

**BYLAWS for the  
EAST BAY CHAPTER  
of the CALIFORNIA NATIVE PLANT SOCIETY**

**ARTICLE I. NAME AND DEFINITION**

The name established for this organization is the California Native Plant Society, East Bay Chapter, hereafter “the Chapter”.

The Chapter is an organizational unit of the California Native Plant Society, or CNPS, a California Nonprofit Public Benefit Corporation.

The Chapter’s mailing address is listed on the website: [www.ebcnps.org](http://www.ebcnps.org)

**ARTICLE II. RELATIONSHIP TO CNPS**

As an organizational unit of CNPS, all activities and actions of the Chapter shall be consistent with the mission, vision, and goals of CNPS as stated in the current CNPS governance documents.

CNPS bylaws and administrative policies guide the statewide organization, set rules on membership and voting, and describe the roles and functions of Chapters and requirements for Chapters to remain in good standing.

CNPS controls fiscal reporting, pursuing legal actions, signing of contracts, hiring of employees, and obtaining insurance.

Any conflict between this document and CNPS’s organizational documents shall be interpreted in favor of CNPS’s documents and regulations.

**ARTICLE III. PARTICIPATION IN CNPS**

The Chapter formally participates in the Society’s governance by sending a Delegate to the Chapter Council. The Delegate votes in CNPS elections.

Less formal participation shall be through Committee Chairs and Officers communicating with the appropriate CNPS Directors or staff members, and counterparts in other chapters.

#### **ARTICLE IV. THE CHAPTER BOARD**

The activities of the Chapter shall be conducted by a Chapter Board (hereafter the “Board”) consisting of the Chapter Officers, standing Committee Chairs, the most recent Past President, the Chapter Council Delegate, and Members at Large.

All Board members must be CNPS members in good standing and members of the Chapter.

##### **Authorizations**

In the absence of express authorization of the Board, no Board member or member of the Chapter shall have the power to categorically bind the Chapter in any manner. However, the Delegate is entitled to vote at the Chapter Council meeting as an authorized representative of the Chapter.

##### **Installation, Term of Office, Term Limits**

At the first meeting of the new term, the election results are announced and the newly elected Officers are installed. The newly installed Officers then vote to approve the President’s nominations for Committee Chairs and Chapter Council Delegate. Approved nominees become members of the Board. The immediate Past President also becomes a member of the Board at this time.

The term of office for all Board members is one year. Terms begin at the first meeting of the Board in the January after the election and end at the first meeting of the Board the following January.

No person shall serve as President for more than two (2) consecutive terms. However, that person may be re-elected to the office of president after another person has held office for at least one (1) term.

All other Board members have no term limits.

Upon leaving the Board, all Board members shall deliver all records to their successors and brief them. In the event that no successor is named or available, records and a written summary report

shall be delivered to the President or Board designee, and the departing Board member shall brief the President or Board designee.

## **ARTICLE V. CHAPTER OFFICERS**

Chapter Officers are elected annually by the Membership and shall consist of President, Vice President, Treasurer, Corresponding Secretary, and Recording Secretary.

### **The President**

- A. shall nominate consenting persons for Committee Chairs.
- B. shall provide notice of regular Board meetings to all Board members at least one week prior to the meeting. Board members are deemed to have received the notice if it is sent to their email or other established address on record. If meetings need to be rescheduled, notice shall be given at least two (2) days in advance.
- C. may call special meetings of the Board with a minimum of one (1) week's notice.
- D. may call special meetings of Committees with a minimum of one (1) week's notice.
- E. may call an emergency meeting of the Board.
- F. shall prepare agendas for every Board meeting, reflecting the goals of the Board, and distribute them at least 24 hours prior to each meeting. For a special meeting of the Board, the agenda must be sent at the same time as the notice.
- G. shall preside at all Board meetings at which the President is present, or at any other meeting as needed.
- H. will cause a budget to be developed for the year, reflecting the goals of the Board.
- I. will cause CNPS-requested documents and annual reports to be prepared and submitted to the CNPS state office by the deadline.
- J. may sign contracts for the Chapter upon approval by the Board and the CNPS state office, and will file such contracts with the CNPS state office.
- K. is *ex officio* on all Committees of the Chapter and shall receive notice of any and all Committee meetings as well as minutes of all such meetings. The President's attendance at any such meetings is at the President's discretion.

- L. is the Chapter's Delegate *ex officio*. The President may nominate another Chapter member to be the Delegate with Board approval. Notice must be given to the Chapter Council Secretary.
- M. nominates a Nominations Committee Chair with Board approval. The Chairperson shall not be a Board Officer.
- N. may appoint *ad hoc* Committees.

### **The Vice President**

- A. in the absence of the President, shall exercise the functions of the President.
- B. shall have such powers and discharge such duties as may be assigned by the Board or the President.

