

CNGA BYLAWS
Approved 12/19/2014

ARTICLE I. GENERAL PROVISIONS

Section 1.01. Name

The name of this organization is the CALIFORNIA NATIVE GRASSLANDS ASSOCIATION. The initials CNGA may be substituted where appropriate.

Section 1.02. Organization

The association is to be organized under the Nonprofit Public Benefit Corporation Law of the State of California.

Section 1.03 Mission and Purpose

The Mission of the California Native Grasslands Association is to promote, preserve and restore the diversity of California's native grasses and grassland ecosystems through education, advocacy, research, and stewardship.

Section 1.04. Limitations

The California Native Grasslands Association shall serve only a public purpose and shall not undertake any activities for the private gain of any person. None of the Association's directors shall be an "interested person" as defined in Section 5227 of the California Corporations Code. No director of the Association shall receive any compensation.

Section 1.05. Fiscal Year

The fiscal business year of the Association shall commence on the first day of January of each calendar year and shall terminate on the thirty-first day of December of the same calendar year.

Section 1.06. Application of Bylaws

These Bylaws shall be construed and applied in accordance with the Nonprofit Public Benefit Corporation Law of the State of California. In the event of any conflict between a provision of these Bylaws and the Nonprofit Public Benefit Corporation Law, that provision shall not be given effect, but the remaining provisions of these Bylaws shall be applied without regard to the invalid provision.

Section 1.07. Amendment of Bylaws

These Bylaws may be amended by a two-thirds majority vote of those casting ballots in a general election of the membership by mail or by electronic submission. Prior to the vote, an opportunity for the membership to discuss and respond to the proposed amendments shall be provided. A written summary of the discussion of amendments as well as the text of the amendment(s) shall be presented to the membership and be included with the ballot.

Section 1.08. Origination of Proposed Amendments to the Bylaws

Amendments to these Bylaws may be proposed by:

- (a) A majority vote by the Board of Directors
- (b) Any member with approval of a majority vote of the Board of Directors
- (c) A petition signed by 10% of the membership

ARTICLE II. POLICIES

Section 2.01. Encourage Diversity

It shall be the policy of the Association to organize and function in such a manner so that diverse opinions and desires of the Association membership are fully considered.

Section 2.02. Utilize Consensus

It shall be the policy of the Association to utilize consensus to the fullest extent possible as the means for decision making in the Association and its subgroupings.

Section 2.03. Action Oriented

It shall be the policy of the Association to be an action oriented group whose activities are focused on actions necessary to promote the availability and use of native grasses and associated species.

Section 2.04. Avoid Conflict of Interest

It shall be the policy of the Association to take the necessary actions to avoid conflicts of interest for and among Association members. This may include, as necessary, the institution of competitive bidding, no salaries for Association members, clearly stated conditions for receiving Association funding, or similar actions.

ARTICLE III. MEMBERSHIP AND VOTING

Section 3.01 Eligibility for Membership

All persons actively engaged or interested in the development, promotion, preservation, and restoration of California native grasses and associated species shall be eligible for membership in the Association.

Section 3.02. Interested Persons and Groups

Members of this association represent the diverse interests of public and private land managers, technical agencies and organizations, seed production and marketing industry, conservation organizations, universities, and individuals.

Section 3.03. Dues

Individuals or organizations shall become members of the Association and shall renew their membership by payment of annual Association dues, which shall be established and assessed by the Board of Directors. The Board of Directors may also establish special fees for students, retired persons, families, commercial firms, and lifetime memberships. Association dues shall be due on an annual basis.

The Association shall notify members of the due date of their annual dues at an appropriate time in order for the member to renew their membership. Any member that fails to renew their membership by payment in full shall be removed from the membership roll. An individual who has lost their membership in the Association for nonpayment of dues may restore their membership by paying the annual dues.

