

California Grand Jurors' Association
Board of Directors Regular Meeting – March 25, 2008
M I N U T E S

Call to Order & Roll Call:

The roll was taken at 7:02 and the meeting was called to order at 7:04 P.M.

Present: Bardell, Chesny, Colbie, Heal, Hern, D. Hoffman, R. Hoffman, Landi, Lazenby, Lewi, Masini, McKown, Noce, Sitton, Thomas
Absent: Avera(ex), W. Hofmann(ex), Johnston(ex), Wylie
Also: Audrey Lynberg, Parliamentarian

Agenda Approval:

A motion was made by Director Hern, seconded by Director Chesny and passed unanimously to approve the agenda.

Member Comment(s):

No member contacted the President or Secretary requesting to be heard.

Consent Items

- C-1 Approval of Minutes of February 26, 2008 Board Meeting: Landi
- C-2 Receive and file approved Executive Committee Minutes February 13, 2008: Landi
- C-3 Errata Sheet to reflect new restated Policies of Public Relations Committee approved 2/26/08 to replace Public Relations Policies in Directors' Handbook, replace page in Tab 2 : Landi
- C-4 Final Treasurer's Report to membership: Thomas

A motion was made by Director Heal, seconded by Director Masini and unanimously passed by voice vote to approve the Consent Items.

The President reminded the Board that draft minutes of the 3/18 Executive Committee have been circulated in an effort to aid in the discussion of items on this evening's agenda.

Action Agenda

- D-1 Unfinished Business from prior meetings
None
- D-2 Ratify President's appointment of Chair for Publications independent Workgroup established by Board on recommendations of Ad Hoc Publications Study Group
President Lazenby
Recommended Action: Ratify President's appointment of John Sitton as Chair of Publications – Bylaws, Article 5
This is a workgroup that will have a representative from each of the standing committees. Director Thomas reminded the Board that we need publications available at the training seminars. There are 3 documents being reviewed at this time—grand jury achievement report, the Compendium and the California Grand Jurors Manual (books are free with purchase of the CD). Each Committee Chair should recommend a member of their committee for this workgroup—committee will decide on day and time of meeting. Director Thomas also

mentioned that there is no budget for this committee; there will be copy costs. The motion was approved unanimously by voice vote.

D-3 Ratify President's appointment to fill vacancy on Nominations-Election Committee for member of Northern Region

President Lazenby

Recommended Action: Ratify the appointment of Barbara Carolan to fill the member from the Northern Region vacancy on the Nominations-Election Committee

This is the last vacancy to be filled on the Committee. Director Heal said he must abstain because this motion is contrary to Roberts which adamantly states that the President should have nothing to do with the Nominations Committee. However, Roberts is in conflict with the CGJA Bylaws. The motion was approved by voice vote; Director Heal abstained.

D-4 Request for extension of deadline for announcement of date and location of 2009 Annual Conference

Director Bardell, Chair Operations Committee

Recommended Action: The Operations Committee (OPS) moves that the CGJA Board of Directors approve postponement of the deadline for OPS' recommendation of location and dates of the 2009 AC from the BofD's April to its June meeting.

Director Bardell explained the need for the extension and also said that feelers have been sent to Directors and others in the North; there has been one response. April 16th is the date for response from interested potential host(s); May 16th is the date for a firm proposal. The Board would ratify a proposal in June or July after which negotiations with a hotel would begin. There was brief discussion of cancellation clauses. The motion passed by unanimous voice vote.

D-5 Approve proposed Bylaw amendment to properly define Executive Committee responsibilities (from Executive Committee)

President Lazenby

Recommended Action: Amend language of Article 9, Committees; Section 1. Executive Committee, as follows:

The Executive Committee is composed of President, Vice President, Secretary, Treasurer and Chairpersons of all standing committees. The duty of the Executive Committee is to ~~conduct business between meetings~~ (replace with) **review proposed policy changes and issues affecting multiple committees and make recommendations to the Board of Directors.** The committee shall keep regular minutes of its proceedings and cause an approved copy to be filed with the corporate 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.

