

# Chapter Guidelines

## Santa Clara Valley Chapter

### California Native Plant Society

Updated & Approved by Board

July 28, 2022

Approved at Annual Meeting

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#### ARTICLE I ORGANIZATION

##### Section 1 Name

The name of the organization shall be the Santa Clara Valley Chapter of the California Native Plant Society (CNPS).

##### Section 2 Fiscal Year

The fiscal year shall be the same as the CNPS fiscal year.

#### ARTICLE II PURPOSE

##### Section 1 Purpose

This document, Chapter Guidelines, applies to the Santa Clara Valley Chapter of the California Native Plant Society, referred to below as the Chapter, and is for the purpose of regulating the Chapter's affairs. The Chapter is a unit of the California Native Plant Society, 2702 K Street, Suite 1, 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.

#### ARTICLE III MEMBERS

##### Section 1 Chapter Membership

Any member of the California Native Plant Society may choose to join the Chapter as a member.

##### Section 2 Right of Chapter Members to Vote

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 4 Meetings of Members

The members of the Chapter shall hold general meetings at such times and places as they deem suitable, necessary, or convenient to accomplish the purposes of the Chapter.

All Chapter members shall be notified of any general meeting at least two weeks in advance of the meeting date, via the Chapter newsletter, email, postal mail or other appropriate means.

Members are welcome to attend Board meetings. They are not part of the Board quorum and may not vote at a Board meeting.

## **ARTICLE IV DUES**

### **Section 1 Chapter Dues**

The Chapter may, upon approval by the Chapter membership, assess Chapter dues in the manner and amount to be determined by a vote of the members.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1 Members**

The Board of Directors (Board) shall consist of the Executive Committee and at least ten (10) appointed directors, with the total number of Board directors preferably being an odd number.

Before the end of their term, the Leadership Development Committee (LDC) shall contact all Committee Chairs and Individual Contributors to determine if they want to continue in their current position or serve in another position for the following term. Those continuing in a position and desiring to serve on the Board shall be included in the LDC's list of members recommended for appointment to the Board. Chapter Members may contact the LDC to self-nominate as a candidate for the board. These additional candidates shall be subject to Board review before being added to the list of members recommended for appointment to the Board. At the first Board meeting of the new term year the incoming Executive Committee shall formally ratify the Board appointments for the new term.

During the term, if there are vacancies, the Board may appoint additional directors.

All Board directors must be Chapter members.

Elected officers and directors can be removed from the Board by the Chapter membership at a special meeting.

Appointed directors can be removed from the Board by a 2/3rd majority vote at a Board meeting.

### **Section 2 Duties**

The Board shall have the general power to administer the affairs of the Chapter and shall report its actions to the Chapter.

Board directors are expected to regularly attend Board meetings. If a director is unable to attend, the director shall contact a member of the Executive Committee in advance, advising of his/her 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 full Board in advance of a Board meeting. All Board directors are expected to read advance materials before meetings.

In the event of a dispute within the Chapter, the Board shall handle such disputes pursuant to the Chapter's established policy for resolving conflicts.

### **Section 3 Quorum**

A quorum of the Board shall consist of 50% of its directors. A person who holds multiple Board positions, such as an officer who holds two elected positions, for example, a President who is also the Chapter Council Delegate, is counted once toward the quorum and has only a single vote in Board decisions.

### **Section 4 Executive Committee**

The President, Vice President, Past President, Chapter Council Delegate, Recording Secretary and Treasurer shall function as the Executive Committee, conducting business necessary to facilitate the activities of the Chapter. The Executive Committee receives its authority from the Board and its actions are subject to review by the Board.

The Executive Committee may make decisions between Board meetings when there is an issue that requires immediate action. In such instances the Executive Committee shall notify the Board, in a timely manner, by email or other appropriate means of their action.

### **Section 5 Term**

The Term for all Board positions shall commence on the year of the election and run from June 1 to May 31 of the following year.

### **Section 6 CNPS Fellows**

Chapter members who are CNPS fellows shall be eligible to vote at any Board meeting. Their presence or absence is not included in the quorum calculations.

## **ARTICLE VI ELECTIONS**

### **Section 1 Officers**

The elected officers of the Chapter shall be President, Vice President, Past President, Treasurer, Recording Secretary and Chapter Council Delegate.

### **Section 2 Election of Officers**

A ballot for Chapter Officers shall be prepared by the Leadership Development Committee. The LDC shall solicit input from the Chapter membership regarding potential candidates for the elected positions. Members may self-nominate for an elected position by notifying the Leadership Development Committee chair before the election ballot is prepared. Chapter members shall be notified by Chapter newsletter, email, postal mail or other appropriate means of the ballot of Chapter Officers. Elections shall be held in February. Elections are held electronically, with paper ballots made available on request from current Chapter members. Officers are elected by a simple majority of votes.

