

**BYLAWS OF THE NORTHERN CALIFORNIA CHAPTER
OF THE
AMERICAN BAMBOO SOCIETY**

I. NAME

1.1. NAME:

The name of this organization is The Northern California Chapter of the American Bamboo Society.

II. PURPOSE

2.1. PURPOSE:

The purpose of the Chapter shall be to promote knowledge of and interest in plants comprising the Tribe Bambusaceae, Family Gramineae; to present educational programs about bamboo, including meetings, classes, and publications; to encourage the growth and propagation of bamboo by botanical gardens; to aid in the importation of and quarantine of bamboo according to the USDA guidelines; to provide support facilities where records, books, publications, and other pertinent information will be made accessible to Chapter's members and to the general public; to engage in and encourage such projects as may further the best interest of the community and the objectives of the Chapter; to cooperate with other organizations, foundations, and institutions in the furtherance of its objectives and interest in and knowledge of bamboo.

III. MEMBERSHIP

3.1. MEMBERS:

Active membership shall be open to anyone who has a genuine interest in bamboo and subscribes to the purposes and polices of this Chapter. Memberships shall not be restricted on the basis of race, religion, sex, or national origin. Membership classifications shall be determined by the Board of Directors. All applications for membership shall be submitted to the Treasurer and accompanied by dues.

3.2. RIGHTS:

Memberships are non-transferable. Each member is entitled to one vote and shall be entitled to examine Chapter records and attend meetings of the Board of Directors, but without voting rights.

3.3. ATTACHMENT:

Memberships are not subject to attachment. There is no provision for proxy voting.

3.4. TERMINATION:

Any member may terminate his or her membership voluntarily. Any member who fails to pay dues by 15 September may be dropped from the rolls.

Membership may also terminate for just cause by a majority vote of the Board of

Directors.

IV. DIRECTORS

4.1. BOARD OF DIRECTORS:

The Northern California Chapter of the American Bamboo Society shall be governed by an elected Board of Directors composed of five members who shall be in good standing. Two alternates shall be elected to fill vacancies on the Board, in accordance with Section 4.9.

4.2. TERM:

Directors shall serve for a term of three (3) years; alternates shall serve for one year. Terms shall begin at the close of the Annual Business Meeting at which the new directors shall be installed.

4.3. POWERS & DUTIES:

The Board of Directors shall have the following duties: to elect officers annually from the membership; to establish policies, bylaws, and goals; to direct business, educational, and social affairs of the Chapter; to authorize expenditures of funds; to establish such standing and temporary committees as it deems necessary to ensure the proper functioning of the Chapter.

4.4. DELEGATION OF AUTHORITY:

The Board of Directors may grant authority to designate officers to take action on certain matters without the approval of the Board of Directors.

4.5. MEETINGS:

The Board of Directors shall meet the first Saturday in the following months: March, Jun, Sept, Dec, unless otherwise determined by a majority vote of the directors.

4.6. TELEPHONE MEETING:

The Board of Directors is authorized to conduct special meeting and to conduct emergency meetings by telephone conference calls.

4.7. QUORUM:

Three directors constitutes a quorum.

4.8. ABSENCES:

In the event that a quorum is not present, an alternate or alternates may temporarily assume the powers and duties of the absent board member to complete a quorum, but shall not assume the office of any board member.

4.9. VACANCIES:

Vacancies on the Board of Directors shall be filled by the first and second alternates in order, and thereafter through appointment by the Board of Directors from the general membership. Any such replacement shall be for the unexpired term of the Board member being replaced and shall include all powers and duties of full Board membership.

4.10. REMOVAL.

Directors and alternates shall be subject to removal from the Board for just cause by a two-thirds (2/3) vote of the Board. Failure to attend two (2) Board meetings unexcused within one year will automatically require a vote of removal.

4.11. AUDIT:

The Directors shall annually appoint an Auditing Committee of three (3) members who shall audit the Treasurer's accounts at the close of the Treasurer's term and shall submit said audit at the May Board meeting, and the Annual Business Meeting in July.

V. MEMBERSHIP MEETINGS

5.1. REGULAR MEETINGS:

Regular meetings of the Chapter shall be held quarterly, in January, April, July and October, at a date set by the Board of Directors with notice sent to the membership at least one month prior to the scheduled meeting date.

5.2. ANNUAL BUSINESS MEETING:

The regular meeting in July shall be known as the Annual Business Meeting and shall be for the purpose of installing new officers, and other business that may arise.

5.3. QUORUM:

A quorum at any regular meeting shall consist of a majority of the number of members present.

VI. ELECTIONS

6.1. NOMINATIONS:

A nominating committee of no less than two (2) members shall be appointed by the President, but not including the President, subject to approval by the Board, no later than the regular meeting in January. It shall be the duty of the Nominating Committee to nominate candidates for the vacant Board positions to be filled at the Annual Business Meeting in July. Nominations shall be opened at the January regular meeting and closed after the April regular meeting. The nominating Committee shall be permitted to accept nominations from the floor with the nominee's consent.

6.2. ELECTIONS & BALLOTING:

An election of at least two (2) and not more than (3) directors and two (2) alternates shall be held in May. Election shall be by secret mail ballot, shall be supervised by an Election Committee appointed no later than the April regular meeting by the President, subject to the approval of the Board. The vacant Board positions shall be filled by candidates receiving the highest vote count. First and second alternate positions will be filled by the candidates with the next highest vote counts.

