

BYLAWS
Willis Linn Jepson Chapter
California Native Plant Society
May, 1999
Amended, October, 2008

ARTICLE I NAME

Section 1 Name

The name of the organization shall be the Willis Linn Jepson Chapter of the California Native Plant Society.

ARTICLE II PURPOSE

Section 2 Purpose

The purpose of the organization is the preservation and conservation of the native plants and vegetation of California.

ARTICLE III MEMBERS

Section 1 Membership

Any person, family or group interested in the native plants of California 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 Members to Vote

Each member shall be entitled to one vote on any question requiring a vote of the 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 from one person to another person.

Section 4 Meetings of Members

The members of the Chapter shall hold meetings at such times and places as they deem suitable, necessary, or convenient to accomplish the purposes of the Chapter. The October meeting is hereby designated the Annual Business Meeting. Prior written notification of the agenda shall be sent to all members of good standing. The principal business to be transacted at this meeting shall be the election of Chapter officers.

Section 5 Quorum

One fourth of the membership of the Chapter shall constitute a quorum at any meeting when business is transacted.

ARTICLE IV FINANCES

Section 1 Fiscal Year

The fiscal year of the Chapter shall begin on the first day of April and end on the last day of March the following year.

ARTICLE V BOARD OF DIRECTORS

Section 1 Members

The Board of Directors shall consist of the current officers and the Chairs of the standing committees.

Section 2 Duties

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

Section 3 Quorum

A quorum of the Board of Directors shall consist of one-third of its members.

The Directors shall receive from the President timely notifications of meetings.

Section 4 Email, Telephone and Mail Decisions

Votes may be taken by e-mail or other means between meetings. If a motion is put before the board between meetings, all board members, whether or not they have e-mail, shall be notified. All votes taken by email, telephone, or other means shall consist of a super-quorum which is 50% of all board members. All email votes shall be ratified at the next board meeting or at the October Business meeting, depending upon which occurs first.

ARTICLE VI OFFICERS

Section 1 Officers

The elected officers of this Chapter shall be President, Vice President, Secretary, and Treasurer.

Section 2 Election of Officers

At the Board of Directors' meeting preceding the Annual Business Meeting, the President shall appoint a Nominating Committee to find one or more candidates for each Chapter office. The general membership shall be notified by mail of the slate of officers to be nominated. Additional nominations may be made from the floor provided that the nominees have expressed their approval. Elections shall be held at the Annual Business Meeting.

Section 3 Term of Office

The officers shall serve from January 1 to December 31 of the following year.

Section 4 Duties of the President

The President shall preside at all meetings of the members and of the Board of Directors, shall have general supervision of the affairs of the Chapter and the Board of Directors, shall appoint the chairs of standing committees and other individuals as necessary, shall serve as an ex officio member of all committees, and shall perform all such other duties as are incident to this office. In particular, the President or designee shall represent the Chapter at the quarterly State Board meeting of CNPS and at Chapter Council meetings.

Section 5 Duties of the Vice President

The Vice President shall exercise the functions of the President during the absence or disability of the President and shall have such powers and discharge such duties as may be assigned to him from time to time by the President of Board of Directors.

Section 6 Duties of the Secretary

The Secretary shall keep the files of all correspondence, shall report to the state organization the Chapter's activities for the past year, shall keep the minutes of all business meetings of the Board of Directors or of the general membership, and shall perform whatever similar duties may be assigned by the President of the Board of Directors.

Section 7 Duties of the Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the transactions of the Chapter, including its assets, liabilities, receipts, and disbursements. The treasurer shall deposit all monies and other valuables in the name of and to the credit of the Chapter with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Chapter as may be ordered by the Board of Directors, shall render to the Board of Directors, whenever they request it, an account of all the transactions of the 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 of Directors.

Section 8 Vacancies

A vacancy in any office may be filled by a majority vote at a meeting of the Board of Directors. An officer thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until a successor is elected.

Section 9 Records

Each officer shall, upon the expiration of his term of office and upon the election and qualification of his successor, deliver to the successor the records of his office.

ARTICLE VII PRESIDENT'S EXECUTIVE COUNCIL

Section 1 Membership

The Executive council shall consist of the President and two members of the Board of Directors to be appointed by the President with the concurrence of the Board.

Section 2 Purpose

The Executive Council shall advise and assist the President in the day-to-day performance of the President's executive duties. Its actions are subject to review, but not necessarily prior approval, by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1 Structure

Upon consulting with the Board of Directors, the President shall appoint chairmen for the following committees: Botanical Garden, Planting in Public Spaces, Membership, Plant Propagation, Plant Sales, Book/Poster Sales, Fund Raising, Conservation, Public Outreach, Webmaster, Education, and Immediate Past President. The number of standing committees may be increased or decreased by the Board. The committee chairmen shall serve concurrently with the elected officers.

Section 2 Temporary Committees

The President may appoint such temporary committees as may be deemed necessary for the business of the Chapter.

ARTICLE IX LIMITATION OF AUTHORITY

Section 1 Limitation of Authority

In the absence of express authorization from the Board of Directors, no officer, committee chair, nor member shall have the power to contract or bind the Chapter in any manner.

ARTICLE X AMENDMENTS

Section 1 Amendments

New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of two-thirds of the members present at a regular meeting or a special meeting called for such purpose. A copy of the proposed changes shall be included in the notice of the meeting.