Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990 and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 4/01 , 2013, and ending 3/31 , 2014

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C
California Native Plant Society
2707 K Street, #1
Sacramento, CA 95816

D Employer Identification Number
94-6116403

E Telephone number
916-447-2677

G Gross receipts $ 2,917,669.

F Name and address of principal officer Dan Gluesenkamp
Same As C Above

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If 'No,' attach a list (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) ( )◄ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ► www.cnps.org

H(c) Group exemption number ►

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ► **L** Year of formation 1965 **M** State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: THE MISSION OF CNPS IS TO CONSERVE CALIFORNIA NATIVE PLANTS AND THEIR NATURAL HABITATS, AND INCREASE UNDERSTANDING, APPRECIATION, AND HORTICULTURAL USE OF NATIVE PLANTS.

2 Check this box ► ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	28
6	Total number of volunteers (estimate if necessary)	6	645
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	4,275.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	1,032,642.	1,106,975.
9	Program service revenue (Part VIII, line 2g)	941,402.	732,760.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	21,274.	83,145.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	181,191.	233,562.
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,176,509.	2,156,442.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	59,815.	76,149.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	868,548.	953,505.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		4,147.
b	Total fundraising expenses (Part IX, column (D), line 25) ► 157,204.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	850,993.	895,677.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,779,356.	1,929,478.
19	Revenue less expenses Subtract line 18 from line 12	397,153.	226,964.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	3,998,127.	4,200,852.
21	Total liabilities (Part X, line 26)	238,516.	214,277.
22	Net assets or fund balances. Subtract line 21 from line 20	3,759,611.	3,986,575.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

► Signature of officer

► Dan Gluesenkamp, Executive Director — Type or print name and title

Date 2/17/15

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Debbie McCardle Ask, C.P.A.	Debbie McCardle Ask, C.P.A.	2/17/15		P00052634

Firm's name ► John Waddell & Co., CPAs
Firm's address ► 3416 American River Drive, #A
Sacramento, CA 95864
Firm's EIN ► 94-2329070
Phone no (916) 488-2460

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

BAA For Paperwork Reduction Act Notice, see the separate instructions. TEEA0113L 11/08/13 Form **990** (2013)

SCANNED MAR 05 2015

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission

THE MISSION OF CNPS IS TO CONSERVE CALIFORNIA NATIVE PLANTS AND THEIR NATURAL HABITATS, AND INCREASE UNDERSTANDING, APPRECIATION, AND HORTICULTURAL USE OF NATIVE PLANTS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses $ 546,683. including grants of $) (Revenue $ 380,161.)

Continued the Plant Science Program. Conducted research in collaboration with numerous agencies (including Bureau of Land Management, Natural Resources Conservation Service, and US Forest Service) to collect vegetation field data and map vegetation. Completed more than 60 field surveys on ranchlands in the Central Valley and Carrizo Plain, presented the California Rangeland Monitoring Workshop, and is finalizing a report documenting biodiversity of grassland vegetation and describing new vegetation types.

4b (Code) (Expenses $ 475,495. including grants of $ 60,601.) (Revenue $ 75,634.)

Thirty-four chapters across the state locally promote the CNPS mission. All enjoy the strengths and legal benefits of being one incorporated non-profit organization, but chapters select projects according to interests of local members, elect their own officers, and manage their own finances. The Society office in Sacramento handles common administrative work and is the center point for statewide programs. Overall, 34 chapters contribute more than 91,000 volunteer hours each year.

4c (Code.) (Expenses $ 259,279. including grants of $ 14,532.) (Revenue $ 194,227.)

The Education Program provides educational resources and programs, workshops, and conservation projects for all ages and levels of knowledge. CNPS held seven workshops with 124 participants. Participants learned job skills and conservation science in Riparian and Wetland Plant Identification, Measuring and Monitoring Plant Populations, California Rangeland Monitoring, Vernal Pool Plant Taxonomy, Rare Plant Survey Protocols, Vegetation Mapping, and Vegetation Rapid Assessment/Releve. Continued the Rare Plant Treasure Hunt which engages chapter members, volunteers and students in citizen science by collecting data important for conservation of rare plants. Developed educational materials including a free downloadable nature journaling curriculum that has been distributed to over 1,300 teachers and naturalists to date.