Section 3.04. Sponsors

The Board of Directors may additionally authorize any person, firm, agency, organization, or corporation to become a sponsor of the Association, and may, for these purposes, establish a required annual contribution. Sponsors shall be entitled to attend meetings of the Association and to receive informational publications of the Association. The sponsor can vote as a general member of the Association, but has no voting rights on the Board of Directors.

Section 3.05. Voting

Routine orders of business, technical questions, or recommendations brought before the Association or its subgroups are resolved by consensus of the members present. When, in the judgment of the presiding officer or chair, a vote is needed, resolution is reached with a simple majority vote of the members present.

This method shall be used for meetings of the general membership, the Board of Directors, the Executive Committee, and other committees and workgroups, except as otherwise specified in other sections of these Bylaws.

Section 3.06. Voting Rights

Each individual member in good standing through annual payment of dues shall have one vote, which shall be exercised at the Annual Meeting or special election by mail or by electronic submission to all of the membership. Sponsors are included as members and shall also have one vote.

Section 3.07. Quorum

At any duly called meeting of the general membership, a majority of the members present shall constitute a quorum for the conduct of business. For the purpose of a mailed or by electronically submitted ballot, the quorum shall be 5% of the membership.

Section 3.08. Annual Meeting

A regular annual meeting of the general membership shall be held in the spring of each year unless otherwise determined by the Board. The Annual Meeting Sub-Committee shall determine the exact date and location of the annual meeting.

Section 3.09. Special Meetings

In accordance with Section 5510 of the Corporations Code of the State of California, special meetings of the membership may be called by the Board of Directors, by the President of the Association, or upon petition of 5% or more of the members submitted to the President. Such a petition shall specify the general nature of the business to be transacted at the special meeting. Upon receipt of such petition, notwithstanding Section 3.10, the President of the Board of Directors shall call a special meeting of the members for the transaction of that business no less than 35 days or not more than 90 days after the receipt of the petition. In case of a special meeting, the notice shall state the general nature of the business to be transacted.

Section 3.10. Notice of Meetings

The President or the Board of Directors shall provide not less than 10 nor more than 90 days notice of the place, date, and time of each meeting of the general membership by first class mail or electronic submission, to the last known address or contact of each member. In case of a special meeting, the notice shall state the nature of the business to be transacted.

Section 3.11. Payment for Meetings

There shall be no charge for attendance at the business portion of any membership meeting.

Section 3.12. Proxy Voting

No voting by proxy or cumulative voting shall be permitted at meetings of the general membership.

Section 3.13. Conduct of the Meetings

The President of the Association, or his designated agent, the President-Elect in the absence of the President, shall preside at all meetings of the general membership. Except as otherwise provided by these

Bylaws or the Nonprofit Public Benefit Corporation Law of the State of California, the proceedings shall be conducted in accordance with Robert's Rules of Order.

Section 3.14. Voting by Mail

Any action, which may be taken by the membership at any regular meeting, may also be taken without a meeting, if the Association distributes a written ballot by mail or electronic submission to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide a suitable means by which the members may indicate their vote, and provide a reasonable time within which to return the ballot to the Association. Election of officers and the vote on Bylaws amendments shall be by mailed or electronically submitted ballot.

The mailed or electronically submitted ballot shall be valid only if the number of votes cast meets the applicable quorum in Section 3.07. The mail or electronically submitted balloting shall be conducted in all respects in accordance with Section 5513 of the Corporations Code.

Section 3.15. Powers and Duties

The general membership, acting at a meeting or by mailed or electronically submitted voting, in accordance with these Bylaws, shall have the following powers and duties:

- a) These Bylaws may be amended only by action of the general membership.
- b) The general membership shall annually elect a President, Vice-President, Secretary, Treasurer, and 5 other Members-At-Large, who shall be members of the Board of Directors.
- c) The general membership may adopt actions, within the scope of the purposes and powers of the Association, for implementation by the Board of Directors.
- d) The general membership may request reports from the Board of Directors, particular officers, and committees of the Association, which shall be submitted to the members of the general membership.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. Membership

The Board of Directors shall consist of 15 directors, to include the President, Vice-President, Immediate Past President, Secretary, Treasurer, and 10 elected Members-at-Large. Inasmuch as possible, the Board shall represent a cross-section of the diverse affiliations of the Association membership and the regions of California. All Board Members shall be current members of the Association.

