

**GJAO BYLAWS**  
Amended December 6, 2012

ARTICLE I

NAME AND OBJECTIVES

SECTION 1 > The name of the Association shall be GRAND JURORS ASSOCIATION OF ORANGE COUNTY.

SECTION 2 > The objectives of the Association shall be to consider and make recommendations on matters of public interest in Orange County and to promote the education of the public and office holders in the function and purpose of the grand jury system and to conduct other activities as may seem proper to the Association.

Article II

MEMBERSHIP

SECTION 1 > Any person shall be eligible for Regular Membership in the Association who has served as a member of a Regular Orange County Grand Jury. Additionally, any resident of Orange County who has served on any other Regular County Grand Jury in California shall be eligible for Regular Membership in accordance with SECTION 4 of ARTICLE II.

SECTION 2 > Any person shall be eligible for Associate Membership in the Association who has served as an alternate for the Orange County Grand Jury or as a member of any Special Orange County Grand Jury per California Code PC §§904.6 or equivalent. Associate Members shall have all the privileges of Regular Members except that Associate Members shall have no voting rights and shall not be eligible to serve on the Board of Directors or any committee established by the Board of Directors.

SECTION 3 > The Board of Directors shall have the power to admit by invitation an Honorary Life Member. Honorary Life Members shall have no voting rights and shall not be eligible to serve on the Board of Directors or any committee established by the Board of Directors.

SECTION 4 > All applications for membership shall be referred to the Board of Directors for determination of eligibility and approval for membership. The determination of eligibility and approval by the Board of Directors shall be final and not subject to any review.

SECTION 5 > The Board of Directors may from time to time establish and fix membership fees or dues and determine the amount thereof, which shall be due on January 1 of each year.

The Second Vice-President shall notify in writing any Regular or Associate Member who is more than three (3) months delinquent in the payment of any membership fees or dues prior to May 1. If the member is still delinquent in the payment of the membership fees or dues on June 1, his or her name shall be removed from the roll of members, and all rights or benefits of membership shall thereupon terminate. Upon payment of dues, the member shall be reinstated.

SECTION 6 > The membership of any member of the Association may be terminated for cause by a two-thirds (2/3) vote of the Board of Directors. Cause for termination shall exist if a member (i) has been declared of unsound mind by a final court order; (ii) has been convicted of a felony; (iii) has breached a duty of care owed to the Association as a Director of the Association; (iv) has committed acts injurious to the Association or its reputation in the community; or (v) has failed in a material and serious degree to observe the rules of conduct of the Association. If grounds appear to exist for termination, the member shall be given at least thirty (30) days notice of the proposed termination and the reasons therefore, and the member shall be given an opportunity to be heard to refute the charges. Following this hearing, the Board of Directors shall decide whether cause for termination exists. The decision of the Board of Directors shall be final and not subject to any review.

Article III

BOARD OF DIRECTORS

SECTION 1 > The affairs of this Association shall be administered by a Board of Directors consisting of twelve (12) members who shall be elected by the Regular Members. Directors must be Regular Members of the Association.

SECTION 2 > To preserve continuity, Directors shall serve for a two-year term. One half of the Board of Directors (six members) shall be elected each year. The term of office shall begin on January 1st.

No director shall serve more than six (6) consecutive years. Fulfillment of an unexpired term of less than six (6) months will not count as part of the six (6) years.

SECTION 3 > It shall be the duty of a Nominating Committee to solicit and obtain nominations of consenting candidates for the Board of Directors.

Nominations mailed by US Postal Service or electronic mail to the Chair of the Nominating Committee must be received by the Chair no later than August 1<sup>st</sup> and must contain the written consent of the nominee. The Nominating Committee will not be responsible for misdirected or lost mail.

SECTION 4 > The slate of nominees shall be announced in the notice for the September General Meeting of the Membership, and introduced at the September general meeting of the membership. Additional nominations of consenting members may be made from the floor at that meeting. Should there be but one person nominated for each Directorship, the election may be by voice vote at September general meeting.

Should there be more than one person nominated for each Directorship, the voting shall be by written ballot at the September General meeting. Those candidates receiving the highest number of votes shall be declared elected. In the event of a tie for the sixth position, the successful candidate will be determined by a blind draw.

