

Civil Grand Jurors' Association of California Chapter Bylaws Template

Below is a sample set of bylaws for new CGJA chapters that reflects CGJA policy as of March 2024. Existing chapters should use this template when amending their bylaws. Only **those items in boxes are required** to be in the new chapter's bylaws.

The language in italics provides guidance for drafting your bylaws; **remove** all the italicized wording, including these instructions, when you finish drafting your bylaws.

Submit your new or revised bylaws to the Membership and Chapter Relations Committee (MCRC) (membership@cgja.org) for review.

[Enter name of county] **CHAPTER,**
Civil Grand Jurors' Association of California

[Option: You may use the following chapter name. Omit the option not chosen].]

[If a formally organized corporation or association, enter name of organization], **A
CHAPTER OF THE CIVIL GRAND JURORS' ASSOCIATION of CALIFORNIA**

Article 1. General Provisions

1. The name of the organization shall be [enter the preferred chapter name] (the "Chapter"). The Chapter is joined with the Civil Grand Jurors' Association ("CGJA") in promoting the charitable and educational purposes stated in the CGJA Articles of Incorporation and shall advance the goals and objectives of CGJA within the State and particularly within [enter name of county] County.
2. The Chapter is, if tax exemption is requested, a subordinate of CGJA and is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code.
3. As part of CGJA, a 501(c)(3) organization, no substantial part of the activities of this chapter shall consist of attempting to influence legislation as a substantial part of its activities. The Chapter shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office or for or against any ballot measure. The Chapter shall not sponsor or propose legislation without the advance approval of the CGJA Board of Directors and shall be bound by the advocacy positions of CGJA.
4. The property of the Chapter is irrevocably dedicated to charitable or educational purposes and no part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

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5. The Chapter's policies and rules shall not include any provision that threatens the tax-exempt position of the Chapter or CGJA, nor omit any provision required to maintain the tax-exempt status.
6. The Chapter and its members shall not purport to represent CGJA in any communication without the prior written approval of CGJA's President.
7. The Chapter and its members shall not use CGJA's copyrighted training materials.
8. The Chapter shall not use the CGJA logo without prior permission from CGJA.
9. Upon the revocation of Chapter status, its assets shall be distributed to CGJA for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE 2. OFFICE

The principal office of the Chapter for the transaction of business is located with the President of the Chapter or at such other place in the Chapter's county as may be designated by the Chapter's Board of Directors.

ARTICLE 3. PURPOSES

The Chapter accepts the following purposes of CGJA as part of its own purposes. *[The Chapter may add purposes of its own as appropriate for its situation in its home county so long as those purposes do not conflict with CGJA's adopted purposes or the requirements for tax exemption under section 501(c)(3) of the Internal Revenue Code. If you add purposes, insert them in a bulleted list at the end of this Article and state above the list, "The Chapter also adopts the following as its local purposes:"]*

- To provide the 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,
- To promote comprehensive training and orientation of all new grand jurors throughout the state,
- To promote adequate funding, office and meeting facilities, and other support as typically required by grand juries to be provided to them in all counties throughout the state pursuant to fulfilling their lawful duties,
- 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,
- 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,
- 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,

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- To support CGJA's publication of a statewide informational newsletter to provide current comprehensive information on activities regarding the grand jury,
- To support CGJA's annual statewide conference of grand jurors and others interested in matters pertaining to the preservation and enhancement of the California Grand Jury institution,
- To support CGJA's efforts to preserve and enhance the grand jury system by studying issues or legislation that specifically pertains to the grand jury and to make recommendations based on nonpartisan analysis to the appropriate body or legislature,
- 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 made and continues to make to California's citizenry and toward good government.

ARTICLE 4. GOVERNING RULES AND POLICIES

The Chapter is organized within the structure of its own bylaws and policies, which shall not conflict with CGJA's bylaws and policies. The Board of Directors (the "Board") shall be the governing body of the chapter.

The Chapter shall have a Board of *[state total number, from 5 to 9]* Directors elected by the Chapter membership. The members of the Board shall elect, from the board members, the officers, which shall include a president, secretary, and treasurer at a minimum. (**Optional:** "The officers shall be elected by the members." *Omit the option not used.*)

One of these directors/officers shall be designated as the contact person with CGJA and responsible to promptly report any changes of the Chapter's bylaws or rules to the CGJA President. The Chapter shall notify the Chair of CGJA's Membership and Chapter Relations Committee whenever any officer or the designated contact person changes.

The Chapter shall promptly provide a list of all paid employees of the Chapter, if any, to the CGJA President and advise the President of any changes to that list.

