



Bylaws
of the
California Native Plant Society

Approved May 30, 2015

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Preamble

The California Native Plant Society (CNPS) was founded in 1965 in Berkeley, California and incorporated under state law as a non-profit, public benefit corporation. CNPS grew into a federation consisting of a central office in Sacramento and numerous chapters located throughout the state, each dedicated to the mission and goals of the Society as a whole.

In 2001, the California Native Plant Society adopted the organizational structure set forth in these bylaws in order to implement governance values desired by the Society's membership: volunteer leadership, primacy of the chapters, decentralization, democratic process, openness and transparency, efficiency, accountability and effectiveness. Subsequent amendments were approved in 2003, 2007 and 2014. This organizational structure consists of chapters and their individual members, the Chapter Council, the Board of Directors, the Executive Director, staff and Program Committees.

The chapters are organizational units based in a particular region or community of interest consisting of volunteers and members of the Society. They connect with local members, advocate for conservation issues relating to native plants and provide events and programs in support of education and outreach, native plant gardening, research and science and enjoyment of native plants. Chapters are required to (1) provide timely financial reports to the Treasurer for purposes of state and federal filings required by law, (2) annually report on their activities to the Chapter Council and to the central office and (3) help execute the Society's strategic plan with local programs and activities.

The Chapter Council is composed of a delegate from each chapter and has the authority normally ascribed to the membership of a non-profit corporation, that is: (1) electing the Board of Directors, (2) approving changes to the bylaws, and (3) reviewing and evaluating the work of the Board of Directors. The Chapter Council also (4) periodically reviews and/or modifies the Society's Vision, Mission and Goals, (5) participates in strategic planning, (6) enacts key policies relating to native plant protection and appreciation, (7) provides a forum for discussing issues of interest to all Chapters, and (8) builds strong relationships among Chapters and between the Chapters and the Board of Directors.

The Board of Directors performs the functions that such bodies normally perform under California law, that is: (1) exercising fiduciary oversight, (2) meeting legal obligations, (3) fundraising, (4) supervising the Executive Director, and (5) participating in strategic planning.

The Board of Directors and Chapter Council collaborate on important projects, such as Leadership Development and Strategic Planning with joint committees comprised of representatives of both bodies.

The Executive Director (1) oversees administrative and program staff, including volunteers, (2) manages the program committees, and (3) executes the Society's overall strategic plan and helps develop and implement action plans to carry out the Society's goals.

This preamble is explanatory only. The text below controls and takes precedence, should there be a conflict between the Bylaws and this preamble.

ARTICLE A: Members and Dues

Section A-1. Eligibility

- a. Any natural person interested in the native flora of California may become a chapter member as specified by the then-current membership policies of the Society.
- b. The Board of Directors may establish and revise classifications of membership based upon age, family status, dependency, or such other factors, as the Board may deem relevant and equitable.
- c. The Board may also establish membership classifications for institutions, organizations, groups, or categories, other than natural persons, deemed appropriate for membership.

Section A-2. Dues

- a. The Board of Directors shall establish, and may revise from time to time, annual dues rates for each membership classification and may also establish dues rates for longer periods of time including life memberships for individual members.
- b. Membership in the Society shall be effective only for the period for which membership dues are paid.

Section A-3. Voting

- a. Each individual chapter member who is a natural person shall be entitled to cast one vote on any matter subject to or submitted to a vote of the chapter with which the chapter member is affiliated.
- b. Two or more persons sharing a household may hold a single family membership and be entitled to cast a single vote on any matter subject to or submitted to a vote of the membership of a Chapter with which the chapter members are affiliated.
- c. The Board of Directors may establish policies governing voting by chapter members who are not natural persons.

Section A-4. Continuation and Termination of Membership

- a. Each eligible applicant for membership shall, subject to termination provisions set forth later in this section, continue as a chapter member in good standing so long as all applicable dues are paid and the chapter member does not violate CNPS policies, as set forth in Section A-4(b) below.
- b. The Board of Directors may terminate any membership upon finding that a chapter member has acted contrary to the purposes of the Society, violated the Society's policies as established by the Board, or utilized the name of the Society or identification with the

Society without authority and contrary to the Society's policies as established by the Board.

c. If any Chapter or the Chapter Council believes that any membership should be terminated, the Chapter or Chapter Council shall transmit, in writing and with notice to the chapter member in question, a request for termination, passed by a simple majority of the Chapter board or Chapter Council, together with a statement of the facts and circumstances supporting such request to the Board of Directors. The chapter member may, within 30 days of such transmittal, submit a brief narrative and statement of relevant facts and circumstances to the Board of Directors.

Section A-5. Membership Meetings

The Society does not anticipate holding meetings for the purpose of convening the entire membership. Membership meetings occur through formal meetings and informal activities of the Chapters.

ARTICLE B: Board of Directors

Section B-1. Power and Authority of Directors

a. The Board of Directors is the governing body of CNPS and fulfills the legal and fiduciary responsibility of directing the Society. It oversees the Society's financial affairs and retains the ultimate authority over the governance of the Society as set forth in the California Nonprofit Public Benefit Corporation Law, subject to any limitations in these bylaws relating to action required to be taken by the Chapter Council representing the membership.

b. The following powers are illustrative only, and shall not be construed as constituting or implying any limitation upon powers exercisable by the Board of Directors. The Board of Directors shall exercise the Society's power to:

- (1) Commence, conduct and defend legal proceedings;
- (2) Adopt, use and alter a corporate seal, but failure to affix a seal shall not affect the validity of any act or instrument of the Society;
- (3) Select, remove and prescribe powers, duties and compensation of officers, agents and employees, and require security for faithful service;
- (4) Qualify to conduct, and conduct activities anywhere in the world;
- (5) Acquire, hold, lease, encumber, convey, exchange, transfer upon trust, or otherwise dispose of real and personal property anywhere in the world, and receive and accept inter vivos or testamentary gifts of real or personal property, or both;
- (6) Borrow money, contract debts and issue bonds, debentures, notes or other evidences of indebtedness therefore, and secure the performance of obligations by mortgage or otherwise;
- (7) Acquire, subscribe for, hold, own, pledge or otherwise dispose of, and

represent shares of stock, bonds and securities of any other corporation, domestic or foreign;