SECTION 5 > For the purposes of this section, the six Directors serving their second year and the six newly elected Directors shall be called the "New Board."

The Nominating Committee shall recommend from among the New Board, candidates for the offices of the Association. The Nominating Committee shall present this slate of nominees to the New Board for consideration at a Special Meeting of the New Board in December or January. Nominations for Officers of the New Board may also be made from the floor at this Special Meeting.

Should there be but one person nominated for each office, the election may be by voice vote. Should there be contested offices, election for those offices will be by secret ballot.

SECTION 6 > All Past Presidents of this Association who are not reelected to the Board of Directors become Ex-Officio Members of the Board, with all privileges except voting on matters before the Board.

SECTION 7 > Should a vacancy occur on the Board of Directors, the Board is authorized to nominate and elect a Regular Member of the Association to serve on the Board to complete the unexpired term.

SECTION 8 > Any action of the majority of the Board of Directors, although not at a Regular or Special Meeting, shall be as valid and effective in all respects as if passed by the Board at a Regular Meeting if the record thereof is assented to in writing by a majority quorum of the Board or ratified by a majority of the board at the next regular board meeting.

SECTION 9 > The Board of Directors shall manage the business of the Association and, subject to the restrictions imposed by law, by the Articles of Incorporation or these Bylaws, may exercise all of the powers of the Association.

SECTION 10 > It is hereby expressly declared that the Directors shall have the power to make and change regulations not inconsistent with these Bylaws for the management of the business and affairs of the Association.

SECTION 11 > The Directors shall serve without compensation. Expenses incurred for legitimate costs may be claimed for reimbursement by submitting written invoices to the Board for approval.

SECTION 12 > Any Director who does not attend three (3) consecutive Regular Meetings of the Board of Directors (including General Meetings of the members of the Association), may be retired from the Board by a vote of the Board of Directors. The Board shall notify the retired Director of this action and proceed to fill the vacancy.

#### Article IV

##### MEETINGS

SECTION 1 > General Meetings of the members of the Association shall be held on the first Thursday of March, June, September and December of each year, unless otherwise determined by the Board of Directors and not less than twenty (20) days notice thereof is given to the members. The Board of Directors is authorized to determine the time and place for such meetings.

SECTION 2 > Regular Meetings of the Board of Directors shall be held on the first Thursday of January, February, April, May, July, August, October and November of each year. Regular Meeting may be cancelled with consent of a majority of the Board of Directors, and not less than four (4) days notice thereof is given to the members of the Board. The President is authorized to determine the time and place for such meetings.

SECTION 3 > Special Meetings of the members of the Association may be called by the President, three (3) Directors or twelve (12) Regular Members. Notice of the Special Meeting of the members of the Association shall be given by the Secretary to each Regular Member not less than twenty (20) days prior to the date of holding such a meeting.

SECTION 4 > Special Meetings of the Board of Directors may be called by the President or upon request of three (3) Directors. The Secretary shall give notice of the Special Meeting of the Board of Directors to each Director not less than four (4) days prior to the date of holding such a meeting.

SECTION 5 > Twenty-one (21) Regular Members of the Association shall constitute a quorum at a General or Special Meeting of the members of the Association. Seven (7) Directors shall constitute a quorum at either a Regular or Special Meeting of the Board of Directors.

SECTION 6 > No member may be represented by another person or shall vote by proxy. There shall be no voting by absentee balloting.

SECTION 7 > Resolutions may be adopted by a majority of those voting members present.

## Article V

### OFFICERS

SECTION 1 > The Officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, a Parliamentarian and a Sergeant-at-Arms.

SECTION 2 > The term of office of these Officers shall be one year.

SECTION 3 > The duties of the Officers are as follows:

*1. The President shall:*

- a. Preside at all meetings of the Association and the Board of Directors.
- b. Appoint all committee Chairs.
- c. Be the Chief Executive Officer of the Association.
- d. Have such other powers and perform such other duties as may be required, from time to time, by the Board of Directors. Be an Ex-Officio Member of all committees.

