

Bylaws
The Grand Jurors' Association of Orange County
(Approved by the Membership - 12/05/19)

ARTICLE I - NAME

The name of the Association shall be the Grand Jurors' Association of Orange County. The Association is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code and the Articles of Incorporation issued by the State of California.

ARTICLE II - PURPOSE

A. The purpose of the Association shall be to:

1. Promote the resolution/implementation of recommendations made by previous grand juries to increase the effectiveness of the grand jury system;
2. Study and make recommendations to appropriate entities regarding local, civic, governmental, and institutional issues/concerns;
3. Become involved in such other activities deemed by the Association to be in the public interest;
4. Encourage the participation of past grand jurors through outreach and opportunities for interaction at Association meetings and activities;
5. Encourage and promote participation in the grand jury process; and
6. Serve as a resource/consultant to the current Orange County Grand Jury.

B. Function

The Association is a non-partisan, non-sectarian, non-profit organization. Officially, it neither engages in, nor lends its influence to, prohibited political issues, candidates, or legislation. The Association may take a position on proposed legislation affecting the grand jury system.

ARTICLE III - MEMBERSHIP

A. Any person shall be eligible for Regular Membership in the Association who has served in good standing 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.

B. 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. Associate Members may serve on committees.

C. The Board of Directors shall have the power to admit, by invitation, an Honorary Member. Honorary Members shall have no voting rights and shall not be eligible to serve on the Board of Directors. Honorary Members may serve on committees. Honorary Members are not required to pay dues.

D. All applications for membership shall be referred to the Board of Directors for the verification of eligibility and approval for membership. The determination of eligibility and approval by the Board of Directors shall be final and not subject to review.

E. The Board of Directors may establish and fix membership fees or dues and determine the amount thereof, which shall be due on January 1st of each year. The Second Vice-President shall notify in writing any Regular or Associate Member who is more than three months delinquent in the payment of any membership fees or dues before May 1st. If the member is still delinquent in the payment of the membership fees or dues on June 1st, 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 eligible to reapply.

F. Association membership may be considered for termination for cause by a vote of the Board of Directors. Cause for termination shall exist if a member: (1) has been declared of unsound mind by a final court order; (2) has been charged with a felony; (3) has breached a duty of care owed to the Association; (4) has committed acts injurious to the Association or its reputation in the community; or (5) 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 days notice of the proposed termination. The member shall be given an opportunity to refute the charges. Following this hearing, the Board of Directors shall decide by a two-thirds vote whether cause for termination exists. The decision of the Board of Directors shall be final and not subject to review.

ARTICLE IV - BOARD OF DIRECTORS

A. The affairs of this Association shall be administered by a Board of Directors consisting of eleven members who shall be elected by the Regular Members. Directors must be Regular Members of the Association.

B. To preserve continuity, Directors shall serve for a two-year term. One half of the Board of Directors (five/six members) shall be elected each year. The term of office shall begin on January 1st. No director shall serve more than six consecutive years. Fulfillment of an unexpired term of less than six months will not count as part of the six years.

C. The Nominating Committee shall prepare a slate of nominees 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 1st and must contain the written consent of the nominee.

D. The list of nominees shall be announced in the notice for the September General Meeting of the membership and introduced at the September General Meeting. 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 that meeting. Should there be more than one person nominated for a 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, the successful candidate will be determined by a blind draw.

E. For this section, the five/six Directors serving their second year and the five/six newly elected Directors shall be called the "New Board." The Nominating Committee shall recommend candidates for the Officers of the Association for the New Board. The Committee shall present this slate of nominees to the New Board for consideration at a Special Meeting of the New Board in December or at the Regular Meeting of the Board in January. Nominations for Officers of the New Board may also be made from the floor at this meeting. Should there be but one person nominated for each office, the election may be by voice vote. Should there be contested offices, an election for these offices will be by written ballot.

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

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

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

I. It is expressly declared that the Directors shall have the power to make and change procedures not inconsistent with these Bylaws for the management of the business and affairs of the Association.

J. The Directors shall serve without compensation. Expenses incurred for legitimate Association business may be claimed for reimbursement by submitting written invoices (receipts or other documentation) to the Board for approval.