4d Other program services. (Describe in Schedule O) See Schedule O
(Expenses $ 236,276. including grants of $ 1,016.) (Revenue $ 82,758.)

4e Total program service expenses ► 1,517,733.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4	X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If 'Yes,' complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If 'Yes,' complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20 a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organizations or government on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22	X	
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,'go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	37		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	28		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X	
b	If 'Yes' has it filed a Form 990-T for this year? *If 'No' to line 3b, provide an explanation in Schedule O*	3b		X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			X
b	If 'Yes,' enter the name of the foreign country ►				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X	
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b		X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter:				
a	*Initiation fees and capital contributions included on Part VIII, line 12*	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*	14b			

Part VI Governance, Management and Disclosure *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response or note to any line in this Part VI. [X]

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	11		
b	Enter the number of voting members included in line 1a, above, who are independent	11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? See Sch O		X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?			X
6	Did the organization have members or stockholders?		X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? See Schedule O		X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?		X	
b	Each committee with authority to act on behalf of the governing body?		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	X	
b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	X	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O		
12a	Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this was done* See Schedule O	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official See Schedule O	X	
b	Other officers of key employees of the organization		X
	If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply

[ ] Own website [X] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year See Schedule O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

► Cari Porter 2707 K Street, #1 Sacramento CA 95816 916-447-2677

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Orchid Black	4									
Ch. Council Rep	0	X						0.	0.	0.
(2) David Bigham	4									
Vice President	0	X		X				0.	0.	0.
(3) Nancy Morin	6									
Treasurer	0	X		X				0.	0.	0.
(4) Steve Hartman	4									
Ch. Council Rep	0	X						0.	0.	0.
(5) Brett Hall	6									
President	0	X		X				0.	0.	0.
(6) Brian LeNeve	4									
Director	0	X						0.	0.	0.
(7) Bill Hunt	4									
Director	0	X						0.	0.	0.
(8) Vince Scheidt	4									
Director	0	X						0.	0.	0.
(9) David Varner	4									
Director	0	X						0.	0.	0.
(10) Steve Windhager	4									
Director	0	X						0.	0.	0.
(11) Laura Camp	4									
Secretary	0	X		X				0.	0.	0.
(12) Dan Gluesenkamp	42									
Executive Dir.	0			X				97,708.	0.	9,733.
(13)										
(14)										

Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1 b Sub-total ►								97,708.	0.	9,733.
c Total from continuation sheets to Part VII, Section A ►								0.	0.	0.
d Total (add lines 1b and 1c) ►								97,708.	0.	9,733.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ► 0

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ► 0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	b Membership dues	1b	330,655.			
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	776,320.			
	g Noncash contributions included in lines 1a-1f: $		29,890.			
	h **Total.** Add lines 1a-1f		1,106,975.			
PROGRAM SERVICE REVENUE		Business Code				
	2a Contract Income	541900	389,491.	389,491.		
	b Settlement income	900099	165,000.	165,000.		
	c Membership Dues & Assessments	900099	95,796.	95,796.		
	d Workshop income	611430	50,162.	50,162.		
	e Native Garden Tour	900099	21,735.	21,735.		
	f All other program service revenue	WKS	10,576.	6,301.	4,275.	
	g **Total.** Add lines 2a-2f		732,760.			
	3 Investment income (including dividends, interest and other similar amounts)		44,382.			44,382.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	572,210.				
	b Less cost or other basis and sales expenses	533,447.				
	c Gain or (loss)	38,763.				
	d Net gain or (loss)		38,763.			38,763.
OTHER REVENUE	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less: direct expenses b					
	c Net income or (loss) from fundraising events					
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less: direct expenses b					
	c Net income or (loss) from gaming activities					
	10a Gross sales of inventory, less returns and allowances a	461,342.				
	b Less cost of goods sold b	227,780.				
	c Net income or (loss) from sales of inventory		233,562.	233,562.		
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d					
	12 **Total revenue.** See instructions		2,156,442.	962,047.	4,275.	83,145.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	46,317.	46,317.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	29,832.	29,832.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	117,515.	43,480.	56,407.	17,628.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	686,534.	581,711.	61,801.	43,022.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	17,160.	14,838.	2,155.	167.
9 Other employee benefits	65,828.	54,962.	5,310.	5,556.
10 Payroll taxes	66,468.	52,819.	8,978.	4,671.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	16,120.		16,120.	
d Lobbying	21,363.	21,363.		
e Professional fundraising services. See Part IV, line 17	4,147.			4,147.
f Investment management fees				
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	140,613.	118,186.	7,118.	15,309.
12 Advertising and promotion	30,376.	15,689.	75.	14,612.
13 Office expenses	87,022.	26,209.	48,710.	12,103.
14 Information technology	25,256.	13,060.	3,574.	8,622.
15 Royalties				
16 Occupancy	44,823.	27,633.	13,013.	4,177.
17 Travel	84,996.	76,665.	6,670.	1,661.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	99,365.	99,365.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	4,903.	4,017.	633.	253.
23 Insurance	35,180.	18,200.	16,611.	369.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Printing and Publications	150,800.	150,206.	594.	
b Special projects	121,669.	121,669.		
c Postage and Shipping	33,191.	1,512.	6,772.	24,907.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	1,929,478.	1,517,733.	254,541.	157,204.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

