



**BYLAWS OF
THE CALIFORNIA NATIVE PLANT SOCIETY
A PUBLIC BENEFIT CORPORATION**

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PREAMBLE

a. The Board of Directors and the membership of the California Native Plant Society have adopted these Bylaws in order to implement the governance values desired by the Society's membership, including, primacy of the chapters, volunteer leadership, and membership as well as decentralization, democratic process, openness, efficiency, accountability, and effectiveness.

b. The Board of Directors and the membership of the California Native Plant Society have chosen a structure which features two main decision-making bodies at the state level, the Chapter Council and the Board of Directors. The Chapter Council is composed of chapter presidents, or alternate delegates, and sets the vision, mission, and goals of the Society. The Chapter Council approves changes to the bylaws. The Board of Directors works to implement the strategic direction set by the Chapter Council. The Board of Directors performs many of the functions that such bodies perform under California law, such as exercising fiduciary oversight, meeting legal obligations, fundraising, and managing staff. To briefly summarize the most important of these relationships:

- (1) CNPS members are individuals who have chosen to be members of CNPS, and have satisfied the then-current policies regarding becoming a member. Members elect the board and president of their local chapter;
- (2) Chapter presidents (or an alternate person chosen by the chapter board) are delegates to the Chapter Council, which discusses conservation issues and sets the vision, mission, and goals for the whole organization;
- (3) The Chapter Council also elects the Board of Directors and officers, including the President. The Chapter Council provides instructions to the Board on the vision, mission, and goals of CNPS, and it is the job of the Board to implement that vision, mission, and goals. The President is the chief officer of the organization;
- (4) The Board of Directors is responsible for providing direction and oversight to the executive director, the most senior member of the Corporation's staff. The executive director is responsible for management of staff and program committees, which execute the Corporation's programs, such as plant science, education, conservation and legislation. Volunteers doing conservation work and serving on program committees are considered unpaid staff and will be under the direction of the Executive Director; and
- (5) The Chapter Council provides a forum for building relationships among chapters and discussing issues of interest to all chapters. The Chapter Council also serves to maintain a strong relationship between the chapters and the Board of Directors.

c. 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 member as specified by the then-current membership policies of the Corporation.
- 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 and may establish dues for all such membership classifications.

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 Corporation shall be effective only for the period for which membership dues are paid.

Section A-3. Voting.

- a. Each individual 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 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 each on any matter subject to or submitted to a vote of the membership of a chapter with which the members are affiliated.
- c. The Board of Directors may establish policies governing voting by 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 member so long as all applicable dues are paid.
- b. The Board of Directors may terminate any membership upon finding that a member has acted contrary to the purposes of the Corporation, violated the Corporation's policies as established by the Board, or utilized the name of the Corporation or identification with the Corporation without authority and contrary to the Corporation's policies as established by the Board.

c. If any chapter believes that any membership should be terminated, the chapter shall transmit, in writing, a request for termination, passed by a simple majority of the chapter board, together with a statement of the facts and circumstances supporting such request to the Board of Directors.

Section A-5. Membership Meetings.

The Corporation 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. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, and any limitations in the articles of incorporation and these bylaws relating to action required to be approved, or permitted to be taken, by the Chapter Council, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.
- b. The following powers of the Corporation are illustrative only, and shall not be construed as constituting or implying any limitation upon powers exercisable by the Board of Directors of the Corporation. The Corporation shall have 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 Corporation;
 - (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 Corporation, 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 Corporation.

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, 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:
 - (1) The officers of the corporation, which consist of the president, vice-president, secretary, and treasurer;
 - (2) Two elected Representatives of the Chapter Council;
 - (3) Additional representatives of the Chapter Council; and
 - (4) Other persons possessing skills necessary to the work of the Board of Directors.
- b. Representation of the Chapter Council on the Board of Directors in addition to the two Representatives of the Chapter Council will be as specified in then-current policy as established by the Chapter Council.

Section B-4. Role of Board of Directors.