ARTICLE 5. MEMBERS

Section 1: MEMBERSHIP

Membership shall consist of voting members and such other non-voting class(es) of members as the Board shall determine.

All voting members of the Chapter must be members in good standing with the Chapter.

The Chapter shall at all times maintain a minimum of three members who are also members in good standing of CGJA in order to maintain its status as a CGJA chapter and to maintain tax-exempt status as a subordinate member, if applicable. CGJA will notify the Chapter if at any time it has fewer than three Chapter members who are also members in good standing of CGJA.

Section 2: QUALIFICATION

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A voting member is an individual who is serving or has served on a regular grand jury per California Penal Code sections 888 and 901, or who has served as a district attorney, county counsel, or judge as a legal advisor to a grand jury per California Penal Code section 934(a) and has joined the Chapter and maintained Chapter membership. A voting member must be in good standing in the Chapter having complied with the Chapter's requirements for membership, including the payment of dues.

Section 3: MEMBERSHIP DUES AND MEMBERSHIP LIST

The annual membership dues and other fees of this organization shall be established by the Board. A member is in good standing only when dues are current. Annual dues shall be for the period July 1 through June 30 [or insert some other period chosen by the Board]. Those members whose dues are not paid within 30 days of July 1 [or insert the other date], shall be notified in writing that dues are in arrears. If dues are not paid within 30 days of such notification, the member shall be dropped from the membership unless the Board extends the time for payment.

The Chapter shall maintain and provide a membership list of the names of its voting members with email addresses to the CGJA Membership and Chapter Relations Committee each year during the month of July.

The Chapter shall not allow its membership list containing the names and addresses of each voting Chapter member to be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 4: RIGHTS AND RESPONSIBILITIES OF VOTING MEMBERS

a. Election of Directors

The Chapter voting members are responsible for the election of the Board. The Board has the responsibility for direction of the Chapter, and such other actions as may be required by and in accordance with the applicable provisions of the California Corporations Code, CGJA policies relative to its chapters, and these Bylaws.

b. Other membership rights

The Chapter voting members shall have all other of the rights conferred upon members in accordance with the California Nonprofit Public Benefit Corporations Law.

Section 5: MEMBERSHIP MEETINGS

a. Regular membership meetings

Regular meetings of the membership shall be held at such time and place as may be designated by the Board.

b. Annual membership meeting

The annual membership meeting shall be held within 60 days of [June 1 or other date] for the purpose of electing directors and transacting such other business as may be provided in the meeting notice from the Board.

Notice of the annual membership meeting shall be mailed to the membership not less than 14 days before the meeting or, if provided electronically, not less than 10 nor more than 90 days before the meeting.

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A quorum for the transaction of business at the annual membership meeting shall consist of 15% of the voting members, or 5 or more voting members, whichever is greater.

c. Special membership meetings

Special meetings of the membership may be called by the Board, the Board President or by 20% or more of the members. Notice of a special meeting and the general nature of the business proposed, if any, shall be provided in accordance with the California Nonprofit Public Benefit Corporations Law governing membership rights and membership meetings.

ARTICLE 6. DIRECTORS

Section 1: NUMBER

The Chapter shall have no fewer than five (5) directors and no more than nine (9) directors, who collectively shall be known as the Board. A Director must at all times be a member of the Chapter in good standing.

Section 2: POWERS

Subject to the provisions of CGJA's Articles of Incorporation, these Bylaws, and CGJA's policies related to its chapters, the activities and affairs of the Chapter shall be conducted by the Board.

Section 3: DUTIES

It shall be the duty of the Directors to take actions needed to establish a program of activity for the Chapter in support of the sitting grand jury in the Chapter's home county. Directors will provide their address, telephone number, and email address to the Chapter Secretary.

The Directors as a body will establish meeting times for the Board and for the Chapter membership.

The Directors will establish and maintain close ties with the Membership and Chapter Relations Committee of CGJA. It shall be the responsibility of the Directors to perform any and all duties required of them by law and by these Bylaws.

Section 4: NOMINATION AND ELECTION OF DIRECTORS

Not less than ninety (90) days before the Annual Membership meeting of the Chapter, the President shall appoint a three-person Nominating Committee made up of two members of the Chapter in good standing and one Director who shall serve as Chairperson of the Nominating Committee. The Nominating Committee shall prepare a slate of nominees for the directors of the Chapter. The slate will be presented to the membership at the annual membership meeting, where the election of Directors and Officers will take place. At the time the slate is presented, nominations from the floor may be received. If there is only one nomination per office or director position, a motion can be made, seconded, and passed by majority vote of the members present and voting to accept the entire slate.

