

Bylaws of the Monterey Bay Chapter of the California Native Plant Society

Preamble: The California Native Plant Society (CNPS) is a state-wide Non-profit Public Benefit Corporation. Members of the Monterey Bay Chapter are encouraged to participate at meetings and on committees that run the affairs of the chapter, and also to elect chapter officers. Basic governance of the chapter is by a Board of Directors comprised of elected officers and appointed members. A Chapter Council Representative links our chapter to the state CNPS.

Article I. Name and Affiliation.

Section 1. Name: This organization shall be known as the Monterey Bay Chapter of the California Native Plant Society (MBCNPS). Its boundaries and area of influence shall be Monterey and San Benito Counties, California.

Section 2. Affiliation: MBCNPS is a chapter of the California Native Plant Society and shall abide by all requirements and adhere to all policies set by CNPS.

Article II. Purpose and Goals.

Section 1. Purpose: The purpose of MBCNPS is the preservation and conservation of the native flora and plant communities of California.

Section 2. Goals: The goals of MBCNPS are to increase understanding, appreciation, enjoyment, and preservation of California native plants in their natural habitats through scientific activities, education, conservation, horticulture and stewardship.

Article III. Membership.

Section 1. Eligibility: Any person, family or group interested in the native flora of California is eligible for membership in MBCNPS. Membership in the state-wide organization is a requirement for membership in this chapter.

Section 2. Termination of Membership:

- a) Non-payment of dues to CNPS will terminate membership.
- b) Actions contrary to the purposes or policies of CNPS or use of the name of CNPS without authority are grounds for termination by the CNPS Board of Directors.

Section 3. Membership List: The chapter membership list may not be used for any purpose without authorization from the MBCNPS Board of Directors.

Section 4. Voting Rights: Each Individual member shall be entitled to one vote on any question requiring a vote of the membership. A Family membership is entitled to two votes. Any Group shall be entitled to one vote for the group, with that voting delegate designated in writing. Members absent from the meeting may give proxies to any chapter member to give to the presiding officer to include in the tally of votes.

Article IV. Meetings of the Members.

Section 1. Meetings of the Members: Regular meetings of the membership to further the goals of the MBCNPS and to conduct business shall be scheduled by the MBCNPS Board of Directors. Times of meetings and issues requiring a vote will be noticed to all members.

Section 2. Conducting Business: a.) Members wishing to raise an issue shall inform the presiding officer who will determine when and how the issue will be addressed. b.) Decisions made at general or special meetings require a quorum of members be present. c.) A quorum constitutes ten percent of the membership. Signed proxies may be included to determine a quorum. d.) If a quorum is determined to exist, a simple majority constitutes a decision. e.) The annual business meeting where officers are elected will be the last scheduled meeting of the calendar year. f.) Special meetings may be called by either the MBCNPS Board of Directors or by the membership if a quorum of members petitions the MBCNPS Board of Directors.

Article V. Dues and Fiscal Year.

Section 1. Dues: CNPS sets the levels of dues to join. The MBCNPS may assess additional chapter dues in a manner and amount determined by a majority vote of the chapter membership.

Section 2. Fiscal Year: The MBCNPS fiscal year shall be the same as the CNPS fiscal year.

Article VI. Chapter Officers and other Board of Director Members.

Section 1. Positions and Duties:

a) President: Preside over all scheduled, special and Board of Directors meetings. Solicit and set agenda for meetings, prepare annual chapter activities report, and is, by default, the representative to the CNPS Chapter Council and the spokesperson for MBCNPS on official matters.

b) Vice-president: Assist the President to administer chapter affairs, fill in when the President is absent and perform other duties as directed by the Board of Directors.

c) Secretary: Record and maintain minutes of meetings and perform other duties as directed by the Board of Directors.

d) Treasurer: Maintain financial records of the chapter, deposit and disburse chapter monies, prepare an annual fiscal summary of accounts and perform other duties as directed by the Board of Directors.

e) Membership Secretary: Maintain chapter membership and mailing lists and perform other duties as directed by the Board of Directors.

Section 2. Election of Officers: Nomination of officers shall be by a nominating committee appointed by the Board of Directors. The election of officers is held at the annual business meeting.

a) Members shall be notified of the slate of officers nominated.

b) Nominations may be made from the floor at the annual business meeting provided consent has been obtained from the nominee.

c) A vacancy of an office may be filled by a majority vote of the Board of Directors. The officer will hold the office until the next election.

d) The term of office is one calendar year. Upon expiration of term, each officer shall provide the newly elected officer with records of the office.