(8) Purchase or acquire its own bonds, debentures or other evidences of its indebtedness;

(9) Make donations for charitable purposes;

(10) Act as trustee under any trust incidental to the principal objects of the Society, and receive, hold, administer and expend funds and property subject to such trust;

(11) Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind, whether or not such participation involves sharing or delegation of control with or to others;

(12) Enter into any contracts, assume any obligations or do any other acts incidental to the conduct of corporate affairs or the attainment of corporate purposes; or

(13) Do all other acts necessary or expedient for administration of the affairs and attainment of the purposes of the Society.

c. In accordance with California Nonprofit Public Benefit Corporations Code Sec. 5210, the Board of Directors delegates certain functions and responsibilities to the Chapter Council, as provided for in A-4, B-16, C-2(A), C-13, E-3, F-2 and H-6.

Section B-2. Number of Directors

At no time, except during periods of vacancies, shall there be less than nine (9), or more than fifteen (15) Directors. The Board of Directors will annually fix the number of Directors for the following year, except for the number of Chapter Council representatives to the Board, and shall do so before announcement of each year's election.

Section B-3. Composition of the Board of Directors

a. The Board of Directors of the California Native Plant Society shall consist of chapter members who have been elected to serve as:

(1) The officers of the Society, which consist of the President, Vice-President, Treasurer and Secretary;

(2) At least two but no more than four elected representatives of the Chapter Council, with the exact authorized number of directors elected under this Section being fixed from time to time by resolution of the Chapter Council.

(3) At least 3 but no more than 7 other CNPS chapter members possessing skills necessary to the work of the Board of Directors.

Section B-4. Role of Board of Directors

a. The duties of the Board of Directors include:

- (1) Developing the annual budget, providing fiscal oversight of the Society and assuring sound risk management and accountability of staff and Chapters on finance-related matters;
- (2) Establishing administrative policies to fulfill the duties of the Board;
- (3) Participating in formulation of the Society's strategic plan by:
 - (a) Selecting directors to serve on the Joint Strategic Planning Committee
 - (b) Voting to approve or disapprove the strategic plan developed by the Joint Strategic Planning Committee (after Chapter Council approval);
- (4) Guiding the Executive Director to implement the strategic plan in coordination with the Chapter Council;
- (5) Assuring that adequate resources are available to meet the needs and mission of the Society;
- (6) Directing the Executive Director to successfully execute the financial plan on an on-going basis;
- (7) Assuring that the Society is properly staffed to successfully execute its strategic plan;
- (8) Selecting directors to serve on the joint Leadership Development Committee in order to insure a steady supply of qualified leaders to meet the Society's needs; and
- (9) All other duties normally and customarily associated with a Board of Directors for a California public benefit corporation.

b. In addition, the Board of Directors carries the fiduciary duties for the activities of a nonprofit organization as imposed by California state law.

c. The Board of Directors is responsible to the Chapter Council for ensuring that the staff is held accountable for staff's performance and successful execution of the Society's strategic plan.

Section B-5. Election of the Board of Directors

Directors of the Society are elected as set forth in Article D of these bylaws.

Section B-6. President

The President is the chief executive officer of the Society and shall act as the chairperson of the Board of Directors. The President performs, or ensures the performance of, the following duties:

- a. Organize, facilitate and chair all meetings of the Board of Directors, including setting the agenda and seeking input from Board of Directors, Chapter Council, and executive director on what should be included;
- b. Ensure the effectiveness of the Board Committees;
- c. Retain, supervise, evaluate, and dismiss the Executive Director on behalf of and

consistent with the expressed desires of the Board of Directors;

- d. Chair the Executive Committee and ensure its success as a resource to support the Board of Directors and the Executive Director; and
- e. Fulfill any other duties as may be prescribed by the Board of Directors.

Section B-7. Vice-President

The Vice-President fulfills all duties of the president in case of absence, disability or removal of the President, and performs, or ensures performance of, the following duties:

- a. Provide support to the President to help make her/his job manageable and effective;
- b. Chairs the Leadership Development Committee, and certifies the results of the election of Directors, Officers and the Chapter Council Chair, Vice-chair and Secretary; and
- c. Fulfill any other duties as may be prescribed by the Board of Directors.

Section B-8. Secretary

The Secretary has overall responsibility for all record keeping for the Society. The Secretary performs, or ensures the performance of, the following duties:

- a. Record officially the minutes of all proceedings of the Board of Directors meetings and actions, and have such minutes distributed to the Board of Directors, the Chapter Council, and appropriate staff;
- b. Provide advance notice to the Board of Directors of all Board of Directors meetings in accordance with B-13(c);
- c. Provide advance notice of board meetings to Chapter Council Delegates via electronic mail, fax, or personal delivery. Notice of meetings shall indicate how to access the meeting agenda. Notice to Delegates need not be given for closed meetings dealing with litigation or personnel.
- d. Authenticate and maintain files of the records of the Society; and
- e. Fulfill any other duties as may be prescribed by the Board of Directors.
- f. Maintain records in compliance with California Corporations Code Section 6320.

Section B-9. Treasurer

The Treasurer has overall responsibility for all corporate funds. The treasurer performs, or ensures the performance of, the following duties:

- a. Keep full and accurate accounts of all financial records of the Society;
- b. Deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors;
- c. Disburse all funds when proper to do so;
- d. Develop reports as to the financial condition of the Society, and distribute such reports to the Board of Directors and other parties as required by law (California Corporation

Code 6321);

- e. In conjunction with staff, develop budgets and projections for the Society;
- f. Upon request and reasonable notice, financial records shall be made available to any Director, any Chapter Council delegate, or any chapter member, and
- g. Fulfill any other duties as may be prescribed by the Board of Directors.