This item was returned to the Executive Committee by the Board in February because it had not been presented in the proper format. The difference between an Executive Session (full Board participation) vs. an Executive Committee meeting was clarified. The intent of this motion is to eliminate the Executive Committee actually conducting business. In response to a question from the Parliamentarian, the President said there is no set meeting schedule for the Executive Committee; it meets as needed. It was acknowledged that while Roberts may require a meeting schedule, CGJA Bylaws do not. Director Lewi said that perhaps the term Executive Committee is causing some confusion; suggests it be called the Policy Review Committee. He added that if the Committee function is clearly defined, we can call it whatever we like. Director Heal referred to his 3/24/08 email in which he stated his opposition to this item. He believes that all Board members should participate in all deliberations unless there is an emergency issue. In his opinion Executive Committee recommendations have been rubber stamped by the Board. The President said that the Executive Committee, as it is used today, is

never going to conduct business whether it's an emergency issue or not. A special meeting of the Board would be called to handle an emergency. She added that the Executive Committee agendas are sent to all Board members with an invitation for them to join the meeting; no Board member is excluded from deliberations. Director Hern said that this proposed Bylaw amendment will actually eliminate the alleged abuses of the past; she favors this language since it is re-vesting back to the Board all the authority to make decisions for this Corporation. Director Thomas expressed his concern with the pitfalls of amending proposed Bylaw or Policy changes at a Board meeting without fully vetting the consequences. The Parliamentarian said the Executive Committee has powers and can conduct business between meetings but this action is removing that power. Director Lewi made an amendment to the motion to name the committee the Policy Review Committee; Director Heal seconded. It is believed there is nothing in the Corporations Code requiring us to have an Executive Committee. Directors Thomas and Bardell believe we should err on the side of caution and allow ample time to consider Bylaw changes. The Parliamentarian agreed that an amendment to a motion regarding a Bylaw change, only requires a majority vote. Passage of the amendment means that anywhere Executive Committee appears in the Bylaws, will be changed to Policy Review Committee. The amendment passed by the following roll call vote:

Ayes: Heal, Hern, D. Hoffman, R. Hoffman, Lewi, Masini, Noce, Sitton
Noes: Chesny, Colbie, Landi, McKown, Thomas
Abstained: Bardell

Director Thomas fears we are making a mistake because there is no reason to have a committee in the Bylaws if it's not an Executive Committee. It was suggested that rather than amending the language, perhaps Article 9 – Executive Committee should be eliminated altogether. It was also suggested that since the amendment reflects a material change, perhaps we should not vote on the amended motion. Director Thomas explained that he doesn't want to adopt into the Bylaws, a committee that doesn't need to be there. The amended motion unanimously failed by voice vote.

D-6 Legal Affairs Committee to be renamed Legislative Affairs Committee (resubmitted by Legal Affairs Committee)

Director Wylie, Chair Legal Affairs Committee

Recommended Action: Change the name of the Legal Affairs Committee to the Legislative Affairs Committee in order to accurately reflect its responsibilities. Make all necessary changes in Bylaws and Policies to reflect this change.

Director Thomas said he would like to see the Bylaw language changes before the Board approves a bylaw change. Director Hern said there was a very vigorous discussion about the name change at the committee level.

The agenda was taken out of order

D-8 Approve San Mateo League of Women Voters as entity to conduct 2008 Election for Directors

Director McKown, Chair Nominations-Election Committee

Recommended Action: Accept their proposal to receive, count, verify and retain our ballots for the annual election.

Director Hern seconded. The San Mateo League has offered to conduct the election for \$125.00. Three other Leagues were interested but San Mateo got their proposal in first. Director Thomas mentioned that postage will be increasing in May so the Committee may have to seek an increase in its budget. It was suggested that CGJA purchase some forever stamps. The motion passed unanimously by voice vote.