Section 4.02. Term of Office

Terms of Office are on a calendar year basis, beginning January 1 following the Annual Election and ending December 31 of that year. The tenure of the 10 elected members-at-large of the Board shall be for 2 calendar years, and their terms shall be staggered so that 5 members are elected each year. At the end of their term, a Member-At-Large Board Member can run for reelection. Procedures for nomination and election shall follow those defined in Article VII.

Section 4.03. Compensation

The Directors shall serve without compensation, but with the prior approval of the majority of the Board. Members are entitled to reimbursement for travel and other expenses incurred in connection with their official duties. The Board shall establish procedures for authorization of these expenses, which shall be required prior to authorization as a condition for reimbursement. The Board may delegate this function to the President under procedures established by the Board.

Section 4.04. Powers and Duties

The Board of Directors shall have the following powers and duties:

- (a) The Board shall review and approve an annual budget for the Association, and provide Association members with an annual fiscal report upon request no later than 120 days after the close of the fiscal year of the Association. The Annual Report shall contain, in appropriate detail, the:
 - (1) Assets and liabilities of the Association as of the end of the fiscal year,
 - (2) Principal changes in assets and liabilities during the fiscal year,
 - (3) Revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year,
 - (4) Expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year,
 - (5) Annual progress of certain committees or workgroups as determined and announced by the Board of Directors in the first quarter of the fiscal year and,
 - (6) Any other information required by Section 6321 of the Corporations Code of the State of California.
- (b) The Board shall determine matters relating to any publications of the Association.
- (c) The Board shall keep Association members informed of the Board's activities.
- (d) The Board may fill any and all vacancies on the Board, unless the remaining term is one year or longer. In such cases, vacancies shall be filled by special election of the general membership.
- (e) Board Members shall attend all Board meetings and respond to Board issues via mail or electronic mail. The Board, in accordance with these Bylaws, may replace Board Members missing two or more quarterly meetings per year.
- (f) Each Board Member shall serve on at least one sub-committee related to the working issues of the Association.
- (g) The Board shall review and approve any policy related to approving the funding of Association projects. Nothing in this subsection authorizes the Board to delegate authority to enter contracts on behalf of the Association, unless the Board or the Executive Committee has previously approved the substance of the contract (including financial obligations).
- (h) The Board shall directly participate in financial development activities.

ARTICLE V. BOARD OF DIRECTORS' MEETINGS

Section 5.01. Meetings and Notice

The Board shall meet as necessary to conduct the business of the Association. The President, who shall also call a meeting if requested in writing by a majority of the Directors, may call meetings of the Board. Meetings shall require at least 10 days notice by first class mail, electronic mail, or telephone to each director.

Section 5.02. Quorum

The presence of at least 7 members of the Board shall constitute a quorum at all meetings. A majority vote of the Directors present at meetings in which there is a quorum shall be required for all actions of the Board, including actions with respect to self-dealing transactions under Section 5233 of the Corporation Code.

Section 5.03. Continuation of the Quorum

A meeting of the Board at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting, except where the approval of a greater number of Directors is required by these Bylaws.

Section 5.04. Use of Conference Call

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. Directors so participating by telephone or other communications equipment shall be deemed present at the meeting of the Board.

Section 5.05. Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the taking of that action. The written consent shall be filed in the book of minutes of the Board's proceedings.

Section 5.06. Conduct of Meetings

The President, or, in the President's absence, the Vice-President, shall preside at meetings of the Board.