K. Any Director who does not regularly attend or missed three 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 V - OFFICERS

A. The Officers of the Association shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Parliamentarian.

B. Any member in good standing can nominate a member of the Board for a position as an Officer. Nominations shall occur at the January meeting or by submitting it by email to the President and Secretary before January 1st. Should there be but one person nominated for a position, the candidate will be elected by a show of hands. Should there be a contested position, the candidate shall be elected by a written ballot. An elected officer shall serve a term of one year ending December 31st. The President shall not serve more than two consecutive full one-year terms.

C. Officers and Directors shall serve without compensation. The Board shall establish procedures by which Officers, Directors, and other members may be reimbursed for actual and necessary expenses incurred in fulfilling their duties.

D. Any Officer or Board member, other than the President, may resign at any time by giving written notice to the President with a copy to the Secretary. The President may resign at any time by giving written notice to the First Vice-President with a copy to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any Officer or Director may be removed or disqualified for cause by a majority vote of the Membership.

E. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a majority vote of the Board with notification to the Membership at the next General Membership meeting.

F. 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 Committee Chairs;
- c. Appoint the members of the Audit Committee;
- d. Serve as the Chief Executive Officer of the Association;
- e. Serve as an Ex-Officio Member of all committees;
- f. Execute contracts and obligations of the Association as authorized by the Board.

2. The First Vice-President shall:

- a. Chair the Program Committee;
- b. In case of the absence or disability of the President, temporarily assume and perform the duties of the President.

3. The Second Vice-President shall:

- a. Chair the Membership Committee;
- b. In case of the absence or disability of the President and First Vice-President, shall pro tem assume and perform the duties of the President;
- c. Keep the Association's official Membership Roll.

4. The Secretary shall:

- a. Keep a record of the proceedings of all Board meetings, both Regular and Special;
- b. Serve all notices required by law, by these Bylaws, or ordered by the Board of Directors;
- c. Be authorized to co-sign, with the President, contracts, and obligations of the Association;
- d. Transfer Association records to the succeeding Secretary at the end of the term of office.

5. The Treasurer shall:

- a. Deposit all fees and dues;
- b. Prepare, furnish, and keep a full set of books of account, showing every detail of the business and the Association's accounts, and all the 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 judgement 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 as the signatory of checks and drafts totaling One Thousand Dollars (\$1,000.00) or less. All checks, drafts, or other orders in an amount greater than One Thousand Dollars (\$1,000.00) or the payment of money, notes or other evidence of

indebtedness issued in the name of the Association shall be signed by the Treasurer and countersigned 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;
- f. Prepare and submit all required tax documents.

6. The Parliamentarian shall:

- a. Maintain a “Corporate Record Binder” that shall contain the current Bylaws, special rules of order, standing rules, Articles of Incorporation, and any amendments to these documents properly recorded. It shall also include a copy of the latest edition of Robert’s Rules of Order, Newly Revised;
- b. Advise and rule on Parliamentary procedures at meetings when deemed necessary;
- c. Ensure that the Association complies with the Articles of Incorporation, and the Association Bylaws.

ARTICLE VI - COMMITTEES

A. The Association shall have standing committees and ad hoc committees necessary to operate and maintain the Association and to meet state and federal regulations.

1. The President, under the authority conferred by the Board, shall appoint Regular Members to serve as Committee Chair.

2. The committee chair shall determine the role of each committee member.

3. Each committee may meet at such time and place as may be determined by a majority of the committee.

4. The President shall appoint a Chair of the Nominating Committee. The Nominating Committee shall have the duty to solicit, obtain, and accept nominations for each elective position within the Association except in the case of a mid-term vacancy on the Board of Directors. This committee shall be confirmed and seated at the February Board Meeting.

5. The President shall consult with the Chair of the Membership, Program, and Nominating Committees before the appointment of other members to these three committees.

6. The President shall appoint an Audit Committee by the February Board meeting of not less than two Regular Members of the Association. No more than one member of the Board of Directors may serve on the Audit Committee. The Treasurer may not serve on this committee.