- a. The duties of the Board of Directors include:
 - (1) Provision of fiscal oversight and accountability;
 - (2) Establishing policies to fulfill the duties of the Board;
 - (3) Under direction of the Chapter Council, and working in conjunction with staff, develop the Corporation's strategic plan on a regular and periodic basis;
 - (4) Direct staff to fully execute the strategic plan to the best of the Corporation's ability;
 - (5) Insure adequate resources to meet the needs and mission of the Corporation;
 - (6) Direct staff to successfully execute the financial plan on an on-going basis;
 - (7) Ensure that the Corporation is properly staffed to successfully execute the Corporation's strategic plan;
 - (8) Develop a program to insure a steady supply of qualified leaders to meet the Corporation's need; 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 Corporation's strategic plan.

Section B-5. Election of the Board of Directors.

Members of the Corporation's Board of Directors are elected as set forth in article D of these bylaws.

Section B-6. President.

The president is the chief officer of the Corporation and shall act as the chair person of the Board of Directors. The president performs, or ensures the performance of, the following duties:

- (1) 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;
- (2) Ensure the effectiveness of the Board Committees;
- (3) Retain, supervise, evaluate, and dismiss the executive director on behalf of and consistent with the expressed desires of the Board of Directors;
- (4) Chair the Executive Committee and ensure its success as a resource to support the Board of Directors; and
- (5) 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:

- (1) Provide support to the president to help make her/his job manageable and effective;
- (2) Chairs the Leadership Development Committee, and certifies the results of the election of Board members and officers; and
- (3) 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 Corporation. The secretary performs, or ensures the performance of, the following duties:

- (1) 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;

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

(3) Authenticate and maintain files of the records of the Corporation; and

(4) Fulfill any other duties as may be prescribed by the Board of Directors.

(5) 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:

(1) Keep full and accurate accounts of all financial records of the Corporation;

(2) Deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors;

(3) Disburse all funds when proper to do so;

(4) Develop reports as to the financial condition of the Corporation, and distribute such reports to the Board of Directors and other parties as required by law (**California Corporations Code Section 6321**);

(5) In conjunction with staff, develop budgets and projections for the Corporation;

(6) Upon reasonable notice, make financial records available for inspection by any Director; and

(7) 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 members to determine if someone is willing and able to serve in that capacity until the next scheduled election. The Chapter Council will be polled immediately 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 be polled 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 a two-thirds (2/3) majority resolution of the Chapter Council, 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.

- 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 Corporation's principal place of business 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.* The secretary of the Corporation 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 address as shown in the Corporation'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 one-half (1/2) of the 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 member of the Chapter Council 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.

i. Voting. Each Director and officer, except the president, will have one vote on any issue that comes before the Board of Directors. The president will have the right to cast a vote only in those cases in which there would otherwise be a tie.

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 standing governing committees to assist the Board of Directors in performing its governing and fiduciary duties. These committees shall include the Executive Committee, the Leadership Development Committee and such other committees that the Board may from time to time find necessary or convenient to its work.

b. The Executive Committee 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.

c. The Leadership Development Committee supports the process of recruitment orientation, training, recognition and evaluation of officers, Directors, Chapter Council leaders, organizational leaders, and other key volunteers. As specified in Article D, the Leadership Development Committee is also responsible for operating the Corporation's electoral processes. The Leadership Development Committee is charged with insuring an adequate supply of candidates for each office, but is explicitly prohibited from endorsing or disapproving of any candidate.

d. The Board of Directors may establish one or more advisory committees of distinguished scientists, conservationists, or other experts to advise the Board of Directors and Chapter Council on issues affecting the conservation and appreciation of California's native flora.

Section B-16. 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 Corporation, and may be compensated for other services provided to the Corporation, as specified by the Board of Directors.

Section B-17. Non-Liabilities of Directors.

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

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 and the officers of the Chapter Council. Each chapter's Delegate will be that chapter's president, unless an alternate is chosen under section D-1. Program committee chairs are ex-officio, non-voting members of the Chapter Council, participating fully in every meeting.

Section C-2. Role of Chapter Council.