### **The Treasurer**

- A. shall keep and maintain accounts of the transactions of the Chapter following generally accepted accounting principles. The Treasurer shall deposit money and other valuables in the name of and to the credit of the Chapter with such depositories as may be ordered by the Board, shall render to the Board, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Chapter.
- B. shall maintain and submit in a timely manner the following to the appropriate CNPS staff: statements covering all transactions necessary to establish Corporate responsibility for California state sales and use taxes, annual reports showing chapter assets, liabilities, revenues, bequests, and expenses in such form and detail as necessary to permit the CNPS treasurer to satisfy all filing requirements under the Federal Internal Revenue Code, the State Franchise Tax Code, the regulations of the State Board of Equalization, and other applicable provisions of state and federal law.
- C. shall give account information and passwords for all financial accounts to the current President by the second meeting of each term. The current President shall be authorized on all accounts.
- D. shall, with Board approval, share account information and access with other Board members as necessary.

- E. may delegate other Board members to make deposits to the Chapter's accounts.
- F. shall perform such other duties as may be prescribed by the Board or the President.

### **The Recording Secretary**

- A. shall keep minutes of all business meetings of the Board and make such minutes available following the meetings within a reasonable amount of time.
- B. shall include in the minutes reports from Board members that are distributed to coincide with the monthly meeting.
- C. shall deposit the minutes in an electronic file storage system.
- D. shall perform such other duties as may be prescribed by the Board or the President.

### **The Corresponding Secretary**

- A. shall keep records of all correspondence, and shall conduct such correspondence as may be directed by the Officers or Board members.
- B. shall monitor the Chapter mailbox but may delegate this task to other Board members.
- C. shall perform other duties as may be prescribed by the Board or President.

## **ARTICLE VI. CHAPTER COMMITTEES, COMMITTEE CHAIRS**

### **Committees**

Special interest committees engage volunteer participation in the Chapter. Committees may be formed for any activities and interests consistent with the mission, vision, and goals of CNPS as stated in the statewide strategic plan.

Each separate committee has (a) Chairperson(s) who administer(s) the committee under their guidance in accordance with these bylaws.

A "Standing Committee" is a permanent committee charged with an ongoing task. Chairs of Standing committees typically become Board members by virtue of their role.

An “*ad hoc* Committee” is a temporary Committee charged with a specific, short-term task. Chairs of *ad hoc* committees do not become Board members by virtue of their role.

### **Committee Chairpersons**

- A. are nominated by the President and voted on by the Board.
- B. undertake the day-to-day administration of their committees.
- C. shall notify the President of meetings.
- D. shall report periodically to the Board in writing or orally and are encouraged to post minutes of their meetings to keep the Board fully informed.
- E. have the discretion to remove persons from their Committees after taking the matter under consideration with and receiving a vote of approval to do so from the Board.
- F. shall keep records of Committee business, policy, and decisions; and shall make a special effort to train and transfer knowledge to their successors.

## **ARTICLE VII. PAST PRESIDENT, CHAPTER COUNCIL DELEGATE and ALTERNATE, and MEMBERS AT LARGE**

### **Past President**

The immediate Past President may continue to serve on the Board as Past President during the current President’s tenure. Serving on the Board as Past President is at the Past President’s discretion.

### **Chapter Council Delegate and Alternate**

The President is the Chapter’s Delegate *ex officio*. If the President chooses not to serve as the Delegate, the President shall nominate another Chapter member to serve as the Delegate with the Board’s approval, and the Chapter Council Secretary must be notified.

The Delegate shall attend the meetings of the Chapter Council and report to the Board following each Chapter Council meeting. The Delegate will vote in all CNPS elections for CNPS Officers and Board members, and for Chapter Council Officers.

The President may appoint another Board member to serve as Alternate Delegate with the Board's approval. If the Delegate cannot attend a Chapter Council meeting, the Alternate Delegate will attend the meeting, and the Chapter Council Secretary must be notified ahead of the meeting.

### **Members at Large**

The Board may decide to have up to two Chapter members serve on the Board as Members at Large.

The Nominations Committee receives input from the Board, vets candidates for Members at Large positions, and gives a list of candidates to the Board. The Board then votes on the candidates either at the first meeting of the new term after the Officers and Chairs are installed, or at a later date.

The Members at Large shall perform duties as are prescribed by the President or Board members.

### **ARTICLE VIII. MEETINGS of the CHAPTER BOARD and COMMITTEES**

The Board shall hold regular meetings to discuss and act upon business and policy matters at regular intervals, not less than eight (8) times a year.

The President may call special meetings of the Board.

The Board and Committees may allow their members to participate in meetings via electronic means such as conference telephone or other conference services. Participation by such means shall constitute presence at a meeting.