B. Standing Committees

1. Editorial/Public Relations Committee

Is responsible for producing the quarterly GJAOC Newsletter, conducting public relations for the Association, and maintaining the master mailing list. The committee shall maintain historical records and archive official documents of the Association. The Web Master shall be a member of this committee.

2. Membership Committee

Is responsible for all recruitment activities of the Association and the collection of annual dues. This committee shall maintain an updated membership list and provide a copy to the Editorial/Public Relations Committee.

3. Program Committee

Is responsible for the selection of speakers and arrangements for the luncheons at the Association's General Meetings.

4. Public Service Committee

Is responsible for reporting on the openings on County Boards, Commissions, and Committees. The committee shall maintain a directory of these activities, plus requirements for their membership.

5. Speakers Bureau

Is responsible for fulfilling the objectives of public education about the grand jury system. Members are supplied with grand jury information materials and provide informational presentations to further the purposes of the grand jury system.

C. Ad Hoc Committees

1. 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 31st) and shall report the results of the audit to the new Board of Directors at the April meeting of the Board. The term of office of the Audit Committee shall end after delivery of the Final Report.

2. Legislative Committee

Shall review and report on current and pending State and Federal legislation pertinent to the grand jury system and recommends appropriate action.

3. Nominating Committee

Shall nominate one or more candidates for each Board position and offer a slate of candidates each year to the general membership. Additionally, the Nominating Committee is responsible for offering a slate of candidates for each Officer position to the Board of Directors.

4. Taxpayer's Oversight Committee Selection Panel

Provides a Selection Panel to recruit, screen, and recommend persons to fill vacancies on the "OCTA Taxpayers Oversight Committee," an element of the transportation initiatives Measure M and Measure M2. Contracts with Orange County Transportation Authority are negotiated every five years.

5. Continuity Committee

Supports the tracking of Implementation of selected Grand Jury Recommendations from prior Orange County Grand Jury Reports.

ARTICLE VII - MEETINGS

A. General Meetings of the membership shall be held on the first Thursday of March, June, September, and December of each year, unless otherwise determined by the Board of Directors. Notice shall be given to the membership at least ten days before the meeting. The Board of Directors is authorized to determine the time and place of the meetings.

B. Special Meetings of the membership may be called by the President, or three Directors, or twelve Regular Members. Notice of a Special Meeting shall be given by the Secretary to the membership not less than ten days before a Special Meeting.

C. Regular Meetings of the Board of Directors shall be held on the first Thursday of January, February, April, May, July, August, October, and November each year. Any Regular Meeting may be canceled by a majority vote of the Directors provided that notification is given to all Directors at least four days before the scheduled meeting. The President is authorized to determine the time and place of Regular Meetings.

D. Special Meetings of the Board of Directors may be called by the President or upon the request of three Directors. The Secretary shall give notice of the Special Meeting of the Board to each Director not less than four days before the date of such meeting.

E. Twenty-one Regular Members shall constitute a quorum at a General or Special Membership meeting. Six Directors shall constitute a quorum at a Regular or Special Board of Directors meeting.

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

G. Resolutions may be adopted by a simple majority of voting members present.

ARTICLE VIII - MISCELLANEOUS

- A. The fiscal year of this Association shall be the calendar year.
- B. The Association is Incorporated by the State of California to operate for educational purposes under Section 501(c)(3) of the Internal Revenue Code and is subject to all applicable state and federal regulations.
- C. The rules contained in the most current edition of “Robert’s Rules of Order, Newly Revised,” shall govern Association proceedings except when the Rules are inconsistent with these Bylaws.
- D. Any public or member notice shall be delivered by telephone, fax transmission, email, or web page posting. Event or meeting notifications shall specify the location, date, and time of the meeting and the major items to be discussed.
- E. Regular Members, by the affirmative vote of a majority present, may, at any meeting amend or alter Bylaws, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.
- F. In the event the Association dissolves, all assets shall be distributed to the California Grand Jurors’ Association for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or equivalent section of any future tax code.
- G. No Director shall have any authority to bind the Association to a contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount unless duly authorized by the Board. The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.
- H. These Bylaws shall be reviewed every year and reaffirmed by the Board of Directors. Revisions of these Bylaws must be approved by a majority vote of the Regular Membership.

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