Section B-10. Vacancies

- a. A vacancy shall exist whenever a Director resigns, becomes unable to serve for any reason or is removed in accordance with the law and section B-11 of these bylaws.
- b. The Chapter Council may immediately elect a new Director to fill any vacancy. The newly elected Director takes office immediately upon election and serves the remainder of the term of the Director whose vacancy is being filled.
- c. Should vacancies occur in either or both the President and Vice-President positions, the Board will poll current Directors to determine if someone is willing and able to serve in that capacity until the next scheduled election. The Chapter Council will vote as soon as practicable thereafter to approve the temporary officer position(s). In the event that no Director steps forward, the Chapter Council Delegates will be asked to nominate one or more of their number to fill the vacancy/vacancies until the next regularly scheduled election. The Chapter Council will vote to approve these temporary officer positions.

Section B-11. Removal

The Chapter Council may establish basic requirements for participation on the Board of Directors, including such criteria as attendance, civil participation, and loyalty to the Society. A Director may be removed from his position by the vote of 2/3 of the Delegates present at a Chapter Council meeting at which a quorum is present, for failing to meet these criteria.

Section B-12. Term of Office

Terms of Directors are as specified in Article D of these bylaws.

Section B-13. Meetings of the Board of Directors

- a. *Place of Meetings.* Meetings shall be held at such time and place as the president, in consultation with the Board of Directors, shall designate.
- b. *Call of Meetings.* Meetings of the Board of Directors may be called at any time at the Society's principal place of business, or other location, by the President, Vice-President, or upon written petition by thirty percent (30%) of the Directors. The Board of Directors will hold at least one (1) meeting each calendar year.
- c. *Notice to Directors.* The Secretary will provide, or cause to be provided, notice of all meetings. Such notice may be mailed, sent by electronic mail, faxed, or personally delivered to each Director at his or her latest physical and/or electronic address as shown in the Society's records. Meetings must be preceded by at least four (4) days notice by

first class or electronic mail or forty-eight (48) hours notice when delivered personally or by telephone. The notice shall state the time and place of meetings as well as the anticipated agenda. Notice of a meeting need not be given to any Director who (1) signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (2) who attends the meeting without providing written protest of the lack of notice prior to or at the beginning of the meeting.

d. *Proof of Notice.* A statement showing service of any notice pursuant to this article may be entered in the minutes of the meeting, and such entry shall be conclusive evidence that notice was duly given. Any waivers, consents and approvals given in lieu of regular notice shall be entered in the minutes of the meeting.

e. *Quorum and Voting.* A majority of the Directors then in office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Each Director is allotted one vote, and, unless explicitly stated otherwise in these bylaws, the Board of Directors has taken an action if such action has been approved by a simple majority resolution of the Directors voting in person or in writing.

f. *Meeting Without Notice.* If two-thirds (2/3) of the Directors are present at any meeting, or if a quorum is present and all Directors not present either (1) sign a waiver of notice of such meeting, or a consent to the holding thereof, whether prior to or after the meeting, or (2) approve the minutes thereof, the transactions of such meeting shall be as valid as if conducted at a meeting regularly noticed.

g. *Adjourned Meetings.* A majority of the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time, without further notice, until a quorum shall attend. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the beginning of the adjourned meeting to the Directors who were not present at the time of the adjournment.

h. *Attendance.* Any Chapter Council Delegate may attend a Board of Directors meeting. Any other person may attend a Board of Directors meeting if invited by at least one (1) Director. However, any non-Director may comment only upon issues for which comment is requested by the President. Attendance by non-Directors at closed meetings dealing with litigation or personnel is at the discretion of the President.

i. *Voting.* Each Director, will have one vote on any issue that comes before the Board of Directors.

j. *Rules of Order.* Meetings of the Board of Directors shall be conducted according to the *Standard Code of Parliamentary Procedure* (American Institute of Parliamentarians, 2012).

Section B-14. Action by Teleconference or Without a Meeting

a. Any action required, or permitted to be taken, by the Board of Directors may be taken by a meeting noticed in accordance with this article and conducted by teleconference or

comparable technology. Such actions taken by teleconference shall have the same force and effect as an equivalent vote of the Directors. A regular quorum is required for the transaction of business during a meeting by teleconference. During the teleconference, each participant must be able to understand, and be understood by, every other participant. The Secretary shall file a copy of the meeting notice and a record of the action taken by teleconference with the minutes of the Board of Directors meetings.

b. Any action required, or permitted to be taken, by the Board of Directors may be taken without a meeting if all Directors then serving consent in writing to such action. Such action by written consent shall have the same force and effect as an equivalent vote of the Directors. The Secretary shall file such written consent or consents with the minutes of the Board of Directors meeting.

Section B-15. Board Committees

a. The Board of Directors shall establish such board committees, consisting of Directors only, that it finds necessary or convenient to performing its governing and fiduciary duties.

(1) The Executive Committee, consisting of at least 3 Directors, works to coordinate and improve the work of other committees, provides counsel and advice to the president and executive director, and ensures that the Board of Directors is properly prepared to make decisions.

Section B-16. Advisory and Joint Board-Council Committees

a. The Board of Directors may establish one or more special or advisory committees of Delegates, chapter members, distinguished scientists, conservationists, or other qualified persons to advise the Board of Directors and Chapter Council on issues affecting CNPS governance and/or the conservation and appreciation of California's native flora.

(1) The Finance Committee, chaired by the Treasurer and consisting of at least 2 additional Directors or chapter members, is responsible for providing financial oversight for all of the fiscal operations of the organization, including developing an annual budget consistent with the strategic plan, assisting the Executive Director in the development of financial policies and procedures to give the Board important feedback on the financial health of the organization. The Finance Committee shall meet at least once per year.

b. Advisory committees include Joint Board-Council Committees, which shall consist of at least one representative each from the Board of Directors and the Chapter Council. Unless otherwise specified herein, committee members shall annually select the chair. The President may appoint such Directors as are needed to serve on Joint Committees or the Board may by resolution create another selection process.

(1) The Leadership Development Committee, chaired by the Vice President, is a Joint Board-Council Committee charged with recruitment, orientation, training, recognition and evaluation of officers, Directors, Chapter Council leaders, organizational leaders, and other key volunteers. The Leadership Development Committee ensures an adequate supply of candidates for each office, but is explicitly prohibited from endorsing

or disapproving of any candidate. As set forth in Article D, the Leadership Development Committee is responsible for operating the Society's electoral procedures.

