

PROCESS FOR ADOPTING AND AMENDING THE BYLAWS OF THE CALIFORNIA NATIVE PLANT SOCIETY

DRAFT February 14, 2004

Adopted by the Chapter Council on March 6, 2004

1. Background

- a. Bylaws are the backbone of any corporation, including not for profit corporations, such as the California Native Plant Society (“CNPS”). In order for bylaws to serve the Society, changes may need to be made from time to time. Proposals to adopt new bylaws, or amend existing bylaws (“proposal”), must be properly constructed, carefully considered and deliberately pursued, to ensure that any such proposal conforms with the law and has no unintended legal side effects. Sometimes that will involve scrutiny by legal counsel.
- b. This document sets forth the process that must be followed for any proposal to adopt new bylaws, or amend existing bylaws, of CNPS. The chair of the CNPS Chapter Council and the President of the Board of Directors are responsible for ensuring that this process is used every time such a proposal is made.
- c. The intent of this process is to provide an orderly mechanism for consideration and adoption of new bylaws, or amendment of existing bylaws, by the Chapter Council that is open and transparent. The goal is to ensure that the Chapter Council receives clear proposals that are paired with expert review, while providing all CNPS members the opportunity to effect organizational change.
- d. In general, proposals should address a single topic and should be clear and succinct.

2. The Bylaws Committee

- a. The Bylaws Committee (“BC”) will be a joint Board and Chapter council committee, established pursuant to paragraph B-15.d and section C-11 of the CNPS Bylaws. The BC will be composed of the Legal Advisor¹, as a voting ex-officio member, and six voting at-large members. The CNPS President and the Chair of the Chapter Council each appoint three members to serve annual terms, beginning the first (1st) day of May each year. Concurrent with such appointments, the President of the Board and the Chair of the Chapter Council will mutually appoint one of the six appointed members to serve as voting chair or themselves serve as non-voting co-chairs.

¹ The person serving as Legal Advisor should not be a Board or Chapter Council member.

b. Any CNPS member whose membership is current may be appointed to the BC. All members of the BC should have some background and experience in dealing with bylaws and related governance issues.

c. The BC is responsible for 1) reviewing and obtaining input on all proposals, 2) managing the process for enacting such proposals in a timely manner, 3) providing the Chapter Council and Board of Directors with recommendations for action on such proposals, and 4) ensuring that the state office, the Board of Directors, the Chapter Council and the California Secretary of State have a current set of CNPS Bylaws each year by the first Saturday in March.

d. CNPS members or chapters who wish to make proposals are encouraged to discuss such proposals with members of the BC before formally submitting the proposal. The BC will serve as a primary contact with the board and the Chapter Council for all such proposals.

3. Proposal Sponsor

Every proposal must have a “sponsor” who is the person responsible for initiating and pursuing the proposal. Every sponsor is responsible for insuring that the proposal is pursued in accordance with these procedures. Should the sponsor of any proposal fail to conform to these procedures in a material way, then the BC and the Chapter Council is under no obligation to consider the proposal. Each sponsor must be a member of CNPS whose membership is current. A member of the BC may serve as a sponsor.

4. Proposal Procedure

The following procedure must be followed for each separate proposal to adopt new bylaws or amend existing bylaws:

- a. The sponsor will prepare or cause to be prepared a proposal outlining the problem and a suggestion for addressing it. The written proposal must include:
 1. A statement of the proposed new bylaw, or amendment to the existing bylaws;
 2. A clear statement of the problem that the proposal is intended to remedy, including any relevant background information;
 3. The desired outcome – the intended effect of the proposed new bylaw or amendment, and how it actually achieves this outcome.
- b. If a chapter wishes to make, or endorse, a proposal, then the sponsor must submit such proposal to that chapter’s board of directors for approval, before proceeding further;
- c. The sponsor will submit the statement to the BC for consideration;
- d. The BC will review the statement. Should the BC have questions as to the legality of the proposed changes, the Legal Advisor will review the proposal, and provide the BC with a written report regarding the legality and implications of the proposal. The review by the BC, and Legal Advisor if needed, generally will be

completed within 4 weeks. Based on this review, the BC may return the proposal to its sponsor for revision. If the sponsor agrees to make revisions, then the revised proposal will re-enter the proposal review cycle beginning at section “a”.

f. If the sponsor does not wish to make revisions or if no revisions are recommended, the BC will prepare a written report to the chair of the Chapter Council for action on the proposal. The chair of the Chapter Council will send this report to the President of the Board of Directors for review and comment. This report may, at the discretion of the President, be distributed to Board members for review and comment. Such report will include a recommendation to adopt or deny the proposal, and will clearly state the BC’s simple majority opinion of the proposal and its implications. Individual members of the BC, or groups of members, may prepare a minority report. The report will also include the legal advisor’s review if one was completed. The report generally will be completed within 4 weeks. This time period is concurrent with the time period assigned in section “e”;

g. The BC's report on a bylaws proposal to the Chapter Council is advisory only. The Chapter Council is expected to deal with proposals in a timely manner but may choose to act as it sees fit regarding any proposal submitted by the BC. The Chapter Council is obligated to insure that all adopted proposals comply with all applicable laws.

h. Within four (4) weeks of Chapter Council approval of any proposal, the BC will prepare, or cause to be prepared, a new complete draft of the bylaws or governance policies that includes such proposal, and will ensure that such new draft is filed with the state CNPS office, along with the proposal summary, BC report, board comments, and a copy of the chapter council meeting agenda at which the proposal was adopted. A copy of the approved Chapter Council minutes for the meeting will also be filed with the state CNPS office as soon as they are published. The BC chair will be responsible for notifying the state office of any bylaw changes. State CNPS office will be responsible for distributing such new draft to the then current Board members and Chapter Council Delegates in a timely fashion.