			(A) Beginning of year		(B) End of year
ASSETS	1	Cash – non-interest-bearing	697,964.	1	1,009,165.
	2	Savings and temporary cash investments	2,527,995.	2	2,176,820.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	157,916.	4	111,262.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	159,697.	8	133,299.
	9	Prepaid expenses and deferred charges	10,991.	9	11,952.
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D — 10a: 102,531.			
	b	Less: accumulated depreciation — 10b: 92,462.	13,858.	10c	10,069.
	11	Investments – publicly traded securities	414,254.	11	733,460.
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	15,452.	15	14,825.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	3,998,127.	16	4,200,852.
LIABILITIES	17	Accounts payable and accrued expenses	157,225.	17	149,398.
	18	Grants payable		18	
	19	Deferred revenue	81,291.	19	64,879.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	238,516.	26	214,277.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117 (ASC 958), check here ► ☒ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	3,055,737.	27	3,196,183.
	28	Temporarily restricted net assets	457,497.	28	543,515.
	29	Permanently restricted net assets	246,377.	29	246,877.
		Organizations that do not follow SFAS 117 (ASC 958), check here ► ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	3,759,611.	33	3,986,575.
	34	Total liabilities and net assets/fund balances	3,998,127.	34	4,200,852.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,156,442.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,929,478.
3	Revenue less expenses. Subtract line 2 from line 1	3	226,964.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,759,611.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,986,575.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
	☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
	☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► **Attach to Form 990 or Form 990-EZ.**

► **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.***

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
California Native Plant Society	94-6116403

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III – Functionally integrated **d** ☐ Type III – Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11 g (i)**	
(ii)	A family member of a person described in (i) above?	**11 g (ii)**	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	**11 g (iii)**	

h Provide the following information about the supported organization(s)

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in column (i) of your support? Yes	(v) No	(vi) Is the organization in column (i) organized in the U S ? Yes	(vi) No	(vii) Amount of monetary support
(A)										
(B)										
(C)										
(D)										
(E)										
Total										

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants.')	970,180.	994,913.	1,058,751.	1,441,077.	1,202,772.	5,667,693.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 **Total.** Add lines 1 through 3	970,180.	994,913.	1,058,751.	1,441,077.	1,202,772.	5,667,693.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						330,387.
6 **Public support.** Subtract line 5 from line 4						5,337,306.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	970,180.	994,913.	1,058,751.	1,441,077.	1,202,772.	5,667,693.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	34,464.	17,452.	24,113.	21,274.	44,382.	141,685.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 **Total support.** Add lines 7 through 10						5,809,378.
12 Gross receipts from related activities, etc (see instructions)					12	6,016,153.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	91.87 %
15	Public support percentage from 2012 Schedule A, Part II, line 14	15	82.61 %

16a **33-1/3% support test – 2013.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☒

b **33-1/3% support test – 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

17a **10%-facts-and-circumstances test – 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test – 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include any 'unusual grants')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total Support.** (Add lns 9,10c, 11 and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2013.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3% support tests – 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

► **Complete if the organization is described below.** ► **Attach to Form 990 or Form 990-EZ.**
► **See separate instructions.** ► **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations· Complete Part I-A only

If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)). Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B. Do not complete Part II-A.

