

**California Grand Jurors' Association Board of Directors Meeting**  
**February 27, 2024**  
**MINUTES**

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**A. Call to Order and Roll Call**

The roll was taken, and the meeting began at 3:00 p.m.

Directors present: Shirley Boracci, Marsha Caranci, Gary Cooper, Karen Deeming, Travis Gibbons, Jim Glover, Larry Herbst, Karen Jahr, Juliana Olinka Jones, Diane Lloyd, Richard Rogers, Barbara Sommer.

Absent: Bob Finlayson, Henry Rible.

Quorum is present.

Others present: Committee Chairs: Lloyd Bell, ACC; Lou Panetta, Tech. Asst. Treasurer: Loydyne Lane. Logo subcommittee members: Spencer Sias and Kendall Tieck.

**B. Agenda and Comments**

B-1 Agenda Approval: Board members unanimously approved the agenda.

B-2 CGJA Member Comments – none.

**C. Consent Items**

C-1 Approved Regular Board Meeting Minutes, 01-23-23: Cooper.

C-2 Acknowledged Committee Minutes and other documents in 02-27-24 meeting packet: Cooper. Board unanimously approved the consent items and the minutes.

**D. Officer and Committee Chair Reports** – see committee minutes in packet for details on current activities.

D-1 **President's Report** (Cooper) – emphasized the need for succession planning and committee support, particularly for the MCRC and ACC.

**D-2 Officer Reports**

Vice President (Herbst) – no report.

Treasurer (Gibbons) – currently working on the annual financial report to the membership due in March and to be published in the April *Journal*. He sent reports to the financial consultant for 2023 taxes. He reported five 25K CDs, two for the rainy-day fund, that mature on 11/24 and 8/25. Three are for calendar year operation funds, and mature on 3/24, 4/24 and 10/24.

Herbst welcomed Loydyne Lane as the new Assistant Treasure.

Secretary (Sommer) – our policy and bylaws stipulate that the agenda be posted online a week ahead of the board meeting. She expressed concern with having to make agenda changes that are then sent in the supplemental mailing. These violate that requirement. Please try to get necessary items on the agenda for the regular packet mailing. Otherwise, board approval is required to modify the agenda.

D-10 **Annual Conference Committee (ACC)** – Bell said that an interesting topic was suggested for the conference. It pertains to the utilization of AI (artificial intelligence) in grand jury work. If you know of any AI-knowledgeable folks that may be willing to share their knowledge, please let him know. Jones said she would reach out to a possible speaker.

He plans to visit the Embassy Suites Monterey in March to work on meal selection and to explore other cost-savings opportunities. The Monterey Chapter will be invited to participate.

- D-3 **Legal and Legislative Resources Committee (LLRC)** – no report.
- D-4 **Public Relations Committee (PRC)** – Jones reported that an Eblast went to court executives and chapters about grand jury awareness month and that chapters were also asked about media contacts. Cooper asked how many of those present were aware of activities in their home counties? He requested that they send information and photographs to Jones. Lane (Nevada), Lloyd (Amador, Calaveras, and Tuolumne), Herbst (SLO), Cooper (San Joaquin), and Boracci (Glenn) all had activities to report.
- D-5 **Membership Relations Committee (MCRC)** – Glover said the committee was still updating its procedures. The Chapter Status Form is now on the website, listed under the chapters link. – see <https://cgja.org/chapter-status-filing/>. This replaces the semiannual survey. An Eblast with a link will be send directly to chapter officers on a semi-annual basis.
- Caranci pointed out that 38 people from 24 counties attended the chapter meeting last month. Herbst asked about the basis for the membership figure labeled “Renewing members to date.” Glover with check on it with Mike Hofman and let us know.
- D-6 **Training Committee (TC)** – Rogers said that the curriculum subcommittee has been very active. The newly revised manual is a couple of weeks away, with considerable input from Karen Jahr. In response to a question from Herbst, the manual will go to the printer by March 15.
- Caranci said the committee has been busy with new trainers for next year. The last interview has been done. There will be a record of 15 new trainers, five of whom are attorneys. There are also several women. There will be 39 trainers in all; all of whom are needed to cover 54 counties in a period of eight weeks. The Train the Trainer session will be in April and will be expensive.
- Lloyd emphasized the improvement in training that has occurred with each session over the years. It makes the foreperson’s job much easier and more efficient.
- D-7 **Finance Committee (FC)** – Rogers referred to the treasurer’s report and the expense to be described in an action item. Gibbons pointed out that in 2023 we earned \$13 from our savings account. In contrast, we earned \$2,653.45 from our CDs. In 2024 we will gain \$2,117 from CDs maturing in January/February.
- Herbst congratulated the FC for developing procedures to handle unforeseen expenses.
- D-9 **Nominations and Elections Committee (NEC)** – Deeming said committee would have its first meeting tomorrow.
- D-10 **Awards Committee (AC)** – no report.
- D-11 **Bylaws & Policy Review Committee (BPRC)** – Jahr said minor changes were being made to the bylaws and policy and procedures manuals. The president and secretary will take the lead in filing papers for the name change with the CA Secretary of State.
- D-13 **Technology Committee (Tech)** – Panetta said the committee is collaborating with Asst. Treasurer Lane on the STRIPE credit card processor.

Herbst reported the website posting of a form for chapter updates. He anticipates heavy web updating cycles with the summer teaching schedule. Website viewership is up.

