Chapter Guidelines
Channel Islands Chapter, California Native Plant Society
Updated and Approved by Board 7 February 2023
Approved by Chapter Membership XX February 2023

ARTICLE A – Purposes

Section A-1 Principal Purpose of Chapter: The Channel Islands Chapter (hereafter known as “Chapter”) of the California Native Plant Society (hereafter known as “CNPS”) exists for the principal purpose of conserving and protecting California native flora and to increase understanding, appreciation, and horticultural use of California native plants.

Section A-2 Purpose of Guidelines: This document, Chapter Guidelines, applies to the Channel Island Chapter of the California Native Plant Society and is for the purpose of regulating the Chapter’s affairs. The Chapter is a unit of the California Native Plant Society, Sacramento, California, and is an integrated part of the Society’s federated governance structure. These Guidelines and all Chapter activities are to be compatible with the Society’s articles of incorporation, bylaws and policies as described in the CNPS Chapter Handbook. In the case of a conflict, the Society’s bylaws and policies take precedence.

Section A-3 Nonprofit Character: The CNPS corporation is organized under the California Nonprofit Public Benefit Corporation Law for public benefit purposes. The Chapter does not and shall not have the power to distribute gains, profits, or dividends to its Directors or Officers, and no part of its net earnings shall inure to the benefit of any Director or Officer of the Chapter or any other individual, but the Chapter may compensate Directors and Officers for the reasonable value of goods that they furnish to the Chapter.

Section A-5 Non-discrimination: This Chapter, 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, gender, sexual orientation, or national origin.

ARTICLE B – Members and Dues

Section B-1 Eligibility: Any member of the California Native Plant Society may choose to join the Chapter as a member.

Section B-2 Dues: Membership in the Chapter shall be effective only for the period for which membership dues are paid to the State CNPS office.

Section B-3 Voting: Each Chapter member shall be entitled to one vote on any question requiring a vote of the Chapter membership. Any Organization having a single membership shall have one vote.

Section B-4 Continuation and Termination of Membership: Each eligible applicant for CNPS membership shall, subject to termination provisions set forth later in this section, continue as a CNPS member so long as applicable dues are paid. The California Native Plant Society may terminate any CNPS membership upon finding that a member has acted contrary to the purposes of CNPS, violated CNPS policies as established by the State Board of Directors and/or State Office, or utilized the CNPS name or
identification with CNPS without authority and contrary to CNPS policies. If the Chapter believes that any CNPS membership should be terminated, the Chapter shall transmit, in writing, a request for termination, together with a statement of the facts and circumstances supporting such request, to the CNPS State Board of Directors.

Section B-5 Membership Meetings: Chapter membership meetings shall occur through both formal meetings as well as informal activities of the Chapter (in-person or virtual).

ARTICLE C – Directors

Section C-1 Power and Authority of Chapter Directors: All corporate powers shall be exercised by or under the authority of the Chapter Board of Directors, and the Board shall control the business and affairs of the Chapter in compliance with State CNPS policies and procedures. The following powers of the Chapter are illustrative only and shall not be construed as constituting or implying any limitation upon powers exercisable by the Board of Directors of the Chapter. The Chapter Board shall have power to:

a) recommend undertaking legal proceedings to the CNPS State Board of Directors;
b) commence, conduct, and defend legal proceedings;
c) adopt, use, and alter a CNPS corporate seal, but failure to affix a seal shall not affect the validity of any act or instrument of the Chapter;
d) adopt, amend, and repeal Chapter Guidelines;
e) select, remove, and prescribe powers and duties of officers, agents, and employees of the Chapter, and require security for faithful service;
f) make donations for charitable purposes;
g) review and approve an annual budget;
h) act as trustee under any trust incidental to the principal objects of the Chapter, and receive, hold, administer, and expend funds and property subject to such trust as approved by the CNPS State Board of Directors;
i) 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 as delegated and/or approved by the CNPS State Board of Directors;
j) 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 as delegated and/or approved by the CNPS State Board of Directors;
k) do all the other acts necessary or expedient for administration of the affairs and attainment of the purposes of the Chapter.
l) In addition, the Board of Directors shall have authority to act for the members and committee chairs between Board meetings.

Section C-2 Number of Directors: The Chapter Board shall not exceed 15 Directors. All Director positions are voting positions. All Directors must be Chapter members.

Section C-3 Elected versus Non-Elected Board Directors: The following Director positions are elected by the Chapter Membership: a) President; b) Vice-President; c) Treasurer; d) Recording Secretary; e) Chapter Council Delegate; f) Chapter Council Alternate. Other Director positions do not need to be elected by the membership and can be appointed by the Board.
Section C-4 Duties of the Board President: The President shall provide an agenda for and preside at all meetings of the members and Chapter Board, shall have general supervision of the affairs of the Chapter and the Board, and shall perform all such other duties as are incident to the office.