If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations. Complete Part III

Name of organization	Employer identification number
California Native Plant Society	94-6116403

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ► $

3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ► $ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► $ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If 'Yes,' describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) , except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . ► $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . ► $

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b . ► $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter-0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ► ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ► ☐ if the filing organization checked box A and 'limited control' provisions apply

Limits on Lobbying Expenditures (The term 'expenditures' means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	21,363.	
c Total lobbying expenditures (add lines 1a and 1b)	21,363.	0.
d Other exempt purpose expenditures	1,908,115.	
e Total exempt purpose expenditures (add lines 1c and 1d)	1,929,478.	0.
f Lobbying nontaxable amount Enter the amount from the following table in both columns	246,474.	
g Grassroots nontaxable amount (enter 25% of line 1f)	61,619.	0.
h Subtract line 1g from line 1a If zero or less, enter -0-	0.	0.
i Subtract line 1f from line 1c If zero or less, enter -0-	0.	0.

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2 a Lobbying non-taxable amount	264,491.	259,460.	238,968.	246,474.	1,009,393.
b Lobbying ceiling amount (150% of line 2a, column (e))					1,514,090.
c Total lobbying expenditures	21,263.	17,884.	35,119.	21,363.	95,629.
d Grassroots nontaxable amount	66,123.	64,865.	59,742.	61,619.	252,349.
e Grassroots ceiling amount (150% of line 2d, column (e))					378,524.
f Grassroots lobbying expenditures					0.

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each 'Yes' response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities? . .			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If 'Yes,' enter the amount of any tax incurred under section 4912			
c If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1		
2 Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered 'No' OR (b) Part III-A, line 3, is answered 'Yes.'

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list); Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.
► Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

California Native Plant Society

Employer identification number

94-6116403

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ►$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ►$ _____

(ii) Assets included in Form 990, Part X ►$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ►$ _____

b Assets included in Form 990, Part X ►$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII Check here if the explantion has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	338,180.	330,742.	201,782.	157,072.	158,321.
b Contributions	500.		126,777.	35,000.	
c Net investment earnings, gains, and losses	28,618.	17,312.	9,704.	16,747.	-1,249.
d Grants or scholarships					
e Other expenditures for facilities and programs	9,662.	9,874.	7,521.	7,037.	
f Administrative expenses					
g End of year balance	357,636.	338,180.	330,742.	201,782.	157,072.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ► 22.00 %
- b Permanent endowment ► 74.00 %
- c Temporarily restricted endowment ► 4.00 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	X
(ii) related organizations	3a(ii)	X
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds See Part XIII

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		4,200.		4,200.
b Buildings				
c Leasehold improvements				
d Equipment		93,800.	87,955.	5,845.
e Other		4,531.	4,507.	24.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)*			►	10,069.

Part VII Investments – Other Securities. N/A
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 12.)* ►		

Part VIII Investments – Program Related. N/A
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 13.)* ►		

Part IX Other Assets. N/A
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15.)* ►	

Part X Other Liabilities.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	1,545,235.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b	2,945.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII) See Part XIII	2d	10,400.		
e	Add lines 2a through 2d			2e	13,345.
3	Subtract line 2e from line 1			3	1,531,890.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII) See Part XIII	4b	624,552.		
c	Add lines 4a and 4b			4c	624,552.
5	Total revenue Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	2,156,442.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	1,561,315.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	2,945.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines 2a through 2d			2e	2,945.
3	Subtract line 2e from line 1			3	1,558,370.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII) See Part XIII	4b	371,108.		
c	Add lines 4a and 4b			4c	371,108.
5	Total expenses Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	1,929,478.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Part V, Line 4 - Intended Uses Of Endowment Fund

The funds are required to be held in perpetuity. Some earnings are restricted for various purposes depending on the fund, including conservation, research awards, and scholarships.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.
► **Attach to Form 990.**
► **Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990.***

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

California Native Plant Society

Employer identification number

94-6116403

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States See Part IV

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Marymount California Univer 30800 Palos Verdes Drive East Rancho Palos Ve, CA 90275	95-2113260	501(c)(3)	12,765.	0.			Native plant nursery & education pr
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ► 1

3 Enter total number of other organizations listed in the line 1 table ► 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 Scholarships	44	23,900.			
2 Awards	8	532.			
3					
4					
5					
6					
7					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part I, Line 2 - Procedures for Monitoring Use of Grants Funds in U.S.

