

effectively implement the Society's strategic plan.

b. With the Society's strategic plan as guide, the Executive Director staffs each committee by appointment and designates who is to serve as chair. The Executive Director shall report to the Board of Directors on program committee staffing on an annual basis. The Board of Directors shall approve or disapprove such staffing and, in case of disapproval, recommend changes.

Section E-4. Program Committee Expenses.

Volunteers working on program committees may receive reimbursement for their direct expenses incurred by participation as a volunteer committee member, and may be compensated for other services provided to the Society, as specified by the Board of Directors.

Article F: Chapters

Section F-1. Role, Functions and Procedure for Establishing a Chapter

a. Chapters are organizational units based in a particular region or community of interest consisting of volunteers and members of the Society. Chapters are integral parts of the Society's federated governance structure.

b. Chapters perform numerous functions, including:

- (1) holding elections for chapter officers and chapter board members;
- (2) performing outreach and educational activities, including membership meetings, publication of newsletters and websites, field outings to observe native flora, native gardening events;
- (3) recruiting new chapter members and volunteers;
- (4) promoting and administering programs set up by the Chapter Council, the Board and staff in ways best suited to their locality or interest,
- (5) working with staff and program committees to increase the effectiveness of the Society's work on rare plants, vegetation, education, conservation and horticulture;
- (6) fundraising to cover chapter expenses through direct solicitation, local events, sale of merchandise, publications and plants, creating and running native plant nurseries,
- (7) contributing to the Society's governance by selecting a delegate to the Chapter Council, who votes to elect the Society's officers and directors as well as the chair, vice-chair and secretary of the Chapter Council;
- (8) hosting the Society's quarterly meetings, on occasion.

c. Fifteen (15) or more natural persons, whether or not then chapter members of the Society, may petition the Society for recognition as a chapter. Said petition shall include the names and addresses of all individuals joining in such petition and the dues for the

appropriate classification, together with Society membership application for all such individuals who are not then-current chapter members. If the chapter is organized on a geographical basis, the petition shall also describe the geographic area that the proposed chapter would encompass; if such area includes any portion of the area then covered by another chapter, the petition shall also include any written comment that such existing chapter may wish to submit. If the chapter is organized around a community of interest, the petition shall describe the interest in detail and how the interest furthers the Society's mission.

d. Said petition shall also include the chapter name that the applicants propose to use and shall include an undertaking to pursue the purposes of the Society within the chapter area and to abide by the Society's policies and procedures applicable to chapters as established and revised from time to time by the Board of Directors

e. A chapter becomes recognized by first having its petition approved by the Chapter Council, and subsequently approved by the Board of Directors.

Section F-2. Minimum Requirements for Establishing and Maintaining Good Standing

a. A chapter shall be in good standing if it accomplishes all of the following:

(1) Establishes and implements a democratic election process under which each chapter member allotted to such chapter pursuant to these bylaws shall have the opportunity, not less frequently than every two years, to cast a vote for the selection of each chapter officer subject to election in accordance with the chapter's operating guidelines.

(2) Maintains and timely submits to the Treasurer 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 treasurer to satisfy all filing requirements under the federal Internal Revenue Code, the State Franchise Tax Code, and other applicable provisions of state and federal law;

(3) Promptly makes such other reports as the Executive Director, Treasurer, appropriate staff, Board or Chapter Council may require, including but not limited to insurance-related information and any contractual obligations;

(4) Holds at least one chapter board meeting per year;

(5) Selects a Delegate to the Chapter Council, such Delegate to 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 latter; and

(6) Adheres in all actions to the Society's bylaws, mission, vision and goals, and by all applicable state and federal laws governing public benefit corporations;

b. A chapter may be suspended from good standing or terminated:

(1) Upon request of the chapter board or those chapter officers active at the time of the request; or

(2) By resolution of the Chapter Council and with approval of the Board, based upon the chapter's failure to maintain good standing.

c. Any chapter declared not in good standing, effective as of the date of such declaration, will cease to have a Delegate on the Chapter Council and shall take no action in the name of the Society. However, the members of such chapter, together with other interested individuals in the area, may propose a reorganization plan to correct the deficiencies which led to the chapter's suspension from good standing.

d. Any chapter declared not in good standing will return to good standing only upon declaration of the Chapter Council that such chapter has adequately remedied the problem, or proposed an adequate plan to remedy the problem, leading to its suspension. Such reinstatement of good standing will take effect immediately upon such declaration.

e. Whenever a chapter is terminated for any reason, all financial records will be reviewed by the Treasurer. Monies remaining in the chapter treasury and supplies or items such as books and posters held by the chapter shall be returned promptly to the state office before the chapter can be relieved of its responsibilities to its members and the Society. Records and documents involving all financial issues will be maintained by the state office and individual issues, such as restricted funds, addressed as necessary.

Section F-3. Operating Guidelines

Each Chapter may adopt guidelines for the regulation of chapter affairs which are compatible with the Society's articles of incorporation and bylaws.

Section F-4. Limitation of Chapter Authority

No chapter, chapter officer or chapter member shall have the power to commit the Society with respect to matters of litigation or any policy of state-wide applicability not adopted by the Chapter Council. The authority of chapters, chapter officers and chapter members to expend chapter funds is limited to monies maintained by the chapter in a separate bank account. No chapter, chapter officer or chapter member may hire staff or enter into contractual arrangements with employees without first receiving approval of the Society's state office. Nor may any chapter maintain any bank accounts under a separate Employer Identification Number, file separate articles of incorporation or act as separate legal entity.

Section F-5. Assignment of Members to Chapters

Any person joining CNPS, whether natural or otherwise, may, by written notice to the Society's main office, designate the chapter with which that member wishes to be associated. All members who do not select a chapter in accordance with this provision shall be assigned to the chapter responsible for the area in which the member resides as shown on corporate membership records.

Section F-6. Chapter Member's Votes