ARTICLE I NAME

Section 1 Name
The name of the organization shall be the Shasta Chapter of the California Native Plant Society (Chapter).

ARTICLE II PURPOSE

Section 1 Purpose
The purpose of the Chapter is the preservation and conservation of the native plants of California and the education of the members and the public at large. The Shasta Chapter, being a non-profit organization, is a separate division of the statewide organization and enjoys the same tax exemption and other advantages by virtue of being part of the state organization.

ARTICLE III MEMBERSHIP

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 membership, including family membership, 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, family, or group to another person, family, or group.

Section 4 Meetings of the Membership
The members of the Chapter shall hold meetings at such times and places as it deems suitable, necessary, or convenient to accomplish the purposes of the Chapter. There shall be at least six meetings annually (including
field trips) as is required by the by-laws of the California Native Plant Society.

Section 5 Quorum
Five percent of the membership but not less than ten members of the Chapter shall constitute a quorum at any meeting when business is transacted or elections are held.

Section 6 Proxy
To vote by proxy a member shall submit his/her wishes in writing to the President.

ARTICLE IV DUES

Section 1 Chapter Dues
The Chapter may, upon approval of the Chapter membership, assess Chapter dues in the manner and amount determined by a vote of the members.

ARTICLE V EXECUTIVE BOARD

Section 1 Members
The Executive Board shall consist of the current officers of the Chapter, the immediate past president (limited to a one-year term), standing committee chairpersons, and the member(s)-at-large. One member may hold more than one position.

Section 2 Duties
The Executive Board 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 Executive Board shall exist when 50% of the members of the Executive Board are present. Each member of the Executive Board is entitled to one vote on any question requiring a vote of the Executive Board, regardless of the number of positions he/she holds.

Section 4 Removal
The Executive Board may establish basic requirements for participation on the Executive Board, including such criteria as attendance, courteous participation, and loyalty to the society. An Executive Board Member may be removed from his/her position by a vote of two thirds of the Executive Board Members, for failing to meet these requirements.

ARTICLE VI OFFICERS

Section 1 Officers
The officers of this Chapter shall be the President, Vice President, Secretary, and Treasurer, elected annually. The offices of Secretary and Treasurer may be held by the same individual.

Section 2  
**Election of Officers**  
* a. Nominating Committee  
Nomination of officers shall be made by a three member Nominating Committee designated at least one month prior to distributing the ballots. One Committee member shall be appointed by the Executive Board, and two elected by the membership at a Chapter Meeting. This election meeting shall be announced in the previous Newsletter.

* b. Election  
Ballots shall be distributed in the last newsletter of the calendar year, and elections shall be held at the next Chapter meeting. Election is by written ballot, to be mailed or brought to the Elections Meeting; alternatively, the Executive Board may establish a process for electronic voting. Ballots shall include a provision for write-in candidates. Officers are installed at the January meeting of the following year.

Section 3  
**Duties of the President**  
The President presides at meetings of the membership and of the Executive Board, supervises the affairs of the Chapter and the Executive Board, serves as ex officio member of all committees, and performs all such other duties as are incidental to his/her office.

Section 4  
**Duties of the Vice President**  
The Vice President attends meetings of the membership and the Executive Board, exercises the functions of the President during the absences or disability of the President, supports the president to help make his/her job manageable and effective, and has such powers and discharges such duties as may be assigned by the President and the Executive Board.

Section 5  
**Duties of the Secretary**  
The Secretary attends meetings of the membership and the Executive Board, keeps minutes of all business meetings of the Executive Board and meetings of the general membership, keeps the files of all correspondence, and performs other duties as may be assigned by the President and the Executive Board.

Section 6  
**Duties of the Treasurer**  
The Treasurer attends meetings of the membership and the Executive Board, keeps and maintains account of the transactions of the Chapter, including its assets, liabilities, receipts and disbursements; keeps an inventory of and is responsible for the Chapter’s safe deposit box; and
keeps signature cards updated at the Chapter’s financial institution. The Treasurer shall deposits all monies and other valuables in the name of the Chapter with such depositories as may be designated by the Executive Board. He/she shall disburse the funds of the Chapter as may be ordered by the Executive Board, gives regular reports to the Executive Board on the financial transactions and/or financial condition of the Chapter, and performs such other duties as may be assigned by the President and the Executive Board. The Treasure maintains accounts in accordance with procedures established by the State Office, prepares and sends the annual Financial Report to the State Office, and prepares and sends in Quarterly Sales Tax Reports to the State Office.

Section 7  **Vacancies**
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 of his/her predecessor and until a successor is elected by the membership.

Section 8  **Records**
Each officers shall, upon expiration of his/her term of office and the election of his/her successor, deliver to said person the records of his/her office.

Section 9  **Financial Transactions**
Two signatures of authorized members of the Executive Board are required for checks, drafts, or contracts. No disbursements are to be made without written evidence to support payment.

**ARTICLE VII  COMMITTEES**

Section 1  **Standing Committees**
As the need arises, the Executive Board shall appoint Chairpersons for the committees to assist in performing the duties and functions of the Chapter. Such committees may include, but are not necessarily limited to, the following: Newsletter Editor, Plant Sales and Propagation, Conservation, Field Trips, Programs, Grants, Scholarships, Legislative, Rare Plants, Membership, Website, and Publicity. A list of current Standing Committees chairs shall be included in the Newsletter and maintained on the website.

Section 2  **Ad Hoc Committees**
The President may appoint such ad hoc or temporary committees as may be deemed necessary for the business of the Chapter. Such committees may include, but are not necessarily limited to, the following: Books and Posters Sales, Garden Tour, and Matson-Mowder-Howe Celebration Garden Management.

**ARTICLE VIII MEMBERS-AT-LARGE**
Section 1. **Members-at-Large**
Members-at-Large may be appointed by the Executive Board as a means of recruiting interested Chapter members into Chapter governance and other leadership roles. There shall be no more than three Members-at-Large at any one time. Each Member-at-Large may serve no more than two consecutive one-year terms. No Member-at-Large may hold any other position on the Executive Board while serving as a Member-at-Large.

**ARTICLE X**  LIMITATION OF AUTHORITY

Section 1 **Limitation of Authority**
In the absence of the expressed authorization of the Executive Board, no officer, committee chairperson, nor member shall have the power to act on behalf of or bind the Chapter in any manner.

**ARTICLE XI**  AMENDMENTS

Section 1 **Amendments**
New by-laws may be adopted or these by-laws may be amended or repealed by the affirmative vote of two-thirds of the members present at a general membership meeting or a special membership meeting called for such purpose. A copy of the proposed changes shall be included in the notice of the meeting.

**ARTICLE XII**  PARLIAMENTARY PROCEDURES

Section 1 **Parliamentary Procedures**
The authority for parliamentary procedure in the conduct of all meetings of this Chapter shall be “Robert’s Rules of Order, Revised”.