Policy Manual and any amendments or revisions to date.
- (b) Allow for the inspection of the corporation's Articles of Incorporation, bylaws, and policy manual by directors, officers, or members of the corporation at all reasonable times.
- (c) Take and keep in such manner as the board may determine, the minutes of all meetings of the directors, and the meetings of the Executive Committee if action is taken, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof.
- (d) Exhibit upon request and reasonable notice to any director of the corporation, or to the director's agent, the Articles of Incorporation, bylaws, policy manual, and minutes of the proceedings of the directors of the corporation.
- (e) Maintain and distribute to the board copies of all committee meeting minutes and committee procedures.
- (f) Ensure that all notices are duly given in accordance with the provisions of the bylaws or the policy manual or as required by law.

- (g) Be custodian of the records and the seal of the corporation.
- (h) In general, perform all duties incident to the office of secretary and such other duties as may be assigned by the board or required by law.

### **Section 7. Duties of Treasurer**

Subject to the provisions of Article 11, "Execution of Instruments, Deposits, and Funds," the treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be approved by the board of directors
- (b) Receive and give receipt for monies due and payable to the corporation from any source whatsoever
- (c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses
- (e) Keep and maintain a copy of the corporation's federal tax exemption application and annual information returns, which shall be open to public inspection and copying to the extent required by law
- (f) Exhibit upon request and reasonable notice the books of account and financial records to any director of the corporation, or to the director's agent or attorney
- (g) Render to the president and the directors, whenever requested, an account of any or all of the treasurer's transactions as treasurer and of the financial condition of the corporation
- (h) Prepare, or cause to be prepared, the corporations' financial statements to be included in any required reports and prepare the necessary materials for a yearly informal financial review or any formal audit approved by the board
- (i) Cause an annual report to be furnished not later than (1) 60 days after the close of the corporation's fiscal year to all directors and (2) 120 days after the close of the corporation's fiscal year to the members, which shall contain the following information in appropriate detail:
  - (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
  - (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year
  - (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year
  - (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year

The annual report shall be accompanied by a report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that

such statements were prepared without audit from the books and records of the corporation

- (j) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, the bylaws, or the adopted policies, or which may be assigned to the treasurer from time to time by the board of directors.

The treasurer, with concurrence of the Finance Committee, may appoint an assistant treasurer for a term to be consistent with the term of the treasurer, subject to ratification by the board of directors. The assistant treasurer may undertake any duties assigned by the treasurer and may, upon resignation or prolonged absence of the treasurer, assume all duties of the treasurer until a new treasurer is appointed by the president and ratified by the board of directors.

## **ARTICLE 8. MEETINGS**

### **Section 1. Place of Meetings**

Meetings of the board of directors shall be held at the principal office of the corporation, or as designated by the board. Except as provided in Section 3 of this Article, any meeting, regular or special, may be held in person or with any electronic technology the board agrees upon.

### **Section 2. Frequency of Meetings**

Regular meetings of the board of directors shall be held a minimum of four times a year. The frequency, time, and place of the meetings shall be set by the board.

### **Section 3. Annual Meeting**

There shall be an annual meeting of the membership held at such time and place as determined by the board of directors. A quorum shall be 10% of the voting members. The annual meeting of the membership shall include:

- (a) Reports as required by the board
- (b) The tellers' report of voting results
- (c) Action on any matters that require membership approval and have been previously noticed

### **Section 4. Notice of Meetings and Agendas**

- (a) There shall be an agenda for any meeting that requires action on the part of the board of directors. The agenda shall include a description of each item to be acted upon. The agenda and the supporting written materials, along with a notice of the meeting stating its date, time, and place (or if the meeting will be held electronically, an explanation of how attendees may participate) shall be sent or transmitted electronically to each director at that director's address of record at least seven days and not more than thirty days prior to the meeting date. Notice shall be given to members of meetings and agendas of the board of directors by posting the agenda on the corporation's website seven days prior to the meeting date.