D-14 **Grand Jury Effectiveness Workgroup (GJE)** – no report.

**E. Action Agenda**

E-1 **President appointment ratified, 01/26/24** - informational

E-2 **Vice-president appointment ratified, 01/29/24** - informational

E-3 **A. Call for a vote, from CGJA members, to change name of the corporation shown in the Articles of Incorporation, to “Civil Grand Jurors’ Association of California.”**

**B. Set the quorum for the vote. (informational, Executive Committee Action)**

Secretary Sommer explained that these three actions had been approved by the board’s unanimous vote on each. They are included here to provide a record in the meeting minutes.

The vote on the name change was 136 Yes and 10 No.

E-4 **Adopt amendments to the Bylaws and Policies. Approve the application of the association name change to the CGJA Bylaws and Policy Manual.**

[Motion made by Jahr, seconded by Caranci]

The motion passed, 12-0-0, by hand vote.

E-5 **Approval up to \$2,500 for expenses relating to the CGJA name change and logo design.**

[Motion made by Jones, seconded by Glover]

Jones described the redesign process. The \$,2,500 covers the design cost, includes \$950 for Cision (a public relations agency) to disseminate the name change throughout the state, and provides for additional unanticipated expenses.

The motion passed, 12-0-0, by hand vote.

E-4 **Approve logo.**

[Motion made by Jones, seconded by Deeming]

Jones said Kendall Tieck and Spencer Sias worked with her to settle on the final logo design.

The motion passed, 12-0-0, by roll call vote.

**F. Director Comments**

Caranci complimented President Cooper for a well-run first meeting. Gibbons thanked the logo subcommittee (see above) for its work. Herbst asked about name-change timing. Officially using it will require the final approval by the CA Secretary of State of the name change as stated in the Articles of Incorporation. The president and secretary will complete the necessary paperwork.

There need for a service mark (SM) was discussed. The consensus was that having service mark was desirable, but that it need not be used in all instances of the logo use. The website will make it clear that we have a service mark.

**G. Adjournment (4:29 p.m.)**

Respectfully submitted,

Bylaws and Policy Review Committee  
**Proposed Bylaws, Policies, and Procedures Amendments**  
Draft 7 -- February 21, 2024

**Proposed Bylaws Amendments**

1. Art. 4, §2, paragraphs (a) and (b)

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.

*A quorum for voting on matters submitted to the membership electronically shall be at least 20% of the members eligible to vote; action shall be taken upon a simple majority vote. A quorum for voting on matters voted on in person shall be at least 10% of the members eligible to vote. Action shall be taken upon a simple majority vote unless a provision of the CGJA Bylaws or these policies requires a greater vote.*

(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.

*[Paragraphs (c) – (e) not included.]*

2. Art. 7, §3

Section 3. Vacancies; Removal of Officers

The president has the sole authority to fill a vacancy in any officer position for the remainder of the term, subject to ratification of the board, *except that a vacancy in the position of president shall be filled by a vote of the Executive Committee, 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.

3. Art. 9, §1

Section 1. Executive Committee

The Executive Committee is a standing committee composed of the president, vice president, secretary, and treasurer. The president may nominate one or two other directors for membership as required to maintain an odd number of Executive Committee members. The at-large members shall be approved by the board of directors and 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 decisions of the Executive Committee shall be final unless the Bylaws or these policies require a vote of the membership or ratification by the Board of Directors.* 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.

**Proposed Policy Amendments**

4. Pol. 6.30, Chairperson Responsibilities

*[Current paragraphs A through D not included.]*

*E. The chair will ensure that any documents on CGJA's website that were created by or posted at the request of the committee are reviewed annually by the committee and updated or removed as appropriate.*

*[Current paragraphs E and F to be re-lettered F and G.]*

5. Pol. 11.60, Review of Proposed Bylaws of Proposed CGJA Chapters

~~LLRC shall, upon the request of the Member and Chapter Relations Committee (MCRC), review the proposed bylaws of any prospective CGJA chapter for substantial compliance with the CGJA Bylaws and the CGJA Policy Manual. LLRC will provide written comments from its review, along with any suggested changes, to the MCRC chair.~~

6. Pol. 13.40, Director Nominations and Elections

13.40 Director Nominations and Elections

A. NEC's primary duty is to seek out the most competent CGJA members to serve as directors. NEC is responsible for all aspects of the annual election of directors, which shall be conducted electronically or by regular mail at the direction of the board. NEC shall be in charge of publicity *and other methods of recruiting* potential candidates. *NEC shall screen the candidates to determine that each has the skills, experience, time, and dedication to fully and productively participate in all board activities. NEC may reject a candidate if the person does not meet these qualifications. As the CGJA Bylaws require the Board of Directors to be comprised of 5 to 12 directors, NEC is not required to identify a candidate to fill every open director position.*

B. *NEC shall produce and deliver* ballots with supporting materials to all eligible voters, *observe* the vote tally process, and *safeguard the* returned ballots. NEC is also responsible for sending the

Approved 03-26-24

proposed annual ballot to the president and secretary for inclusion in the agenda packet of the board of directors meeting that precedes the mailing of the ballots so that the ballot can be approved by the board.

7. Modify CGJA's Bylaws and Policy Manual to change every reference to the "California Grand Jurors' Association" to the "Civil Grand Jurors' Association of California."

BPRC Proposed Bylaws, Policies Draft 7