(2) The Strategic Planning Committee is a Joint Board-Council Committee charged with reviewing and updating the Society's mission, vision, goals as well as developing the strategies and action plans for implementing them. Such review and revision is to be undertaken periodically, and at least every 10 years. When the Committee has completed its recommendations, the strategic plan shall be forwarded to the Chapter Council, which shall vote to approve or disapprove. Once approved by the Chapter Council, the strategic plan shall be sent to the Board of Directors for approval or disapproval. The Executive Director shall serve on the Strategic Planning Committee but shall not have a vote.

(3) The Bylaws Committee, a Joint Committee consisting of 3 Directors appointed by the Board president and 3 Chapter Council Delegates appointed by the Chapter Council Chair, periodically reviews the bylaws and proposes amendments thereto.

Section B-17. Compensation and Reimbursement of Directors

Directors will not be compensated for their service as Directors. The foregoing notwithstanding, Directors may receive reimbursement for their direct expenses incurred by participation as a Director of the Society, and may be compensated for other services provided to the Society, as specified by the Board of Directors.

Section B-18. Non-Liabilities of Directors

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Society.

ARTICLE C: Chapter Council

Section C-1. Composition of the Chapter Council

The Chapter Council of the California Native Plant Society will be composed of one (1) Delegate from each Chapter of the California Native Plant Society in good standing. Each Chapter's Delegate will be that Chapter's president, unless another chapter member is chosen under section D-1.

Section C-2. Role of Chapter Council

a. The Chapter Council constitutes the membership of the Society for corporate governance purposes. It is responsible for fulfilling the following governance functions:

- (1) Electing the Officers and Directors;
- (2) Periodically voting to approve or disapprove the Society's strategic plan, as developed by the Strategic Planning Committee;
- (3) Voting to approve or disapprove any proposals to amend the CNPS Bylaws submitted by the Bylaws Committee;

(4) Establishing policies and resolutions pertaining to native plants and native plant habitat in order to further the Society's strategic plan and guide the program work of the Society;

(5) Maintaining strong relations throughout the organization, particularly among Chapters, and between the Chapters and the Board of Directors; and

(6) Annually evaluating (1) the performance of the Board of Directors; and (2) the Society's execution of its strategic plan, including the program work of the organization.

(7) Monitoring the status and/or standing of Chapters and, when appropriate, recommending by resolution to suspend or terminate a Chapter;

b. The Chapter Council does not have the authority or responsibility to conduct the business of the Board of Directors as described in Article B of these bylaws. Under no circumstances will the Chapter Council have any authority or responsibility that may be interpreted so as to make its Delegates have fiduciary responsibility for the Society, or to cause the Chapter Council to be considered the Board of Directors of the Society pursuant to the California Corporations Code.

Section C-3. Chair of the Chapter Council

a. The Chair of the Chapter Council shall preside over meetings of the Chapter Council. The Chair of the Chapter Council performs, or ensures performance of, the following duties:

(1) Organize and facilitate all meetings of the Chapter Council, including setting the agenda and seeking input from the Chapter Council, Board of Directors, and Executive Director on what items should be included;

(2) Ensure the effectiveness of the Council Committees;

(3) Communicate with the Board of Directors via the Chapter Council Representatives regarding the intent of the Chapter Council and all Board of Directors policy, evaluation and direction issues; and

(4) Fulfill any other duties as may be prescribed by the Chapter Council.

b. The Chair of the Chapter Council's term of office and method of election is as described in Article D of these bylaws.

c. The Chair of the Chapter Council may also serve as a Chapter Council Representative to the Board of Directors as specified in Section C-6.

Section C-4. Vice-Chair of the Chapter Council

a. The Vice Chair of the Chapter Council fulfills all duties of the chair of the Chapter Council in case of absence, disability or removal of the Chair of the Chapter Council. The Vice Chair of the Chapter Council will also fulfill any other duties as may be prescribed by the Chapter Council.

b. The Vice-Chair of the Chapter Council's term of office and method of election is as

described in Article D of these bylaws.

c. The Vice Chair of the Chapter Council may also serve as a Chapter Council Representative to the Board of Directors as specified in Section C-6.

Section C-5. Secretary of the Chapter Council

a. The Secretary of the Chapter Council has overall responsibility for all record keeping for the Chapter Council, and performs or insures performance of, the following duties:

(1) Record officially the minutes of all proceedings of the Chapter Council meetings and actions, including a list of names of all Chapter Council delegates who represented their chapters, and have such minutes distributed to the Chapter Council, the Board of Directors, and appropriate staff;

(2) Provide notice to the Chapter Council, the Board of Directors, and appropriate staff of all Chapter Council meetings and actions; and

(3) Fulfill any other duties as may be prescribed by the Chapter Council.

b. The Secretary of the Chapter Council's term of office and method of election is as described in Article D of these bylaws.

c. The Secretary of the Chapter Council may also serve as a Chapter Council Representative to the Board of Directors as specified in Section C-6.

Section C-6. Chapter Council Representation on the Board of Directors

a. The Chapter Council will have no fewer than two and no more than four representatives serving as Directors, with the exact authorized number of directors elected under this Section being fixed from time to time by resolution of the Chapter Council.

b. These Representatives will participate on the Board as full voting members of the Board. These Chapter Council Representatives to the Board will have the same duties as other members of the Board, as stated in Section B-4 of these bylaws.

c. In addition to the duties of Section B-4, Chapter Council Representatives will function as a means of communication between the Chapter Council and the Board. The Representatives will be responsible for making regular reports to the Board on matters pertaining to the Chapter Council and will also be responsible for making reports to the Chapter Council on matters pertaining to the Board.

d. The Chapter Council Representatives election and terms of office are as stated in Article D of these bylaws.

e. The Chapter Council Chair, Vice-chair or Council Secretary may concurrently serve as Chapter Council Representatives to the Board of Directors.