Section 5: TERM OF OFFICE

Each Director shall hold office on the Board as specified in these Bylaws, and until a successor is elected and qualifies. The term of office will be one year [Optional: two (2) years, with half elected each year], ending at the close of the annual membership meeting, or until a successor is

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elected, whichever comes later. [Optional:” A Director may serve no more than three consecutive two-year terms. A person will be eligible to serve again as a Director after a period of one year.”]

Section 6: PLACE OF BOARD MEETINGS

Board meetings shall be held at a designated place by resolution of the Board. Meetings may be held by teleconference or videoconference if the Board elects to do so.

Section 7: REGULAR BOARD MEETINGS

Regular meetings of the Board shall be held no less than two (2) times per year. Times and places of the meetings shall be set by the Board.

Section 8: SPECIAL BOARD MEETINGS

Special meetings of the Board may be called by the President, Vice President, or Secretary. The purpose of a special meeting is to address important business matters that require action before the next regular meeting.

Section 9: NOTICE OF BOARD MEETINGS

Regular meetings of the Board shall have notice of no fewer than 7 days and no more than 30 days. Special meetings shall be held upon at least 48 hours of notice. Notice shall be delivered by telephone, fax transmission or email. Notice shall specify the place, day and hour of the meeting and the major items to be discussed.

Section 10: QUORUM FOR BOARD MEETINGS

A majority of the directors of the Board shall constitute a quorum.

Section 11: CONDUCT OF BOARD MEETINGS

Meetings of the Board shall be presided over by the Chapter President or, in the President’s absence, by the Vice President or, in the absence of both of these persons, by a chairperson pro tem chosen by a majority of the Directors present at the meeting. The Secretary of the Chapter shall act as recording secretary of the meetings.

ARTICLE 7. BOARD OFFICERS

Section 1: QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Any elected member of the Board may serve as an officer of the Chapter. Officers shall be elected by the Board upon recommendation of the Board Nominating Committee. [Optional: The Board may choose to have the officers elected by the membership.] Elected officers shall serve a term of one year and serve to the later of the following events: (1) the end of the annual membership meeting or (2) until the officer’s successor is elected and qualified.

The Chapter shall notify the chair of the CGJA Membership and Chapter Relations Committee whenever new officers are elected or appointed.

Section 2: RESIGNATION

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Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Chapter. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3: VACANCIES

Any midterm vacancy on the Board caused by death, resignation, removal, disqualification or otherwise shall be filled by the President with concurrence by the Board. In the event of a midterm vacancy in any office other than that of President, such officer vacancy shall be filled by the President with concurrence by the Board. A vacancy in the office of President shall be filled by the remaining officers with concurrence by the Board.

Section 4: COMPENSATION

Officers and Directors shall serve without compensation. Officers may be allowed and paid their actual and necessary expenses incurred in fulfilling their duties.

Section 5: DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the Chapter. The President shall supervise and manage the affairs of the Chapter and the activities of the officers and act as liaison to CGJA. The President shall perform all duties incident to the office as may be required by the Chapter. The President shall preside at all meetings and execute such contracts, checks or other instruments which may be authorized by the Board. The President shall appoint the standing committee chairpersons with approval of the Board. The President will accept on behalf of the Chapter any contribution, gift, bequest, or device for charitable or public purposes of the Chapter.

Section 6: DUTIES OF THE VICE PRESIDENT

In the absence of the President if the Board has authorized a Vice President, the Vice President shall perform the duties of the President and when so acting shall have all the power and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by these bylaws or by the Board.

Section 7: DUTIES OF THE SECRETARY

In general, the Secretary shall perform all duties incident to the office and such other duties as may be required by law, the Chapter bylaws, and duties assigned to the Secretary from time to time by the Board. The Secretary shall certify and keep a copy of these bylaws and a copy of the bylaws of CGJA. The Secretary shall keep a book of the minutes of all meetings of the Board of Directors and of the membership of the Chapter and will make sure all appropriate notices are given. The Secretary shall be the custodian of the records of the Chapter.

Section 8: DUTIES OF THE TREASURER

The Treasurer shall have charge and custody of all funds. The Treasurer shall receive, deposit and disburse all funds in the name of the Chapter. All checks for payment of bills shall be signed by the Treasurer or one of two designated alternate officers. All bills over \$100 shall be approved by the Board before payment.

