

**California Native Plant Society**  
**Roles and Responsibilities of State CNPS Board of Directors and Chapter Council**  
**Delegates**

*The following sections are excerpted from the [CNPS Bylaws](#).*

---

The **Board of Directors** performs the functions that such bodies normally perform under California law, that is:

- (1) exercising fiduciary oversight,
- (2) meeting legal obligations,
- (3) fundraising,
- (4) supervising the Executive Director, and
- (5) participating in strategic planning.

The **Chapter Council** is composed of a delegate from each chapter and has the authority normally ascribed to the membership of a non-profit corporation, that is:

- (1) electing the Board of Directors,
- (2) approving changes to the bylaws, and
- (3) reviewing and evaluating the work of the Board of Directors.

The Chapter Council also:

- (4) periodically reviews and/or modifies the Society's Vision, Mission and Goals,
- (5) participates in strategic planning,
- (6) enacts key policies relating to native plant protection and appreciation,
- (7) provides a forum for discussing issues of interest to all Chapters, and
- (8) builds strong relationships among Chapters and between the Chapters and the Board of Directors.

### Composition and Responsibilities of the State Board and Chapter Council

| <b>CNPS State Board</b>   | <b>CNPS Chapter Council</b>   |
|---|---|
| The officers of the corporation, elected.   | One Delegate for each of the chapters. Delegates appointed by chapters (the chapter President is the default delegate). |
| Volunteers, not staff.  | Volunteers, not staff.  |
| Board members elected for two-year terms.   | CC Officers elected for two-year terms. Chapter delegates may continue indefinitely.                                    |
| Participate in Board and Joint Committees.  | Participate in CC and Joint Committees.   |
| Responsible for administrative, legal, financial policies.  | Responsible for Conservation and Plant Science policies.  |
| Have legal and fiduciary responsibility for CNPS.   | Can take no legal or fiduciary actions.   |
| Responsible for managing Executive Director, providing annual review.   | Responsible for annual Board review.  |
| First review of Fellow nominations.   | Final approval on Fellow nominations.   |
| Board VP responsible for conducting elections for Board and CC officers, chairing Leadership Development Committee. | Delegates responsible for voting on the annual election of Board Members and CC Officers.                               |
| Final approval of Strategic Plan updates.   | Review and adoption of Strategic Plan updates.  |
| Review of new chapter petitions following CC approval.  | Review and approval/denial of new chapter petitions.  |

Both Chapter Council and Board Members:

- Board Members and CC officers can serve a maximum of six continuous years (in any combination of elected positions on the Board or Chapter Council), after which they are termed out, and cannot continue serving as a Board Member or CC officer. After one year off, former Board Members/CC Officers can again run for office.
- Board Members and CC Delegates can (and should) serve on a variety of committees, including joint Board/CC committees.

**Responsibilities of Chapter Presidents and Chapter Delegates**

Chapter Presidents are the Chapter Delegates by default. Chapters may select another Delegate if their Presidents choose not to attend Chapter Council meetings. Chapters are encouraged to select an alternate Delegate(s) to ensure continuity of attendance at Chapter Council meetings.

| <b>Chapter Presidents</b>   | <b>Chapter Delegates</b>  |
|---|---|
| <ul style="list-style-type: none"><li>● Appoint Delegates,</li><li>● Ensure that Chapter Annual Activity Report (CAAR) &amp; Chapter Annual Financial Report (CAFR) are filed.</li><li>● Offer to host CC meetings.</li><li>● The Chapter President has the overall responsibility for chapter programs and ensuring the chapter fulfills its obligations to the State CNPS. The President is generally responsible for setting chapter meetings, supporting chapter chairs, and ensuring leadership positions are filled. This includes informing the CNPS Central Office of changes in officers and/or their contact information.</li></ul> | <ul style="list-style-type: none"><li>● Attend Chapter Council Meetings.</li><li>● Update chapter on CC activities, providing chapter activity updates to CC.</li><li>● Vote for election of Board Members and Chapter Council Officers.</li><li>● Contribute to Board Review.</li><li>● Offer to host CC meetings.</li><li>● Participate in CC and Joint Committees.</li></ul> |

## Chapter Council Meetings - Overview

CNPS quarterly meetings are usually held in or around the first weekends of March, June, and December, and the second weekend of September. Each meeting is hosted by a different CNPS chapter, giving attendees the opportunity to get to know a new part of California, and giving local chapter members the opportunity to engage in a broader dialogue about the organization. Since 2022, Chapter Council meetings also offer an option for Delegates to attend remotely.

During the weekend of the quarterly meeting, a typical schedule might be:

- CNPS Board of Directors meeting (Friday afternoon).
- Friday evening dinner meetup.
- Chapter Council meeting (all day Saturday). Note that on occasion the Chapter Council may also meet on Sundays.
- Presentations from the Executive Director and other CNPS staff.
- Chapter Council committee updates and working sessions.
- Breakouts and roundtables on topics such as membership, chapter administration, conservation, and more.
- Local speakers and presentations.
- Saturday evening happy hour, banquet, and program speaker.
- Field trips to local botanical hot-spots (Friday/Sunday).

The CNPS Conservation Program may hold a symposium during the September Chapter Council weekend in years without a state-wide conference.

The CNPS Chapter Council is composed of 35 Delegates, each representing one of [CNPS's Chapters](#). During Chapter Council meetings, Delegates engage in conversations and decision-making processes, including:

- Review and revision of CNPS Conservation and Plant Science policies.
- Discussion of issues and concerns on behalf of their chapter's local membership.
- Sharing successes and lessons learned with other Delegates.
- Receiving updates on current programs and initiatives from CNPS Staff and Board.
- Voting on behalf of chapters on Chapter Council business items.

All CNPS members are welcome to attend the quarterly Chapter Council meetings!