Section C-7. Vacancies

a. A vacancy shall exist whenever the Chair, Vice-Chair, Representatives to the Board, or Secretary of the Chapter Council becomes unable to serve for any reason, or is removed in accordance with the law and these bylaws.

b. The Chapter Council may immediately elect a new Chair, Vice-Chair, or Secretary of the Chapter Council to fill any vacancy. The newly elected Chair, Vice-Chair, or Secretary of the Chapter Council takes office immediately upon election and serves the remainder of the term of the person whose vacancy is being filled.

Section C-8. Removal

a. By the vote of 2/3 of the Delegates present at a meeting at which a quorum is present, the Chapter Council may remove a Chapter Delegate on the Chapter Council who fails to meet the requirements for participation in the Chapter Council, as established by the Chapter Council, including attendance, civil participation, and loyalty. The Chapter Council will recognize an alternative Delegate from the removed Delegate's Chapter as soon as one is designated by the Chapter.

b. By the vote of 2/3 of the Delegates present at a meeting at which a quorum is present, the Chapter Council may remove the Chair, Vice-Chair, Representatives to the Board, or Secretary of the Chapter Council.

Section C-9. Meetings of the Chapter Council

a. *Place of Meetings.* The Chapter Council shall meet regularly at such times and places as the Chapter Council may choose as convenient for the transaction of business and necessary to perform its functions.

b. *Call of Meetings.* Meetings of the Chapter Council may be called at any time at the Society's principal place of business, or other location, by the Chair of the Chapter Council or upon written petition by thirty percent (30%) of the Delegates. The Chapter Council will hold at least one (1) meeting each calendar year.

c. *Notice.* The Secretary of the Chapter Council will provide, or cause to be provided, notice of all meetings. Such notice may be mailed, sent by electronic mail, faxed, or personally delivered to each Delegate, at his or her latest physical or electronic address as shown in the Society's records, and to each Chapter president, at the Chapter's official mailing address. Meetings must be preceded by at least four (4) days notice by first class or electronic mail or forty-eight (48) hours notice when delivered personally, or by telephone. The notice shall state the time and place of meetings as well as the anticipated agenda. Notice of a meeting need not be given to any Delegate who (1) signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (2) who attends the meeting without providing written protest of the lack of notice prior to or at the beginning of the meeting.

d. *Proof of Notice.* A statement showing service of any notice pursuant to this Article may be entered in the minutes of the meeting, and such entry shall be conclusive evidence that notice was duly given. Any waivers, consents and approvals given in lieu of regular notice shall be entered in the minutes of the meeting.

e. *Quorum and Voting.* A majority of the Chapters then in good standing shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of representatives, if any action taken is approved by at least a majority of the required quorum for such meeting. Each Delegate is allotted one vote, and, unless explicitly stated otherwise in these bylaws, the Chapter Council has taken an action if such action has been approved by a simple majority resolution of the Delegates voting in person or in writing.

f. *Meeting Without Notice.* If two-thirds (2/3) of the Delegates are present at any meeting, or if a quorum is present and each of the Delegates not present either (1) signs a waiver of notice of such meeting, or a consents to the holding thereof, whether prior to or after the meeting, or (2) approves the minutes thereof, the transactions of such meeting shall be as valid as if conducted at a meeting regularly noticed.

g. *Adjourned Meetings.* A majority of the Delegates present at any meeting, although less than a quorum, may adjourn the meeting from time to time, without further notice, until a quorum shall attend. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the beginning of the adjourned meeting to the Delegates who were not present at the time of the adjournment.

h. *Attendance.* Any member of the Society in good standing may attend a Chapter Council meeting and comment, but not vote, upon any issue of interest to such member. Staff may also participate regularly and actively in Chapter Council meetings, but have no vote. Any non-member of the Society may attend a Chapter Council meeting if invited by at least one (1) Delegate. However, any such non-member may comment only upon issues for which comment is requested by the Chair of the Chapter Council.

i. *Voting.* Each Delegate will have one vote on any issue that comes before the Chapter Council.

j. *Rules of Order.* Meetings of the Chapter Council shall be conducted according to the *Standard Code of Parliamentary Procedure* (American Institute of Parliamentarians, 2012).

Section C-10. Action by Teleconference or Without a Meeting

a. Any action required, or permitted to be taken, by the Chapter Council may be taken by a meeting noticed in accordance with this Article and conducted by teleconference or comparable technology. Such actions taken by teleconference shall have the same force and effect as an equivalent vote of the Delegates. A regular quorum is required for the transaction of business during a meeting by teleconference. During the teleconference, each participant must be able to understand, and be understood by, every other participant. The Secretary of the Chapter Council shall file a copy of the meeting notice and a record of the action taken by teleconference with the minutes of the Chapter Council meetings.

b. Any action required, or permitted to be taken, by the Chapter Council may be taken without a meeting if all Delegates then serving consent in writing to such action. Such action by written consent shall have the same force and effect as an equivalent vote of the

Delegates. The Secretary of the Chapter Council shall file such written consent or consents with the minutes of the Chapter Council meeting.

Section C-11. Non-Liability of Delegates

The Delegates shall not be personally liable for the debts, liabilities, or other obligations of the Society.

Section C-12. Chapter Council Committees

From time to time, as it finds necessary or convenient, the Chapter Council may establish committees to assist the Chapter Council in the performance of its duties.

Section C-13 Joint Council-Board Committees (See also Section B-16)

a. To facilitate staffing of the Joint Board-Council Committees established in accordance with Section B-16, the Chapter Council Chair may appoint such Delegates as are needed to serve on such Committees or the Chapter Council may by resolution create another selection process.

Section C-14. Compensation and Reimbursement of Chapter Council

Chapter Council Delegates will not be compensated for their service on the Chapter Council. The foregoing notwithstanding, Chapter Council Delegates may receive reimbursement for their direct expenses incurred by participation as a Chapter Council Delegate, and may be compensated for other services provided to the Society, as specified by the Board of Directors.

ARTICLE D: Elections

Section D-1. Selection of Delegates to the Chapter Council

Each Chapter's Delegate to the Chapter Council will normally be that Chapter's president. However, each Chapter may, at the Chapter's sole option, and subject to the then-current policy set by the Chapter Council, select another Chapter member in good standing to serve as that Chapter's Delegate. Upon selection, each new delegate must notify the Chapter Council Secretary prior to commencement of the first meeting at which such Delegate will serve.