Section C-5 Duties of the Vice-President: The Vice President shall assist the President in performing the duties of President. The Vice-President shall have such other powers and duties as the Board of Directors or President shall designate or as these Guidelines may provide. In addition, the Vice-President shall exercise the functions of the President during the absence or temporary disability of the President.

Section C-6 Duties of the Treasurer: The Treasurer shall supervise banking relations, including the handling, depositing, and disbursing of all funds and shall render to the Board of Directors, on request, an account of all financial and accounting transactions and of the financial condition of the Chapter. The Treasurer shall be responsible for properly maintaining all Chapter financial records and preparing corporate financial statements and reports. All books of account maintained by or under the supervision of the Treasurer shall at all times be open to inspection by any member of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as the Board of Directors shall designate or as these Guidelines may provide. Subject to the supervision of the Treasurer, any assistant including staff may perform all or any part of the duties of the office.

Section C-7 Duties of the Recording Secretary: The Recording Secretary shall keep and publish minutes of all business meetings of the Board and any Chapter business meeting and shall perform such other duties as are prescribed by the Board or the President. Minutes of meetings shall reflect: the time and place of the meetings; the names of persons present; the business transacted; and such other matters as the Board of Directors shall designate. Board of Director minutes shall be distributed to the Board of Directors at least 1 week prior to the next regularly scheduled Board meeting. The Secretary shall assist the President in handling correspondence relating to Society matters and shall have such other powers and perform such other duties as the Board of Directors shall designate or as these Guidelines may provide. Subject to the supervision of the Secretary, any Assistant Secretary may perform all or any part of the duties of the Secretary except voting on board issues.

Section C-8 Duties of the Chapter Council Delegate: The Chapter Council Delegate shall regularly attend Chapter Council meetings, represent the Chapter and vote at such meetings, and report back to the Board. The Chapter Council Delegate shall advise the Chapter Board on State policy, programs, etc. as needed or requested.

Section C-9 Duties of the Chapter Council Alternate: The Chapter Council Alternate shall attend Chapter Council meetings when the Chapter Council Delegate is unable to attend. The Chapter Council Alternate represents the Chapter and votes at such meetings and reports back to the Board.

Section C-10 Duties of Non-elected Board Directors: In addition to the six elected Board Directors, the Board may have up to 11 additional voting Directors who will have the responsibility of ensuring that Chapter projects, activities, and meetings take place. Examples of positions and activities that Directors may take on include, but are not limited to:

- Membership
- Field Trips
- Programs/Talks
- Horticulture and Plant Sales
- Newsletter Editor
Section C-11 Conduct of Board Business: Board Directors are expected to regularly attend Board meetings and shall not miss more than three meetings out of 12. If a Director is unable to attend, they shall contact the Secretary in advance, advising of his/her expected absence. Multiple unexcused absences may result in removal from the Board. Board Directors are expected to provide reports as related to their position or assignments. These reports should be sent to the Secretary in advance of a Board meeting. All Board Directors are expected to read advance materials before the meetings. A majority vote is required to approve action items, provided a quorum is present and voting. A quorum consists of 50% of the Directors. The Board of Directors shall report at Chapter program meetings regarding its actions and decisions.

Section C-12 Election of Elected Directors: A ballot for the six elected Board Directors shall be prepared by a designated Board Director or Committee Member. Chapter Members may self-nominate for an elected position by notifying the Board no less than two weeks before the election ballot is prepared. Chapter members shall be notified by Chapter electronic newsletter and email of the ballot for elected Board Directors. Elections are held electronically.

Section C-13 Term of the Directors: Except as otherwise expressly provided, Directors shall serve for a term of one year commencing on January 1 and ending on December 31 or until their successors are selected and take office. All other Directors shall take office upon appointment by the Board and serve until December 31 or until their Board membership is terminated by resignation or otherwise or until their successors are appointed. All Directors may serve additional terms without limit.

Section C-14 Removal of Directors: Elected Directors can be removed from the Board by a 2/3 majority vote at a Board meeting. In addition, elected Directors can be removed from the Board by the Chapter membership by majority vote at a special meeting.

Section C-15 Vacancies: A vacancy shall exist whenever a Director resigns, becomes unable to serve for any reason, is not re-elected, or is removed in accordance with Chapter or State guidelines. A vacancy in any office may be filled by a majority vote at a meeting of the Chapter Board of Directors. An officer thus elected to fill any vacancy shall hold office for the unexpired predecessor’s term (ending December 31).

Section C-16 Records: Each Director shall upon the expiration of the term of office and the election and qualification of a successor deliver to the successor the records of the office.

Section C-17 Meetings:
   a) Place of Meetings: Meetings shall be held at such place and in such a manner, including virtually, as the Board of Directors designates and communicates electronically or by telephone.
b) **Call of Meetings**  Any three Chapter Board of Directors may call meetings of the Board of Directors at any time.

c) **Notice**  Notice of Board meetings shall be emailed to each Director, at his or her latest address as shown in the current CNPS Statewide Directory. This notification process will be the responsibility of the President but may be delegated to Vice President, Secretary, or other Board Director.

d) **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 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.

