

## ***Operating Guidelines of the Bristlecone Chapter of the California Native Plant Society***

*[Note: Italics represent revisions of our previous bylaws - replacing our by-laws with these operating guidelines was necessary to come into compliance with the revised By-laws of the Society. For more information, see [article in the May-June 2014 Bristlecone Chapter newsletter](#) (Vol. 35, No. 3). Bold italics are updates made in 2024.]*

***ARTICLE I NAME AND STATUS:*** This organization shall be known as the Bristlecone Chapter of the California Native Plant Society. *The Chapter is an organizational unit based in the Eastern Sierra Nevada consisting of members and volunteers of the Society; it is not an independent non-profit public benefit 501(c)(3) corporation.*

***ARTICLE II PURPOSE:*** The purpose of this organization is the preservation and conservation of the native flora of California. The actions of this Chapter shall be consistent with the By-laws of the *Society*.

***ARTICLE III MEMBERSHIP:*** Any person, family, or group interested in the native flora 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 1. Use of Membership List:*** No one shall use the membership list of the Chapter of the without authorization of the Executive Board.

***Section 2. Right of Member to Vote:*** Each member shall be entitled to one vote on any question requiring a vote of the membership. A family membership is entitled to *one* vote. Any group having a single membership shall be entitled to one vote and the official voting delegate of this group shall be designated in writing.

***Section 3. Termination of Membership:*** Non-payment of dues shall terminate membership. Membership may not be transferred from one person to another.

***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. There shall be at least *two* meetings annually. The annual business meeting shall be the November or the December meeting.

***Section 5. Quorum:*** *A majority* of the chapter membership *present at a properly noticed meeting* shall constitute a quorum when business is transacted or elections are held. Signed proxies may be included in determining a quorum.

***Section 6.*** *Any action requiring a vote of the Chapter membership at a meeting will be considered to be properly noticed when such action is mailed, sent by electronic mail, published in the Chapter newsletter, and/or posted on the Chapter website, at least 10 days prior to the meeting.*

***ARTICLE IV. FISCAL YEAR:*** The fiscal year shall be *April 1 to March 31*. The annual fiscal report shall be made at the end of *fiscal year* by the re-elected or outgoing *Chapter Treasurer*.

ARTICLE V. OFFICERS AND CHAPTER COUNCIL DELEGATE: The elected officers of this Chapter shall be President, Vice-president, Secretary, and Treasurer. Secretary and Treasurer may be combined into one office.

Section 1. President: The President shall preside at all regular and special meetings of the chapter and the Executive Board; appoint, with Executive Board approval, chairs of committees as needed to conduct the work of the Chapter; and be an ex-officio member of all committees except the Nominating Committee. *The President or past-President shall prepare the annual Chapter Activities Report to the Chapter Council, as required in the Society's By-laws.*

Section 2. Vice-President: The Vice-President shall perform the duties of the President in the absence of the President or at the President's request; assist the President in carrying out the duties of the office; and perform such other duties as may be designated by the Executive Board.

Section 3. Secretary: The Secretary shall maintain the correspondence files and keep the minutes of all meetings of the Chapter including general, executive, and any special meetings, and perform such other duties as may be designated by the Executive Board or President.

Section 4. 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 Executive Board. The Treasurer shall disburse the funds by checks signed by two elected officers, render to the Board upon request an account of all of the transactions and financial condition of the Chapter, and perform such other duties as may be designated by the Executive Board.