D-9 Proposed correction to Bylaws to properly reflect reduced number of CGJA Directors
Director McKown, Director & Chair of Nominations-Election Committee

Recommended Action: The Nominations-Election Committee voted on March 18, 2008 to recommend approval of two amendments to the CGJA Bylaws, Article 6 – Directors to read as follows:

Article 6. Directors

Sections 1-3: no changes

Section 4. Duties: a-e and g, no changes

Section 4 f: Recommend a slate of candidates to the membership for election every year for ~~twelve (12)~~ six (6) Directors.

Section 5. Terms of Office: a, c and d, no changes

Section 5. Terms of Office (b): The terms of office for elected Directors will be two (2) years ending at the close of the annual meeting or until successors are elected. ~~Twelve (12)~~ Six (6) Directors shall be elected each year.

The reduction in Directors was approved via a ballot measure in 2007. This action simply corrects the number of directors elected. Director Hern seconded the motion. Director Lewi said there is another change needed in Article 6, Section 1 to explain the downsizing from 24 to 12 directors. That issue can be addressed at another meeting. The motion passed unanimously by voice vote.

D-7 Vacate MRC Policy 5.303 Red Book Second Edition, and replace with new Policy regarding membership and dues (from Executive Committee)

Director Colbie, Chair MRC

Recommended Action: Remove policy language from Section 5.303 Red Book, Second Edition, in favor of updated Board policy regarding membership terms and dues.

Director Colbie briefly reviewed the proposed language. Director Thomas said the lifetime membership is designed to be a fundraising activity. The President mentioned that the recommendation to the Board from the Executive Committee is the dues numbers should be set by the Board of Directors, #a; and that #d be referred back to MRC and the Finance Committee for further review/clarification. The maker of the motion, Director Colbie, also accepted some minor changes by the Executive Committee. He said this is the MRC policy from the 2nd edition which has been modified.

Discussed the motion item-by-item.

The maker of the motion agreed to 2 changes in the opening sentence which will now read “Membership dues **and associate** fees are established by the CGJA Board of Directors and are subject to change without notice.”

The roll was taken to confirm that a quorum was still on line. The Parliamentarian said that once you start the meeting with a quorum, it doesn’t matter how many drop out, you still have the right to conduct the meeting.

a—Individual voting member (former or current regular Grand Jury): \$30 per year, \$25 per year if paid in increments of three years or more. Lifetime memberships shall be available for \$1,000. Director Lewi thinks that \$500 would be more reasonable for Lifetime membership. Director Thomas said there are a lot of jurors who join and then don’t renew after one year; perhaps the multi-year dues will encourage increased tenure in CGJA. Directors shared some personal experiences with other organizations relative to dues and lifetime memberships. In response to a question, the Parliamentarian said that the dues are tax deductible. The President suggested we cite the IRS code section stating that the dues are tax deductible.

Director Thomas explained his analysis of \$1,000 vs. \$500. Lifetime memberships are intended to be an emeritus membership. Director D. Hoffman made an amendment to remove lifetime membership; there was no second. Director Lewi made an amendment to set Lifetime membership at \$500; Director Bardell seconded. The amendment passed by voice vote; there were 2 no votes. Director Thomas made an amendment to the motion to reduce the multiple year membership to 2 years. The motion was seconded by Director Bardell. Director Thomas believes this may have more tangible results. And he said this would be effective at a members' renewal date and for new members, effective immediately. There was agreement that this is a big change, but a good change. It needs to be explained to the membership via the website, renewal notices, Journal, etc. Director Thomas' amendment to the motion passed by voice vote; 1 Director voted no.