Section D-2. Chapter Council

a. The Chair, Vice-Chair, Secretary and two to four Representatives of the Chapter Council to serve on the Board of Directors will be elected in each year necessary for two-year terms.

(1) Any Delegate or chapter member with currently paid dues interested in serving in one of these positions may be nominated by submitting to the chair of the Leadership Development Committee a written nomination petition signed by the candidate and a Chapter officer or 5 Chapter members, representing the Chapter's support for the nomination;

(2) The Chair of the Leadership Development Committee will mail written ballots and copies of all nomination petitions for these positions to all Delegates;

(3) Marked ballots are returned to the Leadership Development Committee to be counted;

(4) The chair of the Leadership Development Committee will announce the results of the elections for these positions; and

(5) Those elected will take office on January 1, and serve a term of two (2) years thereafter.

b. The Chapter Council will establish fixed dates for each of the actions enumerated in clauses D-2(a)(1) through D-2(a)(4), provided that:

(1) The winners for each year will be announced as soon as practical after September 1, of such year; and

(2) At least three (3) weeks elapse between mailing of the ballots and the closing date of the election.

c. Every candidate as defined in D-2(a)(1), who submits a written nomination petition on, or before, the then-current date for such submissions will be listed on the ballot for that year.

d. Each Delegate may cast at most one vote for each open position of Chair, Vice-chair, Secretary of the Chapter Council, and Board Representatives of the Chapter Council, but may decline to cast a vote for any particular position. The candidate receiving a majority of votes cast for each office will be elected to that office. The candidates receiving the most votes for open positions of Board Representative will be elected to serve. In case of a tie, the then-current Chair of the Chapter Council will cast an additional tie-breaking vote.

Section D-3. Board of Directors

a. The Society's officers and Directors will be elected in each year necessary as follows:

(1) Any chapter member with currently paid dues interested in serving as an officer or Director may be nominated by submitting to the chair of the Leadership Development Committee a written nomination petition signed by the candidate and a chapter officer or 5 chapter members, representing the Chapter's support for the nomination;

(2) The chair of the Leadership Development Committee will mail written ballots and copies of all nomination petitions for these positions to all Delegates;

(3) Marked ballots will be returned to the Leadership Development Committee to be counted;

(4) The chair of the Leadership Development Committee will announce the results of the elections for these positions to the Chapter Council, and by posting on the website; and

(5) Those elected will take office on the immediately following January 1.

b. The Chapter Council will establish fixed dates for each of the actions enumerated in clauses D-3(a)(1) through D-3(a)(4), provided that:

(1) The date for announcement of winners for each year will be chosen to be as soon as practical after September 1, of such year; and

(2) At least three (3) weeks elapse between mailing of the ballots and the closing date of the election.

c. Every chapter member with currently paid dues who submits a duly signed written nomination petition on, or before, the then-current date for such submissions will be listed on the ballot for that year.

d. Each Delegate will have the right to cast one vote for each different officer position, but may decline to cast a vote for any particular position. The candidate receiving a majority of votes cast for each office will be elected to that office. In case of a tie, the then-current Chair of the Chapter Council will cast an additional tie-breaking vote.

e. All candidates who submitted a nomination petition for an officer position or non-officer Director position will be included on a separate Director ballot. Each Delegate will have the right to cast a vote for up to the then-current number of open Director's positions. The elected candidates will be those receiving the most votes, enumerated in descending number of votes, excluding those elected to officer. In case of a tie, the then-current Chair of the Chapter Council will cast a tie-breaking vote.

f. Terms of each Director will be two (2) years. Each person may serve as an officer or Director or combination of the two for a maximum of three (3) consecutive terms. Upon leaving office, each person may not serve subsequently as an officer or Director for at least one (1) year.

ARTICLE E: Program Committees and Staff

Section E-1. Executive Director

a. The Board of Directors is responsible for hiring, evaluating, and dismissing the Executive Director. The Board of Directors exercises this responsibility through the President, who acts on behalf of, and consistent with the expressed desires of, the Board of Directors.

b. The Executive Director will be held accountable for full, effective implementation of the Society's strategic plan. All other staff, whether paid or volunteer, report either directly or indirectly to the executive director.

Section E-2. Staff

a. The Executive Director is responsible for hiring, evaluating, and dismissing the staff. The Executive Director may delegate supervisory authority to other staff members, but remains ultimately responsible for the performance and effectiveness of all staff members. Both program and administrative staff may be asked to provide reports to the board of directors and the Chapter Council. Such responsibilities will be assigned and

managed by the Executive Director.

b. Staff may be either paid or unpaid volunteers. The Executive Director may choose to place volunteer managers in positions where such volunteer managers supervise staff. However, except for the difference in compensation, there is no organizational difference between paid and unpaid volunteer staff.

Section E-3. Program Committees

a. The Executive Director recommends, and the Board and Chapter Council decide whether to approve, establishment and dissolution of program committees so as to most effectively implement the Society's strategic plan.

b. With the Society's strategic plan as guide, the Executive Director staffs each committee by appointment and designates who is to serve as chair. The Executive Director shall report to the Board of Directors on program committee staffing on an annual basis. The Board of Directors shall approve or disapprove such staffing and, in case of disapproval, recommend changes.

Section E-4. Program Committee Expenses.

Volunteers working on program committees may receive reimbursement for their direct expenses incurred by participation as a volunteer committee member, and may be compensated for other services provided to the Society, as specified by the Board of Directors.