- a. The Chapter Council of the California Native Plant Society is responsible for:
- (1) Fulfilling basic governance responsibilities, including electing the Board of Directors, and reviewing the work of the Board of Directors;
 - (2) Establishing the strategic direction for the Society, including setting the Society's vision, mission, and goals;
 - (3) Establishing native plant policies and resolutions that further the Corporation's vision, mission, and goals, and that guide the program work of the Corporation;
 - (4) Maintaining strong relations throughout the organization, particularly among chapters, and between the chapters and the Board of Directors; and
 - (5) Annually evaluating the performance of the Board of Directors with respect to execution of the Corporation's strategic plan, including the program work of the organization.
- 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 Corporation, or to cause the Chapter Council to be considered the Board of Directors of the Corporation 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, facilitate, and chair 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. The 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. The 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, 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 Corporate secretary may also serve as the secretary of the Chapter Council. 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 Representatives on the Board of Directors.

- a. The Chapter Council will have two representatives serving as Directors.
- 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 stated in Article D of these bylaws.

e. Officers of the Chapter Council 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, Representative 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 a two-thirds (2/3) majority resolution, 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 a two-thirds (2/3) majority resolution, the Chapter Council may remove the chair, vice-chair, Representative to the Board or secretary of the Chapter Council.

Section C-9. Meetings.

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 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, faxed, or personally delivered to each Delegate, at his or her latest address as shown in the Corporation'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 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 one-half (1/2) of the Delegates 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 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 Corporation in good standing may attend a Chapter Council meeting and comment upon any issue of interest to such member. Staff members may also participate regularly and actively in Chapter Council meetings, but have no vote. Any non-member 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, except the chair of the chapter council, will have one vote on any issue that comes before the Chapter Council. Except for election of officers and Directors, the chair of the Chapter Council will have the right to cast a vote only

in those cases in which there would otherwise be a tie. The Chair of the Chapter Council will always have the right to vote for officers and Directors, as specified in Article D.

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-Liabilities of Delegates.

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

Section C12. 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 performing its duties.

Section C-13. Compensation and Reimbursement of Chapter Council.

Members of the Chapter Council will not be compensated for their service on the Chapter Council. The foregoing notwithstanding, Chapter Council members may receive reimbursement for their direct expenses incurred by participation as a member of the Chapter Council, and may be compensated for other services provided to the Corporation, 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, designate another chapter member in good standing to serve as that chapter's Delegate. Whenever any such alternate Delegate is selected, the chapter represented by such Delegate must provide the secretary of the Chapter Council with written notification of such selection prior to commencement of the first meeting at which such Delegate will serve. The term of any such alternate Delegate will normally run concurrently with the term of the chapter president in whose place the alternate Delegate serves on the Chapter Council.

Section D-2. Chapter Council.

- a. The chair, vice-chair, secretary, and two Representatives to serve on the Board of Directors of the Chapter Council will be elected in each year as follows:
 - (1) Any CNPS member with currently paid dues interested in serving in one of these positions may be nominated by a chapter board by submitting a written nomination petition signed by the candidate and an officer representing that chapter's decision, to the chair of the Leadership Development Committee;
 - (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 one (1) year 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 position, chair, vice-chair, and secretary, and two votes for 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 two candidates receiving the most votes for 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 Corporation's officers and Directors will be elected in each year necessary as follows:

- (1) Any CNPS member with currently paid dues interested in serving as an officer or Director may be nominated by submitting a written nomination petition signed by an officer representing a chapter's decision to vouch for that candidate, or by five members of CNPS with currently paid dues, to the chair of the Leadership Development Committee;
- (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 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, president, vice-president, treasurer, and secretary, 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 positions. In case of a tie, the then-current Chair of the Chapter Council will cast a tie-breaking vote.

f. The term of each officer and Director will be two (2) years. Each person may serve as an officer, 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 Corporation'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 support to the governing and program committees and to the Chapter Council. Such responsibilities will be assigned by the Board of Directors 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 approves, establishment and dissolution of program committees so as to most effectively implement the Corporation's strategic plan.
- b. The executive director recommends, and the Board approves, who will serve within each committee, as well as who serves as chair for each committee. The executive director will also be responsible for staffing those committees so as to most effectively implement the Corporation's strategic plan.