**Section C-18 Action Without a Meeting By Two-Thirds Consent:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if two-thirds of the members of the Board individually or collectively consent in writing (including the use of electronic mail) or verbally to such action. Such action by written consent shall have the same force and effect as an equivalent vote of the Directors. Such written consents shall be filed with the minutes of the Board meeting.

**ARTICLE D – Committees**

a) The Board shall establish standing or temporary committees, as well as other positions as needed, to accomplish the goals of the Chapter for tasks such as conservation, field trips, membership, plant sales, garden tour, programs, outreach, and publicity. Some positions are not associated with a committee but fulfill essential work for the Chapter as Individual Contributors. All Chairs and Individual Contributors must be Chapter members. Chapter members interested in being a Committee Chair or Individual Contributor may contact the Board.

b) All positions obtain direction from the Board and report activities to the Board. These reports may be sent to the Secretary or the full Board in advance of a Board meeting. Chairs and Individual Contributors are eligible, but not required, to serve on the Board. A Chair or Individual Contributor who is not a member of the Board may vote on any Board motion that directly relates to their committee or area of responsibility.

c) With the exception of closed committees, meetings of committees are open to all Chapter members unless sensitive information is being discussed.

d) Each committee may establish its own procedures, provided that they are consistent with CNPS State policies and the Guidelines, policies and practices of this Chapter.

e) All members are expected to participate civilly in committee activities and to communicate respectfully in all committee discussions. If a conflict arises that cannot be quickly or easily resolved within a committee, the Committee Chair shall notify the Board in a timely manner of the conflict. The Board will attempt to resolve such conflicts when possible.

f) Terms are for one year and shall be renewed on an annual basis. The Board may disband a standing or temporary committee by 2/3rd majority vote at a Board meeting. Chairpersons and/or members may be removed from a committee by 2/3rd majority vote at a Board meeting.

**ARTICLE E – Suspension or Dissolution of Chapter**

**Section E-1 Suspension of Chapter Status:** The CNPS State Board of Directors may suspend any Chapter in the event of serious and persistent action or omission inconsistent with the CNPS State Articles of Incorporation. Bylaws and policies as established by the state Board of Directors. While suspended, a
Chapter shall take no action in the name of CNPS except that the members of the Chapter, together with other interested individuals in the area, may propose a reorganization plan to correct the deficiencies which led to the suspension. When and if the CNPS State Board of Directors approves such reorganization plan, the Chapter will be restored to good standing. A Chapter may also be suspended if it fails to meet the standards required for initial recognition as a Chapter.

Section E-2 Disposition of Assets upon Liquidation or Dissolution: Upon the Chapter’s liquidation or dissolution, the Board of Directors shall, after paying or adequately providing for the Chapter’s liabilities, distribute the Chapter’s remaining assets to the CNPS corporation. The Chapter’s assets may not be distributed so as to benefit directly or indirectly any Director or Officer of the Chapter or any other individual.

ARTICLE F Miscellaneous

Section F-1 Inspection of Corporate Records: The books of account, minute books, 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 Secretary, or if such demand relates to the books of account to the Treasurer.

Section F-2 Execution or Endorsement of Checks: All checks, drafts or other orders for payment of money and notes or other evidence of indebtedness issued in the name of or payable to the Chapter shall be signed or endorsed by the Treasurer and a second signer, or in the absence of the Treasurer by two designated signers.

Section F-3 Execution of Contracts: The State Board of Directors may authorize any Officer or Officers of the Chapter and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Chapter, and such authority may be general or limited to specified instances. No Officer or agent shall have any power or authority to bind or obligate the State and/or Chapter 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 State Board of Directors.

Section F-5 Fiscal Year: The fiscal year of this Chapter shall be April 1 to March 31.

Section F-6 Conflict of Interest: The Chapter and Board of the Chapter shall be guided by the State CNPS Policy on Conflicts of Interest in matters pertaining to conflicts of interest.

ARTICLE G Amendment and Effect on Bylaws and Guidelines

Section G-1 Previous Bylaws or Guidelines Superseded: These Chapter Guidelines supersede the previous Bylaws of this Chapter and all amendments thereto.

Section G-2 Effect of Guidelines: These Chapter Guidelines 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 state CNPS. Except as these Guidelines may be
inconsistent with said laws and Articles, they shall regulate the conduct of the business and affairs of this Chapter with respect to all matters to which they relate.

**Section G-3 Manner of Amendment:**

a) **In Any Legal Way** These Guidelines may be amended in any manner now or hereafter provided by the applicable provisions of the California Nonprofit Public Benefit Corporation Law.

b) **By Chapter Membership** These Guidelines may be amended by majority vote of Chapter Membership at a membership meeting or by electronic ballot.