

## BYLAWS OF THE MONTEREY BAY CHAPTER OF THE CALIFORNIA NATIVE PLANT SOCIETY

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**Preamble:** The California Native Plant Society (CNPS) is a state-wide Nonprofit 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 (MB-CNPS). Its boundaries and area of influence shall be Monterey and San Benito Counties, California.

Section 2. **Affiliation:** MB-CNPS 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 MB-CNPS is the preservation and conservation of the native flora and plant communities of California, particularly those found in Monterey and San Benito Counties.

Section 2. **Goals:** The goals of MB-CNPS are to increase understanding, appreciation, enjoyment, and preservation of California native plants in their natural habitats through scientific activities, education, conservation, horticulture and stewardship, with particular focus on those plants found in Monterey and San Benito Counties..

### ARTICLE III. MEMBERSHIP.

Section 1. **Eligibility:** Any person, family or group interested in the native flora of California may become a member in MB-CNPS by joining the state-wide CNPS and designating MB-CNPS as his, her or their 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 MB-CNPS 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. DUES AND FISCAL YEAR.

Section 1. **Dues:** CNPS sets the levels of membership dues. MB-CNPS may assess additional chapter dues in a manner and amount determined by a majority vote of the chapter membership.

Section 2. **Fiscal Year:** The MB-CNPS fiscal year shall be the same as the CNPS fiscal year.

## **ARTICLE V. MEETINGS OF THE MEMBERS.**

### **Section 1. Meetings of the Members:**

- a) Regular meetings of the membership to further the goals of MB-CNPS and to conduct business shall be scheduled by the MB-CNPS Board of Directors.
- b) Not less than 10 nor more than 90 days' notice shall be given of any general or special meeting at which members will be asked to vote on an issue. The notice shall indicate at least the general nature of any matter on which a vote will be required.
- c) Notices and any accompanying documents may be sent by mail or, in the case of any member who has consented to receive electronic communications from the chapter and has not withdrawn such consent, by email. Posting the notice and any accompanying document on the chapter's website shall also constitute effective notice.

### **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) Ten percent of the membership, present in person or by proxy, shall constitute a quorum..
- d) If a quorum is determined to exist, decisions may be approved by a simple majority of those members present in person or by proxy.
- e) The annual business meeting where directors and officers are elected will be the last scheduled meeting of the calendar year.
- f) Special meetings may be called by either the MB-CNPS Board of Directors or by the membership if a quorum of members petitions the MB-CNPS Board of Directors.

## **ARTICLE VI. CHAPTER DIRECTORS AND OFFICERS.**

Section 1. **Members of the Board of Directors:** The Board shall comprise between 7 and 15 members. All must be members in good standing in CNPS. Each of the officers and the past President shall ex officio be a member of the Board of Directors.

### **Section 2. Officers:**

- a) **President:** The President will 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 MB-CNPS on official matters.
- b) **Vice-president:** The Vice-president will 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:** The Secretary will record and maintain minutes of meetings and perform other duties as directed by the Board of Directors.
- d) **Treasurer:** The Treasurer will 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.

Section 3. **Executive Committee:** The officers shall comprise the Executive Committee which

assists and guides all chapter committees and ensures that all MB-CNPS obligations are fulfilled.

Section 4. **Election of Directors and Officers:** The Board of Directors shall be responsible for nominating a slate of directors and officers to be put before the members at each annual business meeting. The Board may delegate this responsibility to the Executive Committee.

- a) Members shall be notified (in accordance with the provisions of Article V Section 1) of the slate of directors and officers so nominated at least 10 days prior to the annual business meeting.
- b) Nominations may also be made from the floor at the annual business meeting provided consent has been obtained from the nominee.
- c) The slate of officers and directors shall be voted on as a whole unless any member requests that each individual nominee be voted on separately.
- d) Provided that the number of directors does not exceed the maximum stated in Section 1, the Board of Directors shall have power both to fill any casual vacancy and also to appoint one or more additional directors during the course of the year.
- e) Each director and officer, whether elected or appointed, shall hold office until the following annual business meeting or, if later, the next general meeting at which an election of directors and officers takes place.

Section 5. **Committee Chairpersons:** Chairpersons of committees, who may but are not required to be members of the Board of Directors, 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.

## **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. **Meetings:**

- a) Meetings of the Board of Directors: At least one meeting of the Board of Directors shall be held each quarter. Meetings shall be open to all MB-CNPS 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 is present.
- 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 3. **Approval of expenditures**

- a) The Treasurer shall be responsible for routine expenditures not exceeding \$200. "Routine expenditure" means any expenditure of a character and/or amount previously approved by the Board of Directors. The scope of routine expenditures shall be reviewed by the Board of Directors at least annually.
- b) The President shall have authority to approve routine or non-routine expenditures not exceeding \$500.
- c) The Executive Committee shall have authority to approve routine or non-routine

expenditures not exceeding \$1,000.

- d) Any expenditure in excess of \$1,000 must be approved by the Board of Directors
- e) All non-routine expenditures and all routine expenditures in excess of \$200 shall be itemized in a report to the Board of Directors at their next Meeting.

**Section 4. Decisions Outside of Meetings:**

- a) **Decisions Requiring Only Executive Committee Approval:** A majority of the Executive Committee can approve minor motions relating to matters previously discussed.
- b) **Decisions Requiring Board of Directors Approval:** Items or issues that have not been previously discussed 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 either be recirculated until no debate is requested or else deferred until the next Board meeting.

**Section 5. 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 MB-CNPS committee.

**Section 6. Termination of Membership in MB-CNPS:** By majority vote, the Board of Directors may recommend to the CNPS Board of Directors that the membership of a specified person, family or group in MB-CNPS be terminated. 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, website, 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.
- 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 MB-CNPS Board of Directors.

**ARTICLE IX. CNPS CHAPTER COUNCIL REPRESENTATIVE.**

**Section 1. Selection:** The President is automatically the primary MB-CNPS 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 in person or by proxy at a duly convened general meeting provided that notice of the proposed changes has been given to the members together with a copy of the revised Bylaws or the proposed amendments in accordance with the provisions of Article V, Section 1.