Article F: Chapters

Section F-1. Role, Functions and Procedure for Establishing a Chapter

a. Chapters are organizational units based in a particular region or community of interest consisting of volunteers and members of the Society. Chapters are integral parts of the Society's federated governance structure.

b. Chapters perform numerous functions, including:

- (1) holding elections for chapter officers and chapter board members;
- (2) performing outreach and educational activities, including membership meetings, publication of newsletters and websites, field outings to observe native flora, native gardening events;
- (3) recruiting new chapter members and volunteers;
- (4) promoting and administering programs set up by the Chapter Council, the Board and staff in ways best suited to their locality or interest,
- (5) working with staff and program committees to increase the effectiveness of the Society's work on rare plants, vegetation, education, conservation and horticulture;
- (6) fundraising to cover chapter expenses through direct solicitation, local events,

sale of merchandise, publications and plants, creating and running native plant nurseries,

(7) contributing to the Society's governance by selecting a delegate to the Chapter Council, who votes to elect the Society's officers and directors as well as the chair, vice-chair and secretary of the Chapter Council;

(8) hosting the Society's quarterly meetings, on occasion.

c. Fifteen (15) or more natural persons, whether or not then chapter members of the Society, may petition the Society for recognition as a chapter. Said petition shall include the names and addresses of all individuals joining in such petition and the dues for the appropriate classification, together with Society membership application for all such individuals who are not then-current chapter members. If the chapter is organized on a geographical basis, the petition shall also describe the geographic area that the proposed chapter would encompass; if such area includes any portion of the area then covered by another chapter, the petition shall also include any written comment that such existing chapter may wish to submit. If the chapter is organized around a community of interest, the petition shall describe the interest in detail and how the interest furthers the Society's mission.

d. Said petition shall also include the chapter name that the applicants propose to use and shall include an undertaking to pursue the purposes of the Society within the chapter area and to abide by the Society's policies and procedures applicable to chapters as established and revised from time to time by the Board of Directors

e. A chapter becomes recognized by first having its petition approved by the Chapter Council, and subsequently approved by the Board of Directors.

Section F-2. Minimum Requirements for Establishing and Maintaining Good Standing

a. A chapter shall be in good standing if it accomplishes all of the following:

(1) Establishes and implements a democratic election process under which each chapter member allotted to such chapter pursuant to these bylaws shall have the opportunity, not less frequently than every two years, to cast a vote for the selection of each chapter officer subject to election in accordance with the chapter's operating guidelines.

(2) Maintains and timely submits to the Treasurer and/or appropriate staff, statements covering all transactions necessary to establish Corporate responsibility for California state sales and use taxes and annual reports showing chapter assets, liabilities, revenues, bequests, and expenses in such form and detail as necessary to permit the treasurer to satisfy all filing requirements under the federal Internal Revenue Code, the State Franchise Tax Code, and other applicable provisions of state and federal law;

(3) Promptly makes such other reports as the Executive Director, Treasurer, appropriate staff, Board or Chapter Council may require, including but not limited to insurance-related information and any contractual obligations;

(4) Holds at least one chapter board meeting per year;

(5) Selects a Delegate to the Chapter Council, such Delegate to complete and submit the chapter's ballot during elections and attend at least one Council meeting per year, or, alternatively, communicate in writing to the Chapter Council on such issues as may be designated by the latter; and

(6) Adheres in all actions to the Society's bylaws, mission, vision and goals, and by all applicable state and federal laws governing public benefit corporations;

b. A chapter may be suspended from good standing or terminated:

(1) Upon request of the chapter board or those chapter officers active at the time of the request; or

(2) By resolution of the Chapter Council and with approval of the Board, based upon the chapter's failure to maintain good standing.

c. Any chapter declared not in good standing, effective as of the date of such declaration, will cease to have a Delegate on the Chapter Council and shall take no action in the name of the Society. However, the members of such chapter, together with other interested individuals in the area, may propose a reorganization plan to correct the deficiencies which led to the chapter's suspension from good standing.

d. Any chapter declared not in good standing will return to good standing only upon declaration of the Chapter Council that such chapter has adequately remedied the problem, or proposed an adequate plan to remedy the problem, leading to its suspension. Such reinstatement of good standing will take effect immediately upon such declaration.

e. Whenever a chapter is terminated for any reason, all financial records will be reviewed by the Treasurer. Monies remaining in the chapter treasury and supplies or items such as books and posters held by the chapter shall be returned promptly to the state office before the chapter can be relieved of its responsibilities to its members and the Society. Records and documents involving all financial issues will be maintained by the state office and individual issues, such as restricted funds, addressed as necessary.

Section F-3. Operating Guidelines

Each Chapter may adopt guidelines for the regulation of chapter affairs which are compatible with the Society's articles of incorporation and bylaws.

Section F-4. Limitation of Chapter Authority

No chapter, chapter officer or chapter member shall have the power to commit the Society with respect to matters of litigation or any policy of state-wide applicability not adopted by the Chapter Council. The authority of chapters, chapter officers and chapter members to expend chapter funds is limited to monies maintained by the chapter in a separate bank account. No chapter, chapter officer or chapter member may hire staff or enter into contractual arrangements with employees without first receiving approval of the Society's state office. Nor may any chapter maintain any bank accounts under a separate Employer Identification Number, file separate articles of incorporation or act as separate legal entity.

Section F-5. Assignment of Members to Chapters

Any person joining CNPS, whether natural or otherwise, may, by written notice to the Society's main office, designate the chapter with which that member wishes to be associated. All members who do not select a chapter in accordance with this provision shall be assigned to the chapter responsible for the area in which the member resides as shown on corporate membership records.

Section F-6. Chapter Member's Votes

Chapter members may vote only as specified in Article A of these bylaws.

ARTICLE G: Bylaws

Section G-1. Previous Bylaws Superseded

These amended bylaws supersede the Society's previous bylaws and all amendments thereto in their entirety.

Section G-2. Effect of Bylaws

These bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the California Nonprofit Public Benefit Corporation Law, other applicable laws, and the articles of incorporation of the Society. Except as these bylaws may be inconsistent with said laws and Articles, they shall regulate the conduct of the business and affairs of the Society with respect to all matters to which they relate.

Section G-3. Amendment

These bylaws may be amended by a resolution approved by 2/3 of the Chapter Council Delegates present at a meeting at which a quorum is present.