## **ARTICLE IX. VOTING and QUORUM, and VOTING BETWEEN MEETINGS**

All Board members have the right to vote except for the President, who votes only to break a tie. A Board member who concurrently holds more than one Board position (e.g., an Officer also serving as a Committee Chair) is entitled to only one (1) vote. If a Board Committee is led by Co-Chairs, the Co-Chairs shall decide which of them will vote to represent their Committee.

At a duly noticed meeting, the quorum is a simple majority of the Board or eight (8) Board members, whichever is fewer. The quorum must include a majority of the Board's Officers. A quorum is required for all Board actions. Once a quorum has been established, motions are approved by majority vote.

A vote may be held outside regularly scheduled Board meetings for an issue deemed by the President to require action between Board meetings. Every effort must be made to contact all Board members. The Board shall be notified with a stated deadline for receipt of votes (minimum deadline is one [1] day). Votes not received by the deadline will be counted as abstentions. The motion passes if two-thirds ( $\frac{2}{3}$ ) or ten (10) members of the Board (whichever is fewer) have voted ("yes" or "no") and a majority of those votes approve the motion by the deadline, or if a majority of the Board approves the motion at any point in time before the deadline.

## **ARTICLE X. CHAPTER NEWSLETTER and WEBSITE**

*The Bay Leaf* is the Chapter's official newsletter and is published regularly. *The Bay Leaf* is sent to everyone who requests it, and it is also available on the Chapter's website at [www.ebcnps.org](http://www.ebcnps.org).

*The Bay Leaf* and the Chapter's website serve as official notice of regular and special meetings of the membership.

**ARTICLE XI. CHAPTER ELECTIONS, NOMINATIONS, BALLOTS, RESULTS, PUBLICATION**

**Elections and Nominations**

The Officers of the Chapter shall be elected annually by the membership.

The President, with Board approval, shall appoint a Nominations Committee Chairperson who forms a committee. Neither the Committee Chairperson nor the Committee members shall be Officers. The Committee shall nominate consenting persons (but not members of the Nominations Committee) for each elective office.

Chapter members may nominate persons for elective office by written petition signed by five (5) or more Chapter members with the written consent of the nominee. Petitions will be accepted by the Nominations Committee when received at least two (2) weeks prior to the publication of ballots.

Notice of the nomination process shall be posted in *The Bay Leaf* at least two (2) months prior to the publication of the ballots.

**Ballots, Voting, and Results**

Ballots are to be sent to individual Chapter members at least one (1) month prior to the election deadline.

Voting may be conducted by the best method as determined by the Board, which could include mail or electronic means.

Each individual Chapter member has one vote. Two or more persons residing in the same household under a single Family Membership will have one vote.

The Nominations Committee will count all ballots within one (1) week following the election deadline.

Election results will be published in the Chapter's newsletter, *The Bay Leaf*, in the edition following the election, and posted on the chapter's website:

[www.ebcnps.org](http://www.ebcnps.org).

## **ARTICLE XII. VACANCIES and REMOVAL**

### **Vacancy**

A vacancy shall exist whenever a Board member resigns, becomes unable to serve, or is removed from the Board.

A vacancy of any Officer or Committee Chairperson may be filled by an interim appointment by the President upon a vote of approval by the Board. An Officer or Committee Chairperson thus appointed shall serve for the remainder of the term.

### **Removal of a Board Member**

Board members may be removed by the Membership. A petition for removal must be signed by ten (10) Chapter members and delivered to the Recording Secretary. Thereafter, the membership will vote on the petition no later than two (2) months after the petition was received. The member will be removed if two-thirds (2/3) of the votes approve the petition for removal.

### **Dissolution of a Committee, Removal of Committee Chairs, Removal of Committee Members**

A Committee can be dissolved and/or a Committee Chairperson removed at the discretion of the President with the approval of the Board.

Committee Chairpersons have the discretion to remove persons from their committees after taking the matter under consideration with and receiving a vote of approval to do so from the Board.

**ARTICLE XIII. MEETINGS and ACTIVITIES of the CHAPTER MEMBERSHIP**

Regular Chapter activities such as field trips, programs, and restoration projects are announced in any or all of the following: *The Bay Leaf*, the Chapter's website, the Chapter's social media accounts.

Special membership meetings may be called by the President and shall be announced in any or all of the following: *The Bay Leaf*, the Chapter's website, the Chapter's social media accounts. Quorum shall consist of all members who attend a membership meeting for which all members are notified at least one (1) month in advance.

**ARTICLE XIV. MODIFICATION and APPROVAL of the BYLAWS**

Any revision of the bylaws must be approved by the Board, published in *The Bay Leaf*, and voted on by the membership.

These bylaws were approved on 12/4/2021 by the Board.