VII. OFFICERS

7.1. OFFICERS:

Officers shall consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers shall be elected by the Board of Directors at the first Board Meeting following the election of the new directors. The term of all officers shall be for one year, or until their successors are installed.

7.2. DUTIES:

a. President.

The President shall: preside at all meetings of the Chapter and its Board of Directors; appoint committees; sign all contracts and other instruments of the Chapter; retain duplicate copies of important documents of the Chapter; and be an ex officio member of all committees except the Nominating Committee.

b. Vice Presidents.

The First and Second Vice presidents, in that order, shall perform the duties of the President in the latter's absence or incapacity.

c. Secretary.

The secretary shall record the minutes of all meetings of the Chapter and its Board of Directors and shall make such reports as are requested by the Board of Directors. The Secretary shall have custody of all documents of the Chapter and with the President shall sign all official documents.

d. Treasurer.

The treasurer shall have custody of the dues and such other income and funds the Chapter may possess and shall keep an account of the same. The treasurer shall disburse monies in accordance with procedures approved by the Board of Directors and shall submit such reports and statements as are required by the Board of Directors. Checks shall be countersigned by the Treasurer and one of the three designated officers. The Treasurer shall retain duplicate copies of all important documents of the Chapter.

VIII. GENERAL

8.1. PARLIAMENTARY AUTHORITY:

All membership meetings and all meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order insofar as they are not inconsistent with these bylaws.

8.2. FISCAL YEAR:

The fiscal and dues year of the Chapter shall be 1 July to 30 June.

8.3. AMENDMENTS:

(a)

These bylaws may be amended by the general membership at the Annual Business Meeting. Notice of the proposed amendment must be given in writing to all members, no later than the previous regular meeting before the Annual Business Meeting. A two-thirds (2/3) vote of all the members present at the Annual Meeting shall be necessary for adoption.

(b)

The Board of Directors, by a majority vote, may enact amendments which shall remain in effect only until the next Annual Business Meeting, whereupon they shall be submitted to the membership for adoption or rejection. Written notice shall be given in accordance with Section 8.3.(a).

8.4. DISTRIBUTION OF INCOME AND ASSETS:

Because the Northern California Chapter of the American Bamboo Society is a non-profit organization, no part of the gross receipts or income shall be distributed to any member or officer, except in the form of reimbursement for expenditures made on behalf of the organization. All the Chapter's funds shall be utilized for the furtherance of its purposes, and upon its dissolution, a determination shall be made by the directors or members of the distribution of any remaining assets, which assets shall be distributed solely to nonprofit organizations recognized under the provisions of 501 (c)(3) of the Internal Revenue Code and 23701(d) of the Revenue & Taxation Code.

**STANDING RULES OF THE
NORTHERN CALIFORNIA CHAPTER OF THE
AMERICAN BAMBOO SOCIETY**

I. MEMBERSHIP ATTENDANCE AT THE MEETINGS OF THE BOARD OF DIRECTORS:

Members shall have the right, and are welcome, to attend meeting of the Board of Directors, but shall not have the right of participation in said meetings except as follows: Members, including committee chairmen, who wish to present items of business and/or information to the Board of Directors for consideration, should notify the appropriate member of the Board in order to be placed on the agenda so that the business of the meeting will not be interrupted and may be conducted in an orderly manner. If there is not sufficient time to give notice and have such items on the agenda, permission may be granted by the Board if time permits and if the Board so desires.

II. CONTROL OF THE ELECTION BALLOTS:

The chairman and members of the committee appointed to count the ballots are in control of the ballots received by mail and a ballot box which shall be made available at the July meeting for members who wish to place their votes in such a box instead of voting by mail. Members should be instructed to mark the outside of the envelope with the word "BALLOT" when voting by mail so that the ballots may be received by the committee unopened. The ballots shall be counted with the three members of the committee present. As each ballot is opened, two members of the committee shall read the votes on the ballot and the third member will record the votes in the presence of the other two members. Votes shall be double checked by a second count by the committee. Ballots shall be kept in the custody of the Board of Directors for a period of three months after the July membership meeting, after which they may be destroyed and only the count sheets retained. In the case all candidates for the Board of Directors and for alternates receive a equal number of votes, it shall be determined who will be the directors and who will be alternated by a draw of names. Drawings shall be made first for the directors and then the first alternate and last for the second alternate.

III. OFFICERS

The President can succeed himself one time only.

[**Information:** "A rule or resolution of a permanent nature may be adopted by a majority vote at any session of a society, and it will continue in force until it is rescinded. But such a standing rule does not materially interfere with the rights of a future session, as by majority vote it may be suspended so far as it affects that session; and, it may be rescinded by a majority vote, if notice of the proposed action was given at a previous meeting, or in the notice of the meeting; or, without notice, it may be rescinded by a majority of the entire membership, by a two-thirds vote. If it is desired to give greater stability to rule it is necessary to place it in the constitution, bylaws, or rules of order, all of which are so guarded by requiring notice of amendments, and at least a two-thirds vote for adoption, that they are not subject to sudden changes, and may be considered as expressing the deliberate views of the whole society, rather than the opinions or wishes of any particular meeting. As a majority may suspend any of the standing rules for that meeting, these rules do not interfere with the freedom of any meeting and therefore require no notice in order to adopt them."

----- **ROBERT'S RULES OF ORDER.**]