Section 3. Committee Chairpersons: Chairpersons of committees shall be appointed by the Board of Directors. The chairperson is required to report to the Board of Directors on the activities of his/her committee and is encouraged to petition to become a member of the Board of Directors. A majority of the MBCNPS Board of Directors is needed to approve membership.

Section 4. Members-at-Large: A chapter member may petition to become a Member-at-Large of the Board of Directors. A majority of the MBCNPS Board of Directors is needed to approve membership.

Article VII. Board of Directors.

Section 1. Responsibility: The Board of Directors shall have the general power to administer the affairs of the chapter between general meetings and shall reports its actions to the chapter.

Section 2. Executive Committee: The Executive Committee consists of the elected officers. It assists and guides all chapter committees, and ensures that all MBCNPS obligations are fulfilled. The Executive Committee shall maintain the current list of members of the Board of Directors as follows: after election each year, the new Executive Committee shall invite petitions from each chair of a committee to become a member of the Board of Directors.

Section 3. Members of the Board of Directors: All must be members in good standing in CNPS. The Board shall serve for one calendar year and shall consist of between 7 and 15 members who include: the Executive Committee, participating Committee Chairpersons, the Past President, and any Members-at-Large.

Section 4. Meetings: At least one meeting of the Board of Directors shall be held each quarter.

a) Meetings of the Board of Directors: Meetings shall be open to all MBCNPS members in good standing and information on attendance will be made available.

b) Agenda: Items shall be submitted to the President who will prepare the meeting agenda.

c) Quorum: A quorum shall consist of 1/2 of the membership of the Board of Directors.

d) Motions: Motions shall pass with a simple majority if a quorum has been met.

e) Closed Sessions: A majority of the Board of Directors may at any time call for a closed session in which only Board of Director members can be present.

Section 5. Decisions Outside of Meetings:

a) Decisions Requiring Only Executive Committee Approval: A majority of the Executive Committee can approve minor motions relating to previously discussed issues or non-routine expenditures for less than \$200.

b) Decisions Requiring Board of Directors Approval: Items or issues that have not been previously discussed or expenditures over \$200 shall be submitted to all Board members. If there is no request for debate, a majority of affirmative responses will approve. If debate is requested, the motion may be recirculated until no debate is requested or debated at the next Board meeting.

Section 6. Removal of a Member from the Board of Directors: A 2/3 vote of the entire Board is necessary to remove a member from the Board of Directors for actions that are contrary to CNPS policies and/or for actions that severely hinder the functioning of the Board or a MBCNPS committee.

Section 7. Termination of Membership in MBCNPS: By majority vote, the Board of Directors may recommend to the CNPS Board of Directors for a termination of a MBCNPS membership. Specific grounds will accompany the recommendation.

Article VIII. Committees.

Section 1. Purpose: Committees are chaired by chapter members who conduct the activities of the committee as directed by the Board of Directors.

a) Standing Committee(s): Carry out regular functions; i.e., book sales, conservation, invasive plants, field trips, local flora, hospitality, newsletter, plant sale, poster sales, programs, publicity, wildflower show. The Board of Directors may add or delete a standing committee by majority vote.

b) Temporary Committee: Carry out a short-term function with an expiration date. The Board of Directors may create and/or disband a temporary committee by majority vote.

Section 2. Operations.

a) Chairpersons: The chairperson is selected by the committee. In the case of a single-member committee, that person is the chair. The committee chair may accept or decline the Executive Committee's invitation to petition to serve on the Board of Directors.

b) Other Matters: (1.) Committees obtain direction from the Board of Directors and report activities to the Board. (2.) Meetings of committees are open to all chapter members and

invited members of the public. (3.) Chairpersons and/or members may be removed from a committee by a 2/3 vote of the MBCNPS Board of Directors.

Article IX. CNPS Chapter Council Representative.

Section 1. Selection: The President is automatically the primary MBCNPS Chapter Council Representative. The Board of Directors will elect an Alternate Representative and, if the President declines to serve as Representative, a replacement primary Representative.

Section 2. Duties: Attend CNPS Chapter Council meetings to represent the chapter's interests, activities and issues. Report back to the chapter on issues and activities of the other CNPS chapters, CNPS Chapter Council, CNPS Board of Directors, and CNPS staff.

Article X. Limitation of Authority. In the absence of authorization by the Board of Directors, no officer, committee chairperson, or member shall have the power to act or bind the chapter in any manner.

Article XI. Parliamentary Procedures. *Robert's Rules of Order, Revised 10th Edition* shall be used as a guide to govern parliamentary procedures of the chapter.

Article XII. Amendments. These Bylaws may be amended by a two-thirds vote of the members present or represented by proxy at a regular meeting provided a quorum is met and a copy of the bylaws or the proposed amendments is noticed and mailed at least 10 days prior to the meeting.