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 Corporation, as specified by the Board of Directors.

ARTICLE F: CHAPTERS.

Section F-1. Application.

- a. Fifteen (15) or more natural persons, whether or not then members of the Corporation, may petition the Corporation 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 membership application for all such individuals who are not then-current 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.
- b. 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 Corporation within the chapter area and to abide by the Corporation's policies and procedures applicable to chapters as established and revised from time to time by the Board of Directors.
- c. Chapters are committees of the Corporation.
- d. 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 Recognition and Continuation of Chapters.

- a. In addition to the general undertaking required for an initial petition each chapter must:
 - (1) Establish a democratic election process under which each 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 bylaws of the chapter;
 - (2) Maintain and submit to the Corporate treasurer statements covering all transactions necessary to establish Corporate responsibility for California state sales and use taxes and annual reports showing chapter assets, liabilities, revenues, and expenses in such form and detail as necessary to permit the Corporate 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 make such other reports to the executive director or Board as the Board or executive director may require; and
 - (4) Hold at least one chapter board meeting per year.
- 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;
 - (2) By resolution of the corporation's Board of Directors; or
 - (3) Automatically as specified by then-current policy regarding maintenance of chapter status.
- 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 Corporation. 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 Board of Directors 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 Corporation's 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 organization. Records and documents involving all financial issues will be maintained by the state organization and individual issues, such as restricted funds, addressed as necessary.

Section F-3. Chapter Bylaws.

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

Section F-4. Limitation of Chapter Authority.

In the absence of express authorization by the Board of Directors, or express policy established by the Board of Directors, no chapter, chapter officer or chapter member shall have power to commit the Corporation in any way.

Section F-5. Assignment of Members to Chapters.

Any member may, by written notice to the Corporation'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. Member's Votes

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 Corporation'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 this corporation. Except as these bylaws may be inconsistent with said laws and Articles, they shall regulate the conduct of the business and affairs of this corporation with respect to all matters to which they relate.

Section G-3. Amendment.

These bylaws may be amended by a resolution approved by a two thirds (2/3) majority of the Chapter Council.

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:

- (1) 5047.5 (Volunteer Officer or Director of Nonprofit Corporation-Nonliability for Money Damages; Exceptions);
- (2) 5150 (Adoption, Amendment, or Repeal [of bylaws]);
- (3) 5152 (Provision for Delegates);
- (4) 5210 (Corporate Powers Exercised by Board - Delegation);
- (5) 5211 (Board Meetings- Notice; Quorum; Consent to Act Without Meeting);
- (6) 5214 (Validity of Instrument Signed by Officers);
- (7) 5221 (Removal of Directors for Cause);
- (8) 5227 (Interested Persons - Limitation of Percentage Serving on Board; Effect of Violation on Corporate Transactions);
- (9) 5231 (Duties and Liabilities [of directors]);
- (10) 5239 (Personal Liability of Volunteer Director or Officer for Negligence);
and
- (11) 5240 (Standards for Investment or Retention of Assets).

ARTICLE H: MISCELLANEOUS.

Section H-1. 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 Corporation.

Section H-2. Insurance.

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

Section H-3. Non-discrimination.

This corporation, 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-4. 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 at any reasonable time and for any purpose reasonably related to his or her interests as a Director. Such inspection may be made in person, or by any agent or attorney designated by the Director 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 Recording 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-5. 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 Corporation 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-6. 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 corporation, 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 corporation 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-7. 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 corporation and shall be subject to inspection as provided in this Article.

Section H-8. Representation of Shares of Other Corporations.

The president or vice-president, acting together with the secretary of the corporation, are authorized to vote, represent and exercise on behalf of this corporation 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 this corporation, 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-9. Fiscal Year.

The fiscal year of this corporation shall be April 1 to March 30.

Section H-10. 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.