Officers shall serve for a term of one year and can be re-elected.

### **Section 3 Duties of the President**

The President shall preside at all meetings of the members and of the Board, shall have general supervision of the affairs of the Chapter, the Board, and the Executive Committee, shall serve as an ex officio member of all committees, and shall perform all such other duties as are incident to the office.

#### **Section 4 Duties of the Vice President**

The Vice President shall exercise the functions of the President during the absence or disability of the President, shall serve as an ex officio member of all committees, and shall have such powers and discharge such duties as are prescribed by the Board or the President.

#### **Section 5 Duties of the Treasurer**

The Treasurer shall keep and maintain adequate and correct accounts of the financial transactions of the Chapter, including its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the Chapter with such depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, shall render to the Board whenever it requests, an account of all of the transactions as Treasurer and of the financial condition of the Chapter, and shall have such other powers and perform such other duties as may be prescribed by the Board or the President.

#### **Section 6 Duties of the Chapter Council Delegate**

The Chapter Council Delegate shall regularly attend Chapter Council meetings, represent the Chapter at such meetings, and report back to the Board. The Chapter Council Delegate shall advise the Board on State policy, programs, etc. as needed or requested.

#### **Section 7 Vacancies**

A vacancy in any office may be filled by a majority vote at a meeting of the Board. An officer thus elected to fill any vacancy shall hold office for the unexpired predecessor's term.

#### **Section 8 Records**

Each officer 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 9 Duties of the Past President**

The Past President shall participate on the Executive Committee and discharge such duties as are prescribed by the Board or the President.

#### **Section 10 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.

### **ARTICLE VII COMMITTEES AND OTHER POSITIONS**

#### **Section 1 Committees and other Positions**

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. These positions may include responsibilities such as Newsletter Editor, Hospitality, Nursery Manager or Outreach Coordinator. All Chairs and Individual Contributors must be Chapter members.

Chapter members interested in being a Committee Chair or Individual Contributor may contact the President or Leadership Development Committee Chair.

All positions obtain direction from the Board and report activities to the Board. These reports should be sent to 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.

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

## **Section 2 Committee Chairs and Individual Contributors**

The Board shall appoint the Chairs of each committee and the Individual Contributors at the beginning of each fiscal year. Committee Chairs shall facilitate the activities of the committee. Individual Contributors shall perform the duties corresponding to their specialty area.

## **Section 4 Duties of the Leadership Development Committee**

The Leadership Development Committee is a closed committee that manages the Chapter elections. It recruits and prepares the ballot for the annual election, is responsible for the publication of candidate information in advance of the election, and conducts the election and announces the results. It is responsible for volunteer recognition, leadership recruitment and facilitation of job descriptions for Committees and other Chapter positions. Members of the LDC must be Chapter members.

## **Section 5 Procedures**

Each committee may establish its own procedures, provided that they are consistent with the bylaws of the parent society and with the Guidelines, policies and practices of this Chapter.

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 or Executive Committee, in a timely manner, of the conflict.

## **Section 6 Terms**

Terms start on the year of the election and run from June 1 to May 31 of the following year. All positions (Chairs and Individual Contributors) 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 VIII LIMITATION OF AUTHORITY**

### **Section 1 Limitation of Authority**

The Limitation of Authority is defined in the CNPS bylaws and Chapter Handbook. No Officer, Committee Chairperson, or member shall act outside of the Limitation of Authority defined in the CNPS bylaws and Chapter Handbook.

## **ARTICLE IX GUIDELINES**

### **Section 1 Effects of Guidelines**

These new guidelines replace the Chapter's previous bylaws and all amendments.

## Section 2 Amendments

New guidelines may be adopted or these guidelines may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Directors present at a regular board meeting or a special board meeting called for such a purpose. Membership shall be notified via the Chapter newsletter, email, postal mail or other appropriate means at least two weeks in advance of such a meeting, and a copy of the proposed changes shall be included in the notice of the meeting.

## TERMS

Board of Directors: The Chapter's Board of Directors (Board) as defined in Article V.

Executive Committee: The primary committee responsible for Chapter governance as defined in Section 4 of Article V.

Standing Committee: A committee that carries out regular, on-going functions.

Closed committee: A standing committee that deals with restricted information such as leadership recruitment, volunteer recognition and preparation of the officer ballot. Additional responsibilities as requested by the Board, such as fund raising and grant administration may also be assigned to these committees. Members of closed committees are appointed by the Board. Closed committee meetings are not open to the general membership.

Temporary Committee: A committee that carries out a short-term function. An expiration date for the committee is set at the time it is established.

Chapter member: a CNPS member associated with or assigned to this Chapter in accordance with CNPS bylaws.