- (b) Notices of meetings mailed or transmitted electronically at least seven days prior to the meeting date to addresses directors have registered with the secretary shall be valid notices. The date of postmark or any reasonable equivalent evidence of delivery to a public delivery service, including electronic media, shall be the date of notice. Notice of the time and place of holding a meeting to replace a meeting that has been adjourned need not be given to absent directors if the second meeting is held no more than 48 hours from the time of the adjourned meeting. Notice shall be given of any regular or special or adjourned meetings to directors absent from the meeting if the second meeting is held more than 48 hours from the time of the adjourned meeting.
- (c) Notices of meetings of the membership, other than a special meeting, shall be no less than 10 nor more than 90 days prior to the meeting date, in accordance with applicable California law.

### **Section 5. Special Meetings**

- (a) A special meeting of the board of directors may be called by the president, the vice president, the secretary, or by one-third of the directors holding office. The meeting shall be held at a place or in such manner within the State of California, as designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. The purpose of the special meeting shall be limited to addressing important matters that require action before the next regular meeting. Notice to the membership of special meetings of the board of directors shall be posted on the corporation's website 48 hours in advance of the meeting.
- (b) Notices of special meetings of the membership shall be not less than 35 nor more than 90 days prior to the meeting date, in accordance with applicable California law.

### **Section 6. Special Meeting Notice Waiver**

The transactions of any special meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that a quorum as hereinafter defined is present and that two-thirds of the total directors holding office agreed by electronic means or in writing at least 48 hours prior to the meeting that such meeting was necessary. All such waivers, consents, or approvals shall be filed with the corporation's records or made a part of the minutes of the meeting.

### **Section 7. Quorum for Meetings**

- (a) A quorum shall consist of more than 50% of the directors holding office. Except as otherwise provided in the CGJA Bylaws, or by law, no actions shall be taken by the board at any meeting at which a quorum, as defined, is not present.
- (b) When a meeting is adjourned for lack of a quorum, it shall be necessary to give notice of the time and place of any meeting scheduled to replace the adjourned meeting, and of the business to be transacted at such meeting, except as provided in Section 4 of this Article.
- (c) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum, provided that any action thereafter taken must be ratified by at least a majority of the required quorum or such greater percentages as may be required by law or the bylaws of this

corporation. Approval of minutes (by a quorum of directors holding office) reflecting the board's action shall constitute ratification of such action.

### **Section 8. Majority Action as Board Action**

Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the bylaws or policies of this corporation or provisions of applicable law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 9. Conduct of Meetings**

- (a) Meetings of the board of directors shall be presided over by the president of the corporation or in the president's absence, by the vice president of the corporation or, in the absence of both of these persons, by a pro-tem chosen by the majority of the board of directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that in the secretary's absence the presiding officer shall appoint another person to act as the secretary for the meeting.
- (b) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the corporation's bylaws or adopted policy manual or with applicable California law. (See the CGJA Policy Manual for more on meeting procedures.)

### **Section 10. Action by Unanimous Written Consent without Meetings**

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all members of the board holding office shall individually or collectively consent to such action in writing or by such electronic means approved by the board. The consents shall be filed with the minutes of the proceedings of the board. The action shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors holding office to so act, and that statement shall be prima facie evidence of such authority.

## **ARTICLE 9. COMMITTEES**

### **Section 1. Executive Committee**

The Executive Committee is a standing committee composed of the president, vice president, secretary, treasurer, and one other director nominated by the president and approved by the board of directors. This at-large member shall serve a two-year term coincident with the terms of the officers. The duty of the Executive Committee is to conduct business between meetings when action must be taken on a matter before the next meeting of the board. The committee shall keep regular minutes of its proceedings if action is taken and cause an approved copy to be filed with the corporation's records and disseminated to the board of directors with the next agenda packet. A quorum shall consist of a majority of members of the Executive Committee.

