

CALIFORNIA NATIVE PLANT SOCIETY
SAN GABRIEL MOUNTAINS CHAPTER

CHAPTER OPERATING GUIDELINES

Release 001

Approved by Chapter Board of Directors: 17 September 2015

Adopted by Chapter Members: 22 October 2015

1. PURPOSE AND SCOPE

- 1.1 This document, Chapter Operating Guidelines, applies to the San Gabriel Mountains (SGM) chapter of the California Native Plant Society (CNPS), referred to below as the Chapter, and is for the purpose of regulating the Chapter's affairs.
- 1.2 The Chapter is a unit of the California Native Plant Society, 2702 K Street, Suite 1, Sacramento, California, and is an integrated part of the Society's federated governance structure.
- 1.3 These guidelines and all Chapter activities are to be compatible with the Society's articles of incorporation and bylaws.
- 1.4 The term "board of directors" as used in this document refers to the Chapter's board of directors as defined below in Section 3. The term "Chapter member" refers to a CNPS member associated with or assigned to this Chapter in accordance with CNPS bylaws.

2. ELECTED POSITIONS

- 2.1 The officers of the Chapter include president, vice-president, secretary, treasurer, and a delegate to the Chapter Council. The officers shall be elected at a biennial election meeting, this being the January general meeting of Chapter members in each even-numbered year. All Chapter members who attend the election meeting are eligible to vote in the election. The elected officers must be Chapter members. Officers shall serve for a two-year term beginning immediately following the biennial election meeting. Note: The bylaws of the CNPS state that the delegate will normally be the chapter's president, but that another chapter member may serve as delegate.
- 2.2 A nominating committee shall be appointed by the board of directors at least sixty (60) days prior to the biennial election meeting to select candidates for the elected positions. However, at the election meeting, any Chapter member may stand for election to any of the positions.
- 2.3 An elected position that becomes vacant during the two-year term shall be filled by election at the next general meeting of the Chapter, or at the first practicable meeting thereafter, and any person so elected shall serve until the next biennial election meeting. While the Chapter's board of directors may nominate a candidate, any Chapter member may stand for election to the vacated position being filled.
- 2.4 The Chapter's board of directors may appoint an alternate delegate to serve only while the elected delegate is unavailable, or, if the position of delegate becomes vacant during the two-year term, until a new delegate is elected.

- 2.5 An elected officer can be removed from their position upon a majority vote of Chapter members at a general or special meeting of the Chapter at which a quorum is present.

3. BOARD OF DIRECTORS AND COMMITTEES

- 3.1 The Chapter's board of directors shall consist of the current elected officers and up to seven (7) appointed directors, with the total number of board members being preferably an odd number. Appointed directors shall be appointed by the president and the appointments ratified by the existing board members in order to take effect. Appointed directors shall be Chapter members. They will typically be the chairs of major committees, but not necessarily so.
- 3.2 The voting members of the board of directors consist of the elected officers and the appointed directors.
- 3.3 Chapter committees and committee chairs shall be appointed by the president and ratified by the board of directors in order to take effect. Committee chairs must be Chapter members.
- 3.4 Appointed board and committee positions shall remain current for the remainder of the two-year term of the elected officers except where an appointee resigns mid-term or an appointment is otherwise terminated. Immediately following a biennial election, the board consists only of the elected persons, who shall reappoint outgoing appointed directors and committee members, or make new appointments as appropriate to populate the board and the committees.
- 3.5 Appointed directors and committee members can be removed from their positions by the president with approval from a majority of the current board.
- 3.6 All appointed directors and committee appointees shall be notified by the secretary in writing or by email of their appointments or of their removal.

4. MEETINGS, DECISION-MAKING, AND QUORUMS

- 4.1 The board of directors shall hold a regular meeting during each odd-numbered month of the year, except in July, and may also meet at other times deemed necessary by the president.
- 4.2 The president shall call a special meeting of the board of directors in response to a written request from at least three (3) board members. At least fourteen (14) days' notice of a special meeting shall be given, and the meeting shall discuss only the business identified in the call.
- 4.3 Board meetings may be held via teleconference or compatible technology provided that all available board members have access to the teleconferencing system. Each participant must be able to understand, and be understood by, every other participant. A regular quorum is required. Minutes shall be recorded in the same manner as for regular board meetings.
- 4.4 The quorum for a board meeting is a majority of the board, including at least two elected officers.
- 4.5 Decisions may be made by the board using electronic means, such as email or telephone, provided no board member objects. Any question to be so considered shall be moved as a motion and requires a second, after which discussion and voting may proceed. The president, or other moderator authorized by the president, shall allow at least 72 hours for discussion, except in an emergency, and may require a new round of voting if discussion could potentially lead to changes in any of the votes already cast. Decisions made in this manner require approval by a majority of the entire board and a majority of officers, in order to pass.

- 4.6 Decisions made by the board between meetings, such as those made by email or at an informal gathering, shall be ratified at the next meeting of the board, and the ratifications recorded as part of the meeting minutes.
- 4.7 A person who holds multiple board positions, such as an officer who holds two elected positions, for example, a president who is also the delegate, has only a single vote in board decisions.
- 4.8 Whenever appropriate, in order to encourage constructive participation, board business discussed and decided by email shall be circulated to committee chairs and not just to board members.
- 4.9 General meetings of the Chapter shall be scheduled by the board. These include regular meetings held on a monthly or other regular basis (including the January election meeting), and irregular meetings that may be called on an as-needed basis.
- 4.10 A special meeting of Chapter members shall be called by the president, either as directed by a majority of the board or in response to a written request from ten (10) Chapter members. Only business specified in the call shall be handled at a special meeting. At least fourteen (14) days' notice of a special meeting shall be given to all Chapter members via postal mail or email.
- 4.11 The quorum for a meeting of Chapter members consists of twenty five (25) members who are present at the meeting. A quorum is necessary only for general meetings where voting will occur, or for special meetings.

5. PARLIAMENTARY AUTHORITY

- 5.1 In all matters not covered by these Chapter guidelines, the Chapter's standing rules, and the bylaws of the California Native Plant Society, this organization shall be governed by the current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*.

6. ADOPTION AND AMENDMENTS

- 6.1 These guidelines come into force when approved by the board of directors, including a majority of officers, and subsequently by Chapter members at a general meeting where a quorum (as defined in Section 4.11) is present. Prior to adoption, the draft guidelines shall be available for review by Chapter members, such as by placing on the Chapter's web site.
- 6.2 Amendments to these guidelines shall be approved by the board of directors, including a majority of officers, and subsequently at the next practicable meeting of Chapter members following a notice to Chapter members via the newsletter, postal mail, or email at least fourteen (14) days ahead of the meeting.