Section 5.07. Application of this Article

All provisions of this Article respecting notice, meetings, and actions of the Board shall apply analogously to the Committees of the Board, including the Executive Committee. However, the committee chair shall be responsible for providing notice, and shall have authority and duties with respect to meetings of the committee analogous to those of the President with respect to meetings of the Board.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 6.01. Composition

There shall be an Executive Committee of the Board consisting of the President, Vice-President, Immediate Past-President, Secretary, Treasurer, and one Member-at-Large, who shall be appointed by the Board and serve for no more than one year.

Section 6.02. Authority

Except for herein provided, the Executive Committee shall have the same authority as the Board to act when the Board is not in session.

Section 6.03. Meetings

The Executive Committee shall meet upon the call of the President, who shall serve as chair of the Executive Committee.

Section 6.04. Notification

Notice of meetings of the Executive Committee shall be provided to members thereof in the same manner as specified in these Bylaws for notice of meetings of the Board

Section 6.05. Quorum

Any three voting members of the Executive Committee shall constitute a quorum for the conduct of business.

Section 6.06. Reporting

All actions of the Executive Committee shall be reported to the Board within 60 days. The minutes of all meetings of the Executive Committee shall be filed in the Board's book of minutes maintained by the Secretary.

Section 6.07. Limitations of Power

The Executive Committee shall:

- (a) Have no power to amend or repeal any resolution of the Board, which by its expressed terms, cannot be amended or repealed by the Executive Committee.
- (b) Take no action contrary to directives or policies of the Board or of the general membership.
- (c) Not authorize expenditures or enter into contracts, except pursuant to policies and procedures prescribed by the Board. The Board may disaffirm any prior action of the Executive Committee, except valid and binding contracts entered into by the Executive Committee (or the President acting at the direction of the Executive Committee) in accordance with policies and procedures adopted by the Board.
- (d) Have no power to fill vacancies on the Board or the Executive Committee. The Executive Committee shall have no power to approve any self-dealing transaction subject to Section 5233 of the Corporations Code, except as permitted by Section 5212 of the Corporations Code.

Section 6.08. Relation to Board

The Executive Committee, with input from the Board, shall supervise, control, and direct the affairs of the Association, determine its policies or changes therein, within the limits of the bylaws, actively promote its purposes, and have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such committees or agents as it may consider necessary.

Section 6.09. Use of Conference Call

Members of the Executive Committee may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. Members so participating by telephone or other communications equipment shall be deemed present at the meeting of the Executive Committee.

ARTICLE VII. OFFICERS

Section 7.01. Officers

The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the general membership in accordance with Article VIII. Election shall be from among nominations of members in good standing submitted as provided in Article VIII.

Section 7.02. Terms of Office

The officers of the Association shall serve a term of one year and may succeed themselves.

Section 7.03. Compensation

The officers shall serve without compensation, but shall be entitled to reimbursement for expenses as provided for members of the Board of Directors.

Section 7.04. President

The President is the General Manager and Chief Executive Officer of the Association. The President shall serve as President of the Board of Directors and Chair of the Executive Committee and shall preside at meetings of the general membership. Within the authority delegated by the Board, the President shall have general supervision of the business affairs of the Association. The President is responsible for filling positions on committees and workgroups in consultation with other Board Members as appropriate.

Section 7.05 Vice-President

The Vice-President shall exercise all the functions of the President in the absence, disability, or resignation of the President.

Section 7.06. Secretary

The Secretary is the recording officer of the Association. The Secretary arranges for the proper custody and maintenance of records. The Secretary records the minutes, or arranges for a minute taker for all meetings of the Association. The Secretary is responsible for arranging for the proper keeping and maintaining of the Board's Book of Minutes, which includes minutes from the Executive Committee and Association meetings.