*As per Section F-2(a)(2) of the Society's By-laws, the Chapter Treasurer must maintain and timely submit to the Treasurer of the Society's Board of Directors and/or appropriate staff, statements covering all transactions necessary to establish Corporate responsibility for California state sales and use taxes and annual reports showing Chapter assets, liabilities, revenues, bequests, and expenses in such form and detail as necessary to permit the Board Treasurer to satisfy all filing requirements under the federal Internal Revenue Code, the State Franchise Tax Code, and other appropriate provisions of state and federal law.*

ARTICLE V. OFFICERS AND CHAPTER COUNCIL DELEGATE (Continued)

Section 5. Election of Officers: Nomination of officers shall be by a nominating committee appointed at the first meeting of the Chapter after the summer recess. The election shall be held at the annual meeting in November or December. *Chapter members shall have the opportunity, not less frequently than every two years, to cast a vote for the selection of Chapter officers and Executive Board members. **The election shall be held on or before December 15 of even-numbered years.***

a. Members shall be notified by mail, *electronic mail, the Chapter newsletter, and/or the Chapter website* of the slate of officers nominated, **not less than ten (10) days before the election.**

b. ~~Nominations may be made from the floor at the business meeting provided consent has been obtained from the nominee.~~ **Nominations for Executive Board positions are open to any member in good standing who has been a Chapter volunteer for at least one year.**

c. ~~A simple majority of affirmatives of members present shall constitute election providing a quorum has been determined.~~ **Elections are held electronically, with paper ballots made available on request from current Chapter members.**

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

e. The term of office shall be ~~one calendar~~ **two years, beginning on January 1 following the election.** Elected officers should not serve more than two consecutive terms.

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

Section 6. Chapter Council Delegate. *The Chapter's Delegate will be the Chapter President. However, the Chapter Executive Board may select another Chapter member in good standing to serve as the Chapter Delegate. Upon selection, each new delegate must notify the Chapter Council Secretary prior to commencement of the first meeting at which such Delegate will serve. Duties of the Chapter Delegate are specified in Section F-2(a)(5) of the Society's By-laws: complete and submit the Chapter's ballot during elections and attend at least one Council meeting per year, or, alternatively, communicate in writing to the Chapter Council on such issues as may be designated by the Chapter Council.*

ARTICLE VI. EXECUTIVE BOARD:

Section 1. Members: The Executive Board shall consist of the elected officers, *the*

*Chapter Council Delegate, and at-large Board members elected by the Chapter membership.*

Section 2. Duties: The Executive Board shall have the general power to administer the affairs of the Chapter between meetings and shall report its actions to the Chapter. *The Executive Board shall have fiduciary responsibility for all revenues and expenses of the Chapter.*

#### ARTICLE VI. EXECUTIVE BOARD (continued)

Section 3. Quorum: A quorum of the Executive Board shall consist of the members present at a *properly noticed* meeting.

Section 4. Meetings: At least *one Executive Board meeting* shall be held per calendar year. The President may call a meeting of the Executive Board by telephone *or electronic mail* whenever he/she deems it necessary. Motions shall be carried by a simple majority of the members present.

#### ARTICLE VII. COMMITTEES:

Section 1. Standing Committees: The President with the approval of the Executive Board shall appoint chairs of committees to assist in the duties and functions of the Chapter. Such committees may include, but are not limited to, the following: Chapter Sales, Rare Plants, Newsletter, Field Trips, Publicity, Membership, Hospitality, Legislative, Conservation, Escaped Exotics, Plant Sales, Historian, Librarian, Book Sales, and Program.

Section 2. Temporary Committees: The President with the approval of the Executive Board may appoint such temporary committees as may be deemed necessary to conduct the business of the Chapter.

Section 3. Committee Membership. *Chairs of committees will be elected members of the Executive Board. Any Chapter member in good standing may serve as a member of a committee.*

ARTICLE VIII. LIMITATION OF AUTHORITY: In the absence of express authorization of the Executive Board, no officer, committee chair, nor member shall have the power to act or bind the Chapter in any manner.

ARTICLE IX. AUTHORITY: *Meetings of the Executive Board and the membership shall be conducted according to the Standard Code of Parliamentary Procedure (American Institute of Parliamentarians 2012).*

ARTICLE X. AMENDMENTS: These *Operating Guidelines* may be amended by a two-thirds vote of the members present or represented by proxy at a regular or special meeting provided a copy of the proposed amendments is included in the notice of such meeting at least 10 days in

advance.