For smaller grants, recipients are generally asked to make a presentation at a chapter meeting regarding the use of the funds or to prepare an article for the local chapter newsletter. For larger grants, the chapters are actively involved in the grant.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.**
► **Attach to Form 990.**
► **Information about Schedule M (Form 990) and its instructions is at *www.irs.gov/form990.***

OMB No 1545-0047

2013

Open To Public Inspection

Name of the organization

California Native Plant Society

Employer identification number

94-6116403

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art – Works of art				
2	Art – Historical treasures				
3	Art – Fractional interests				
4	Books and publications	X		247.	
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities – Publicly traded	X	2	29,643.	Quoted prices
10	Securities – Closely held stock				
11	Securities – Partnership, LLC, or trust interests				
12	Securities – Miscellaneous				
13	Qualified conservation contribution – Historic structures				
14	Qualified conservation contribution – Other				
15	Real estate – Residential				
16	Real estate – Commercial				
17	Real estate – Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ► (_____)				
26	Other ► (_____)				
27	Other ► (_____)				
28	Other ► (_____)				

			Yes	No
29	Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement	29		
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If 'Yes,' describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		X
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If 'Yes,' describe in Part II.			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part III Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization: California Native Plant Society

Employer identification number: 94-6116403

Form 990, Part III, Line 4d - Other Program Services Description

Produced various publications about California's native plants.

Worked to save native plant species and their habitats on public and private lands in California by advocating for the maximum protection of native plants and promoting science-based and ecologically-sound land management practices.

Other program services

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

Amended bylaws. See attached.

Form 990, Part VI, Line 7a - How Members or Shareholders Elect Governing Body

Members elect chapter reps. Chapter reps elect the governing body.

Form 990, Part VI, Line 11b - Form 990 Review Process

Form 990 is reviewed by Executive Director, Treasurer and Finance and Administration Manager.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Governing body discusses any potential conflicts of interest during 1st meeting of the year, and disclose in a written statement at the beginning of each year. If anything comes up during the year, then they will address it.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO, Top Management

Executive Committee reviews compensation using 360 annual evaluations and presents in closed session to governing body.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Financial Statements are provided upon request. Governing documents and conflict of interest policy are provided to the public through our website.

Schedule D, Part XI, Line 2d
Other Revenue Included In F/S But Not Included On Form 990

Donation from Chapter	$ 10,400.
Total	$ 10,400.

Schedule D, Part XI, Line 4b
Other Revenue Included On Form 990 But Not Included In F/S

Chapter revenue	$ 624,552.
Total	$ 624,552.

Schedule D, Part XII, Line 4b
Other Expenses Included On Form 990 But Not Included In F/S

Chapter expenses	$ 371,108.
Total	$ 371,108.

CALIFORNIA
NATIVE PLANT SOCIETY

Bylaws
of the
California Native Plant Society

Approved March 9, 2014

Table of Contents

Preamble 2

Article A-- Chapter Members and Dues 3

Article B-- Board of Directors 4

Article C-- Chapter Council 11

Article D-- Elections 16

Article E-- Program Committees and Staff 18

Article F-- Chapters 19

Article G-- Bylaws 22

Article H-- Miscellaneous 23

Article I-- Definitions 25

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 local 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 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 as 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 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 localities,

(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. 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.

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 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.

Form **8868**
(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at *www.irs.gov/form8868*

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
California Native Plant Society	94-6116403
Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)
2707 K Street, #1	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
Sacramento, CA 95816	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Cari Porter

  Telephone No ► 916-447-2677 Fax No ► 916-447-2727
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 20 14, to file the exempt organization return for the organization named above
The extension is for the organization's return for:
► [ ] calendar year 20 ____ or
► [X] tax year beginning 4/01, 20 13, and ending 3/31, 20 14

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
California Native Plant Society	94-6116403
Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)
John Waddell & Co., CPAs 3416 American River Drive, #A	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
Sacramento, CA 95864	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Cari Porter
  Telephone No ► 916-447-2677 Fax No ► 916-447-2727
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 2/15, 20 15

5 For calendar year ____, or other tax year beginning 4/01, 20 13, and ending 3/31, 20 14

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► [signature] CPA Title ► Date ► 11/14/14