Section 7.07. Treasurer

The Treasurer is the Chief Financial Officer of the Association and reports to the Board and membership on the state of financial matters of the Association. The Treasurer oversees the accounting performed by the Administrative Director and supervises the development of an annual budget for review and approval by the Board. When authorized by the Board, the Treasurer shall execute and endorse, on behalf of the Association, all checks, notes or other obligations or evidences of payment of money by or to the Association. The Treasurer shall ensure the deposit of funds of the Association in Board approved financial institutions. The Treasurer shall perform such other duties as are incidental to the office of the chief financial officer of a nonprofit public benefit corporation under the laws of the State of California.

Section 7.08. Administrative Director

The Administrative Director is a paid non-Board Member position essential to the day-to-day operations of the Association, including evaluation of the degree of success of the Association's endeavors and programs, supervising the activities of other employees of the Association, and performing other duties as may be prescribed by the Executive Committee. The Administrative Director performs accounting of funds received and dispersed on a routine basis. As directed by the Executive Committee, the Administrative Director shall provide financial statements of the Association accounts and other property and shall ensure that appropriate records are kept. The records shall reflect an accurate account of all money received and paid, together with all business transactions. The Administrative Director also assists the President and Board in preparing the annual budget, and coordinating and managing fund-raising activities of the Association.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 8.01. Elections

There shall be a regular election during the first week of December annually to vote on Board of Directors, Members-At-Large, and Officers. Results of the election shall be announced to the membership in the winter newsletter and new Board Members begin their Term of Office January 1 after the election. Amendments to the bylaws will be presented to the membership in accordance with Article I, Section 1.07. Results of the election shall be announced in the spring newsletter. The Board of Directors may call special elections as they see fit.

Section 8.02. Nominating and Election Committees

The Board shall annually appoint a Nominating Committee. Any CNGA member shall be eligible for membership on the Nominating Committee. The Board shall annually appoint an Election Committee of at least 3 members and at most 6 members to handle the mechanics of the mailed or electronically submitted ballot and to count votes.

Section 8.03. Nominations of Officers

The Nominating Committee shall contact each incumbent officer whether that officer intends to seek reelection. The Nominating Committee shall recommend to the Board one or more candidates including incumbent officers seeking reelection to be put on the ballot for each vacant voting position. The Board

shall decide on the candidates who are best qualified to be on the ballot and to be elected by the Association membership.

Section 8.04. Elections of Officers

Officers shall be elected by majority vote of the members voting. If no candidate received a majority vote, the two candidates with the highest number of votes shall participate in a runoff election. Elections shall use typed or printed ballots upon which the names of all officer nominees shall appear.

Section 8.05. Election of Members-at -Large

Members-at-Large shall be elected according to those candidates who receive the highest number of votes.

Section 8.06. Board Alternates

Up to two candidates not receiving sufficient votes to be elected as a Board Member may be asked to serve as Board Alternates at the discretion of the seated Board. Board Alternates serve a regular term of office of two years. Board Alternates are encouraged to attend Board meetings and serve on Committees. Board Alternates are permitted to engage in any discussion before the Board. Board Alternates may be counted to establish a quorum and in those circumstances he or she may cast a vote. Board Alternates may also vote in case of a tie vote by Directors. If a Board Member-at-Large is unable to complete a term, the Board can select a Board Alternate to fill that position for the remainder of the term.

ARTICLE IX. MAILED BALLOTS

Section 9.01. Timing

One ballot shall be mailed or electronically submitted to each member no later than the first week of December to be returned to the Association within 21 days after mailing.

Section 9.02. Election Policy

The Board of Directors shall develop an election policy to control the conduct of elections. This policy shall be in compliance with the following guidelines:

- (a) it is in accordance with these bylaws and the Articles of Incorporation
- (b) it provides for a secret ballot
- (c) It provides that a vote will not be counted unless it is accompanied by the signature of a member in good standing.
- (d) It is even-handed in its rules in respect to candidates and issues.

ARTICLE X. COMMITTEES AND WORKGROUPS

Section 10.01

There shall be a standing Nominating Committee for the purposes provided in these bylaws. Members may recommend to the Board the need for standing or special committees and workgroups. The Board will provide a list of charges for each committee formed.