## **Section 2. Standing and Ad Hoc Committees; Appointment and Removal of Chairs**

- (a) The board of directors shall establish such standing committees to work under the president's direction as it shall determine necessary to accomplish the goals of the corporation. The board of directors shall notify the membership by letter, email, or notice in the corporation's newsletter, if it establishes or dissolves a standing committee.
- (b) The president may establish and dissolve ad hoc committees as determined necessary, with ratification by the board.
- (c) The president shall appoint a chair of each committee, upon ratification of the board. The chair of the committee shall appoint the vice chair and other members of the committee except as otherwise provided by the policy manual. When a new president is elected by the board, the president may appoint new chairs upon ratification of the board or reappoint incumbent committee chairs without ratification by the board.
- (d) The board, or the president upon ratification by the board, may remove a committee chair with or without cause.

## **Section 3. Committee Responsibilities**

- (a) Committees shall keep regular minutes of their proceedings and disseminate a copy to the board with the agenda packet for the next regular meeting and cause an approved copy to be filed with the corporation's records
- (b) No committee shall have power or authority to take any action on behalf of the corporation, unless specific power and authority is delegated to that committee by the policy manual, a resolution, or other action of the board of directors.
- (c) A committee can take no action except when a quorum is present. (See the CGJA Policy Manual for policies related to committees.)

# **ARTICLE 10. INDEMNIFICATION AND INSURANCE**

## **Section 1. Non-Liability of Directors**

No director shall be personally liable for the debts, liabilities, or other obligations of the corporation.

## **Section 2. Indemnification of Directors, Officers, Employees, and Other Agents**

To the extent that an administrative or legal proceeding is brought to procure an order or judgment against a person who is, or was, a director, officer, employee or other agent of this corporation by reason of the fact that they are or were such an agent, as to any claim, issue or matter therein, such person shall be indemnified by the corporation for expenses actually and reasonably incurred by such person in connection with such proceeding.

Indemnification shall be conditioned on the board or a court finding that the person acted in good faith and in a manner the person reasonably believed to be in the best interest of the corporation.

If such claim is resolved by settlement, order, or judgment, then indemnification for expenses, judgments, fines and settlements and other amounts reasonably incurred shall be

made by the corporation but only to the extent allowed by and in accordance with the requirements of the California Nonprofit Corporation Law.

### **Section 3. Insurance for the Corporation's Agents**

The board of directors may authorize the purchase and maintenance of liability insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability incurred by the agent in such capacity or arising out of the agent's status as such.

## **ARTICLE 11. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may, by action, resolution, or policy, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, employee, or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution or adopted policy of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, and orders for the payment of money, including electronic transfers and other evidence of indebtedness of the corporation, shall be signed by the treasurer or his/her designee.

## **ARTICLE 12. GIFTS**

Subject to approval by the board of directors, any officer of the corporation may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the corporation and shall promptly deliver it to the treasurer.

## **ARTICLE 13. FISCAL YEAR**

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

## **ARTICLE 14. AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION**

### **Section 1. Amendment of Bylaws**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws may be altered, amended, or repealed and new bylaws adopted by approval of two-thirds of the board of directors holding office. The membership shall vote on bylaw amendments that materially and adversely affect members or member voting rights or that change the number of directors or the length of directors' terms. The

bylaws shall be reviewed by the Bylaws and Policy Review Committee no less frequently than every four years.

**Section 2. Amendment of Articles of Incorporation**

Notwithstanding the above section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, except for such amendments required for, or consistent with, tax exemption under section 501(c)(3) of the Internal Revenue Code, nor the name and address of its initial agent, except to correct an error.

**CERTIFICATE:**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the California Grand Jurors' Association as duly adopted by the board of directors of said corporation, and as duly amended to date.

Dated: March 28, 2017

[James Ragan](#)  
Secretary, California Grand Jurors' Association

California Grand Jurors' Association Bylaws - As approved at Board Retreat November 3, 2001  
As amended on 8/25/03, effective 1/1/04; 5/12/07; 10/24/07; 1/22/08; 3/25/08;  
4/22/08; 9/23/08; 12/16/08; 9/28/10; 3/22/11; 1/27/15; 11/02/15; 08/23/16; 03/28/17