



**(Excerpts from) Bylaws**  
**of the**  
**California Native Plant Society**

**Approved May 30, 2015**

## **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-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-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-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-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.

## **ARTICLE C: Chapter Council**

### ***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-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.