*2. The First Vice-President shall:*

- a. Be the Chair of the Program Committee.
- b. In case of the absence or disability of the President, shall pro tempore assume and perform the duties of the President.

*3. The Second Vice-President shall:*

- a. Be Chair of the Membership Committee
- b. Act as Presiding Officer in the absence of the President and the First Vice-President.
- c. Keep the Association official Membership Roll.

*4. The Secretary shall:*

- a. Keep a record of the proceedings of all meetings.
- b. Serve all notices required by law, by these Bylaws or ordered by the Board of Directors.
- c. Transfer his/her records to the succeeding Secretary at the end of his/her term of office.

*5. The Treasurer shall:*

- a. Collect all fees and dues.
- b. Furnish, prepare, and keep a full set of books of account, showing every detail of the business and the Association's accounts, and all receipts and disbursements, the amount of cash on hand and the amount of money owed by the Association or owing to it and such other information as may be, in the judgment of the Treasurer, pertinent, or such other information as may be required by the Board of Directors.
- c. Pay the bills of the Association upon approval of the Board of Directors.
- d. Be authorized to be the sole signatory of checks and drafts totaling Five Hundred Dollars (\$500.00) or less. All checks, drafts or other orders in an amount greater than Five Hundred Dollars (\$500.00) for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer and counter-signed by one of the following: the President, a Vice-President or Secretary who has a valid and current signature card registered with the financial institution on which checks are drawn.
- e. Submit an annual budget to the Board of Directors at the February Meeting.

*6. The Parliamentarian shall:*

- a. Maintain a record book that shall contain the Bylaws, special rules of order, standing rules and any amendments to these documents properly recorded. It shall also include a copy of Roberts Rules of Order, Revised.
- b. Advise and rule on Parliamentary procedures at meetings when deemed necessary.
- c. Review the Articles of Incorporation and the Bylaws of the Association on a yearly basis.

*7. The Sergeant-at-Arms shall:*

- a. Preserve order at all meetings.
- b. Perform such other duties as may be from time to time assigned by the President.

## Article VI

### COMMITTEES AND APPOINTMENTS

SECTION 1 > The President, upon the authority conferred by the Board, shall appoint Regular Members to serve as committee Chairs on any subject within the power of the Association.

SECTION 2 > The President shall appoint a Chair of the Nominating Committee. The Nominating Committee shall serve for the calendar year and shall have the duty to solicit and obtain nominations for each elective position within the Association except in case of a mid-term vacancy on the Board of Directors (Article III, Section 7). This committee shall be confirmed and seated at the February Board Meeting.

SECTION 3 > The President shall consult with the Chairs of the Membership, Program and Nominating Committees prior to the appointment of other members of these three (3) committees.

SECTION 4 > The President shall appoint an Audit Committee of not less than two (2) Regular Members of the Association. This Audit Committee shall be appointed some time after the February Meeting of the Board of Directors. No more than one member of the Board of Directors may be appointed to the Audit Committee. The Audit Committee shall conduct a year-end audit of the financial affairs of the Association after the books are closed at the end of the fiscal year (December 31<sup>st</sup>) and shall report to the new Board of Directors at the following February Meeting of the Board. The term of office of the Audit Committee shall end after delivery of said report.

SECTION 5 > Any committee may meet at such time and place as may be determined by a majority of the committee.

#### Article VII

##### FISCAL YEAR

SECTION 1 > The fiscal year of this Association shall be the calendar year.

#### Article VIII

##### MISCELLANEOUS PROVISIONS

SECTION 1 > Whenever these Bylaws require any notice to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at that person's last known post office address; and such notice shall be deemed to have been given on the day of such mailing. The person entitled thereto may waive any notice required to be given under these Bylaws. Only Regular, Associate and Honorary Members are entitled to receive notice of any meetings, except as otherwise provided by the Board of Directors.

SECTION 2 > The rules contained in "Roberts Rules of Order, Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

#### Article IX

##### AMENDMENT TO BYLAWS

SECTION 1 > The Regular Members, by the affirmative vote of a majority of the Regular Members present, may, at any meeting amend or alter any of these Bylaws, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.