Motion was made by Director Bardell at 9:03 P.M. to extend the meeting. The motion was seconded by Director Thomas and passed by voice vote.

b—The maker of the motion agreed to change Associated Person to Associate Member. Director Colbie also accepted the suggested change to state “same **dues** as an individual...”

c—Chapters: It was suggested, and the maker agreed, to change chapter membership to just chapter. Chapters are not considered a class of membership and there are no chapter dues—perhaps they should go into the appendices where they already exist. Director Chesny suggested eliminating this section and place it in the policies that deal with chapters. Director Lewi said this belongs somewhere else but until we find where it belongs it should be left here. Director Thomas said we have a membership drive coming up and we need policy. The President will circulate the appendices covering chapters. Director Bardell made a motion to eliminate section c and refer back to the Committee to find the appropriate place; Director Landi seconded. The motion to remove item c passed by the following roll call vote:

Ayes: Bardell, Chesny, D. Hoffman, Landi, McKown, Noce
Noes: Colbie, Heal, Lewi, Masini, Thomas

d—The recommendation from Executive Committee is that this be returned to MRC and the Finance Committee. Director Lewi made a motion that this be deleted and sent back to Committee for clarification. Director Bardell seconded the motion which passed by voice vote with 2 no votes.

e—Director Landi said that the second line had been changed to read “Annual dues shall be for twelve months commencing with the date payment is received.”

f—The Parliamentarian said that membership should be verified the day the ballots are mailed.

The motion as amended was unanimously passed by voice vote and now reads as follows:

Membership dues and associate fees are established by the CGJA Board of Directors and are subject to change without notice.

- a. Individual voting member (former or current regular Grand Juror): \$30 for one year, \$25 per year if paid in increments of two years or more. Lifetime memberships shall be available for \$500.
- b. Associate Member: same dues as an individual voting member.
- c. A member is in good standing only when dues are paid. Annual dues shall be for twelve months commencing with the date payment is received (see part a). Lifetime membership shall be effective until the death of a member or until CGJA is unable to

contact the member, such as returned mail. A lifetime membership will be reinstated when contact is re-established.

- d. Membership must be current on July 31 of each year for a member to receive a ballot to vote for the election of the CGJA Board of Directors. The CGJA Board of Directors reserves the right to extend this date in compliance with its Bylaws or adopt additional dates for special elections for membership ratification.

Committee Reports submitted directly by Committee Chairs

- E-1 Finance Committee minutes: 2/4/08
- E-2 Legal Affairs Committee minutes:
- E-3 Membership Committee minutes: 2/4/08
- E-4 Operations Committee minute: 2/11/08
- E-5 Training Committee minutes: 2/18/08
- E-6 Public Relations Committee minutes:
- E-7 Nominations-Elections Committee minutes: 2/25 & 3/11/08
- E-8 Kern County AC Committee status report:

New Business:

Information Items Submitted Directly by Sponsor

- H-1 Response to Marin Chapter request for Pilot Program: Colbie
- H-2 SLO question on role of Presiding Judge: J. Ragan, SLO Chapter President
- H-3A Discussion of special Criminal Grand Jurors as Associate Members: Avera, Lazenby, Zepp
- H-3B Letter to prospective Associate Members: Lazenby
- H-4 Question about grand jury's jurisdiction to investigate APS: Lazenby
- H-5 San Diego Mayor forms Review Board – Press Release: W. Hofmann
- H-6 Letter to Presiding Judges re Training Seminars: Avera
- H-7 Thank you letter to Kern County Jury for Essay Contest: Noce
- H-8 Invitation to Governor for Annual Conference: Lazenby & Noce
- H-9 Citizen concerns about local law enforcement: Wylie
- H-10 Correct AG opinion to advice: Wylie
- H-11 OC investigator's concerns about DA: Wylie
- H-12 March Grand Jury Awareness – Watsonville/Santa Cruz County: Lazenby
- H-13 El Dorado FP questions about 700 forms: Mulligan, Chesny, Zepp, Wylie
- H-14 El Dorado FP question about running for office during Grand Jury service: Mulligan, Lazenby
- H-15 What Chapters are really about: A. Carmassi, San Mateo
- H-16 El Dorado question on grand juries in education programs: Noce
- H-17 Santa Barbara jury question whether mileage reimbursement is taxable income: T. Sten, CGJA Chapters & Directors
- H-18 Current Committee Roster: Thomas

Adjournment

The meeting was adjourned at 9:33 P.M. The next meeting is April 22, 2008.

Submitted by Joann Landi