Section G-4. California Corporation Code

These bylaws are subordinate to the California Corporations Code and shall be interpreted in consultation with such Code. For reference, particular attention should be paid to the following sections:

- a. 5047.5 (Volunteer Officer or Director of Nonprofit Corporation- Nonliability for Money Damages; Exceptions);
- b. 5150 (Adoption, Amendment, or Repeal [of bylaws]);
- c. 5152 (Provision for Delegates);
- d. 5210 (Corporate Powers Exercised by Board - Delegation);
- e. 5211 (Board Meetings- Notice; Quorum; Consent to Act Without Meeting);
- f. 5214 (Validity of Instrument Signed by Officers);
- g. 5221 (Removal of Directors for Cause);
- h. 5227 (Interested Persons - Limitation of Percentage Serving on Board; Effect

of Violation on Corporate Transactions);

- i. 5231 (Duties and Liabilities [of directors]);
- j. 5239 (Personal Liability of Volunteer Director or Officer for Negligence); and
- k. 5240 (Standards for Investment or Retention of Assets).

ARTICLE H: Miscellaneous

Section H-1. Electronic Transmissions

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (1) for electronic transmissions from the Society, the Society has obtained an unrevoked written consent from the recipient to the use of such means of communication; (2) for electronic transmissions to the Society, the Society has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (3) the transmission creates a record that can be retained, reviewed, and rendered into clearly legible tangible form.

Section H-2. Electronic Transmissions to Directors and Delegates

An electronic transmission by the Society to a Director or Delegate is valid only if the following requirements have been satisfied:

The Director or Delegate has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by the preceding section;

At the time consenting, the Director or Delegate received a clear written statement informing him or her of:

1. Any right or option to have the transmissions provided or made available on paper or in non-electronic form;
2. Whether the consent applies only to that transmission, to the specified categories of communications, or to all communications from the Society; and
3. The procedures the Director or Delegate must use to withdraw consent.

Section H-3. Indemnification

The Board of Directors may indemnify its directors, officers, employees, including persons formally occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding and including an action by or in the right of the Society.

Section H-4. Insurance

The Board of Directors shall use its best efforts to purchase and maintain insurance on behalf of its officers, directors, employees, volunteers and other agents, to cover any liability asserted against or incurred by any officer, director, employee, volunteer or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Section H-5. Non-discrimination

The Society, in the operation of its nonprofit native plant conservation and related functions, shall conduct its activities and shall offer its services and benefits to all persons equally, without discrimination because of race, color, religion, sex, age, sexual orientation, or national origin.

Section H-6. Inspection of Corporate Records

The books of account, minute book and records of committee actions and proceedings shall be open to inspection upon written demand by any Director or Delegate at any reasonable time and for any purpose reasonably related to his or her interests as a Director or Delegate. Such inspection may be made in person, or by any agent or attorney designated by the Director or Delegate and shall include the right to make extracts and copies. Demands for inspection may be presented to the Board of Directors at any meeting, or to the President or Secretary, or if such demand relates to the books of account, to the Treasurer. Each such demand may be granted by the officer to whom it is presented, but unless so granted, shall be referred by such officer to the Board of Directors.

Section H-7. Execution or Endorsement of Checks.

All checks, drafts or other orders for payment of money and notes or other evidences of indebtedness issued in the name of or payable to the Society shall be signed or endorsed by such person or persons, and in such manner, as the Board of Directors shall from time to time by resolution determine.

Section H-8. Execution of Contracts

The Board of Directors may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Society, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Society by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors, or as duly authorized in a policy approved by the Board of Directors.

Section H-9. Bylaws and Minutes

The original, or a certified copy of, the Bylaws, together with all amendments thereto,

and the minute book shall be kept at the principal office of the Society and shall be subject to inspection as provided in this Article.

Section H-10. Representation of Shares of Other Corporations

The President or Vice-President, acting together with the Secretary of the Society, are authorized to vote, represent and exercise on behalf of the Society all rights incident to any and all shares of stock of any other corporation or corporations which may be owned by or stand in the name of the Society, and such authority may be exercised by such officers in person or by any person authorized by proxy or power of attorney duly executed by such officers.

Section H-11. Fiscal Year

The fiscal year of the Society shall be April 1 to March 31.

Section H-12. Principal Office

The Board of Directors may change the location of the principal office at any time, and may at any time establish other offices.

ARTICLE I: Definitions

As used in these Bylaws:

- a. "Society" refers to the California Native Plant Society.
- b. "Corporation" refers to a "nonprofit public benefit corporation as defined in Section 5060." California Corporations Code Sec. 5046(b).
- c. "CNPS" is an abbreviation for California Native Plant Society.
- d. A "federation" is a non-profit organization consisting of both a central office and a network of Chapters that share a common mission.
- e. "Chapter members" are individuals who have chosen to join CNPS, and have satisfied then-current policies regarding becoming a member. A chapter member retains good standing so long as all applicable dues are paid and the chapter member does not violate CNPS policies, as set forth in Section A-4(b).
- f. "Chapters" are organizational units based in a particular region or community of interest consisting of volunteers and members of the Society.
- g. "Delegates" are Chapter presidents or other chapter members elected by the Chapter membership or designated by the Chapter board to serve on the Chapter Council.

- h. The “Strategic Plan” is a roadmap for action that guides the Society’s planning and allocation of resources. It consists of the Mission, Vision and Goals, together with the Strategies and Action Plans.
 - 1. The “Mission” states the Society’s purpose or reason for existence.
 - 2. The “Vision” identifies the outcomes the Society seeks to bring about with its programs and other work.
 - 3. “Goals” are the top-level priorities for the Society during a specific planning period.
 - 4. “Strategies” are methods for achieving the goals the Society seeks to achieve during a specific planning period.
 - 5. “Action plans” are the short-term projects and tasks needed to accomplish the Society’s Goals and Strategies.
- i. A “Standing Committee” is a permanent, regularly-meeting committee charged by the Board of Directors and/or the Chapter Council with an ongoing task.
- j. A “Special Committee” is a temporary, ad hoc committee charged by the Board of Directors and/or the Chapter Council with a specific, short-term task.
- k. A “Joint Committee” draws members from both the Board of Directors and the Chapter Council. A joint committee can be either standing or special and is charged with a specific task.