

**Chapter Guidelines**  
**Santa Clara Valley Chapter**  
**California Native Plant Society**

Updated & Approved by Board  
October 13, 2016  
Approved at Annual Meeting  
November 12, 2016

**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 Chapter operates on a calendar year – January 1 through December 31.

**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 and bylaws.

**ARTICLE III MEMBERS**

**Section 1 Chapter Membership**

Any Person, Family or Group interested in California native plants is eligible for membership in the Chapter. Membership in the California Native Plant Society is a requirement for membership in the Chapter.

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

Each adult in a Family membership shall be entitled to one vote on any question requiring a vote of the Chapter membership.

Any Group having a single membership shall have one vote. The official voting delegate of this group shall be so designated in writing.

### Section 3 Termination of Membership

Nonpayment of dues shall terminate membership.

Membership may not be transferred.

### 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. There shall be at least four general meetings annually. The last general meeting held in the fall shall be designated the Annual Business Meeting. Written notification, via the Chapter newsletter, email, postal mail or other appropriate means, shall be sent to each member entitled to vote at that meeting.

Special meetings may also be held for a specific purpose.

All Chapter members shall be notified of any general or special meeting at least one month 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.

### Section 5 Quorum

~~The lesser of one-fifteenth (1/15) of the membership of the Chapter or 50 members shall constitute a quorum at any general meeting or special meeting where business is transacted or elections held.~~

**Commented [v1]:** This change is being made to reflect current practice since we do not take an official member count before the vote the general meeting in November. There is no requirement in the state bylaws to have a quorum; other chapters don't require quorum for their election votes.

## 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~~, ~~two (2) elected directors~~ and at least ~~eight~~ ~~ten (10)~~ appointed directors (including the Recording Secretary), with the total number of Board directors preferably being an odd number.

**Commented [v2]:** The elected board directors were intended to encourage people who are not currently on the board to run. No one has expressed an interest in doing this, and we've ended up getting current board members to run for these spots at the last minute. It's caused confusion and extra work for the Nominating Committee without providing any benefit.

Before the Fall elections, the Nominating Committee 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 year. Those continuing in a position and desiring to serve on the Board shall be appointed to the Board by the incoming Executive Committee before the Budget Meeting. The Nominating Committee may propose additional candidates from the Chapter membership for the Board. These additional candidates shall be subject to Board approval. At the first Board meeting of the new year the new Executive Committee shall formally ratify its Board appointments for the year.

During the year, 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. ~~The same quorum rules under Article III, Section 5 shall apply.~~

**Commented [v3]:** As above for the removal of Article III Members, Section 5 Quorum

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 between Annual Business Meetings and shall report its actions to the Chapter.

The Recording Secretary shall keep and publish minutes of all business meetings of the Board and the Annual Business Meeting, and shall perform such other duties as are prescribed by the Board or the President.

Board directors are expected to regularly attend the monthly Board meetings. If a director is unable to attend, the director shall contact 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

~~Five members of the board, consisting of the President, Vice President, Past President, Chapter Council Delegate and Treasurer shall function as the Executive Committee. If any of the positions are open or if more than one position is held by the same person, the Board will appoint as many directors as needed from the current board to maintain a five member Committee. The President, Vice President, immediate Past President, Chapter Council Delegate 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.

**Commented [v4]:** Not all positions may be filled, and Chapter Council Delegate is often held by another officer. The executive committee functions more effectively if there are five experienced members.

The Executive Committee may make decisions between Board meetings when there is a timely 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 and request approval at the next Board meeting.

## Section 5 Term

The Term for all Board positions shall be from January 1 to December 31 following the election.

## 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 and Chapter Council Delegate.

**Commented [v5]:** If the immediate past president is unavailable, it opens up the pool to allow other past presidents to fill that role.

### Section 2 Election of Officers and Elected Board Directors

Nomination of officers shall be by a Nominating Committee appointed by the Board. The Nominating Committee shall solicit input from the Chapter membership regarding potential candidates for the elected positions. Chapter members shall be notified by Chapter newsletter, email, postal mail or other appropriate means of the slate of officers to be nominated. Nominations may also be made from the floor provided written consent has been obtained from the nominee. The election shall be held at the Annual Business Meeting. 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.

**Commented [v6]:** Provides useful experience and also allows easier distribution of responsibility with 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.

Formatted: Font: 11.5 pt, Bold

# **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.

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.

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. Committee Chairs shall facilitate the activities of the committee. Individual Contributors shall perform the duties corresponding to their specialty area.

## **Section 3 Closed Committees**

Closed committees are standing committees which deal with restricted information such as leadership recruitment, volunteer recognition and preparation of the officer slate. 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. There are currently two closed committees: Leadership Development Committee and Nominating Committee.

## **Section 4 Duties of Current Closed Committees**

Nominating Committee

The Nominating Committee manages the Chapter elections. It recruits and prepares the candidate slate for the annual election, and is responsible for publication of the slate in advance of the election.

## Leadership Development Committee

The Leadership Development Committee is responsible for volunteer recognition, leadership recruitment and facilitation of job descriptions for Committees and other Chapter positions. It may take on the responsibilities of the Nominating committee if approved by the Board.

### **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**

All positions (Chairs and Individual Contributors) shall be renewed on an annual basis at the beginning of the fiscal year. 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**

No Officer, Committee Chairperson, or member shall have the power to act for or bind the Chapter in any manner without the express authorization of the Executive Board. Any legal obligation, such as a contract, shall be reviewed by appropriate state CNPS staff.

## **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 members present at a regular meeting or a special meeting called for such a purpose. 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.

*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.

## **ADDENDUM 1**

This addendum to the Chapter Guidelines addresses the implementation and expectation of some of the new proposals.

### **EFFECTIVE DATE**

The Guidelines shall take full effect beginning in January 1, 2017. Items specifically detailed below shall take effect as stated.

### **APPOINTED DIRECTORS**

Pursuant to Article V, Section 1, after the election of the Executive Committee (" the ExComm"), the ExComm shall designate the appointed directors for the next year.