The Treasurer shall keep and maintain records of the business transactions and provide an account of financial transactions and reports of the financial condition of the Chapter. The Treasurer shall prepare or cause to be prepared financial statements to be included in required reports and shall prepare and provide necessary materials for an informal audit. The Treasurer, in

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addition to the President, may accept on behalf of the Chapter any contribution, gift, bequest or devise for charitable or public purposes.

The Treasurer shall file annual federal tax returns with the IRS, annual state tax returns with the Franchise Tax Board, registration or statement of information with the California Secretary of State, and the annual statement to the California Attorney General's Registry of Charitable Trusts.

[Optional: The Chapter's bylaws may provide for officers in addition to the President, Vice President, Secretary, and Treasurer – each of which should have a separate section describing the officer's duties.]

ARTICLE 8. COMMITTEES

Section 1: STANDING AND OTHER COMMITTEES

The Board may appoint or disband standing committees or other committees as it may find necessary and appropriate. The Chairperson and members of the committees shall be members of the Chapter in good standing.

Section 2: ADMINISTRATIVE GUIDELINES FOR COMMITTEES

The Board shall establish guidelines for each committee indicating the responsibility for appointment of members and chairperson; responsibility for direction of the work; budget and financial responsibilities and constraints; the tenure of the chairperson and members, and such other matters as needed for the orderly administration of each committee.

ARTICLE 9. CHAPTER RECORDS

Section 1: MAINTENANCE OF CHAPTER RECORDS

The Chapter shall maintain copies of the minutes of the Board meetings and minutes of the meetings of the Chapter membership. It shall maintain adequate books and records of business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

The Chapter shall file its appropriate tax returns annually with the IRS and the State of California by the 15th day of the fifth month after the close of its fiscal year and notify the chair of CGJA's Membership and Chapter Relations Committee of that filing.

The Chapter shall maintain access to a current copy of CGJA's Articles of Incorporation and Bylaws.

Section 2: ANNUAL REPORT

In order for CGJA to maintain current contact information for active chapters as well as assisting CGJA in responding to IRS or state inquiries, all chapters are to complete the Chapter Status Filing Form found on CGJA's website annually or whenever a change takes place.

Section 3: INSPECTION RIGHTS AND RIGHT TO COPY

Every Director and every member has a right to inspect and copy Chapter records and documents maintained in the standard course of the business of the organization, at their own

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expense. Notwithstanding the foregoing, a member’s inspection rights and right of access to the Chapter’s membership list shall be in accordance with the provisions of the California Nonprofit Public Benefit Corporations Law, including that such inspection and access rights must be for a purpose reasonably related to the member’s interest as a member.

ARTICLE 10. FISCAL YEAR

The fiscal year of the Chapter shall commence on _____ 1 and end on _____ 30 of the following calendar year.

ARTICLE 11. PARLIAMENTARIAN AUTHORITY

Except as otherwise specifically set forth in these Bylaws or adopted by the Board, all meetings shall be conducted pursuant to *Robert’s Rules of Order Simplified*.

ARTICLE 12. BYLAWS AMENDMENTS

These Bylaws may be amended at a regular meeting of the Board by a vote of two-thirds of the members of the Chapter’s Board present and voting. Written notice of the proposed bylaws amendments must be provided to each Board member at least 30 days prior to such meeting. Notwithstanding the foregoing, any proposed bylaws amendments which materially and adversely affect the voting rights of the members shall also require the approval of the Chapter membership.

A copy of any approved amendment to these bylaws or Chapter rules shall be sent to the CGJA President within 20 days of the effective date of the amendment.

ARTICLE 13. CHAPTER CONFORMANCE OBLIGATIONS

The Chapter shall advise the CGJA Board of Directors if at any time it finds itself unwilling or unable to conform to CGJA’s requirements. Such advice shall include the Chapter’s recommendation as to actions needed to return the Chapter to conformance with CGJA’s requirements. The CGJA Board of Directors will decide whether the Chapter proposals are adequate and if not, what action will be required, up to and including revocation of the Chapter’s status as a chapter of CGJA.

ARTICLE 14. CHAPTER DISSOLUTION

In the event the Chapter dissolves, all assets shall be distributed to CGJA for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

No corporate profits or assets are to be shared by Members or Directors of the Chapter.

BYLAWS ADOPTION AND/OR AMENDMENTS

This is to certify that this is a true and correct copy of the [insert name] Chapter bylaws and that these Bylaws were duly adopted by the Board of the [insert name] Chapter.

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Signed: _____ Date: _____
Chapter President or Secretary

Approved: _____ Date: _____
CGJA President