

Native Spaces Bylaws

Parliamentary Authority

The organization's Parliamentary Authority will be *Robert's Rules of Order Simplified and Applied* Webster's 2nd Edition.

Article 1

Members

1.1 Classes of Membership

There will be four classes of membership: corporate, small business/sole proprietor, residential, low income/student. Each member, including corporations and small businesses, shall have one vote. Persons or corporations may not hold multiple memberships

1.2 Membership Privileges

Members will have the right to vote in Board elections and attend the organization's public functions for free or at a reduced rate. Members will receive a 10% discount at participating nurseries or with participating gardening companies. Members will be eligible to take the Native Plant Certification Exam. Corporate and business members will be listed in the organization's professional directory.

Members will have the authority to amend the by-laws and articles of incorporation, by 2/3's vote of the total membership. Members will elect and/or remove directors, and approve the merger, consolidation or sale of corporate assets by a majority vote of the total membership.

These rights are specified as follows:

- (a) the election of directors;
 - (b) the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
 - (c) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
 - (d) the disposition of all or substantially all of the assets of this corporation;
 - (e) any merger of this corporation;
- any dissolution of this corporation; and

In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

1.3 Dues

The yearly dues shall be as follows:

Corporate, \$500
Sole proprietor/small business, \$100
Resident, \$40
Student/low income, \$20 or 6 hours volunteer time.

Failure to pay dues may lead to a suspension of privileges including voting rights. Such actions will be at the discretion of the Board of Directors. The Board will have the power to set new dues as is appropriate.

1.4 Requirements and Eligibility

The only requirement for membership is an interest in California Native Plants. Members should also agree with the organization's mission as stated in the Object.

1.5 Meetings

General membership meetings will be held at least ten times per year at the Native spaces offices. Voting will be in person at the meeting or via e-mail. Meeting notice will state the place, date and time of the meeting and the general nature of the business to be transacted.

1.6 Discipline

Disciplinary procedures, including the revoking of membership or removal from the Board of Directors will be governed by the parliamentary authority.

1.7 Liability

No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.

1.8 Principal Office

The principal office of this corporation shall be located in the City and County of San Francisco, California.

1.9 Inspection Rights.

This corporation shall keep at its principal office in California current copies of its Articles of Incorporation and Bylaws. These documents will be open to inspection by members at all reasonable times.

On written request, any member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time for a purpose reasonably related to the member's interests as a member.

The right of members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

Article 2

Board of Directors

2.1 Directors

Native Spaces will have a Board composed of 5-9 Directors elected from the general membership. The Board will have the power to hire and fire employees, buy and sell property and enter into contracts. The Board will also guide the promotion and development of the organization.

2.2 Elections

The Directors will be elected to a two-year term by a majority vote of the total membership in a general election. The Directors will in turn elect their Officers to a two-year term by a majority vote of the total Board.

2.3 Officers

The Board will establish officer positions and committees at its discretion. The initial Officers will be President, Secretary and Treasurer.

The President will conduct board meetings, represent the organization in public and seek funding.

The Secretary will keep the minutes and be responsible for the organization's correspondence.

The Treasurer will collect dues and be responsible for maintaining the corporation's bank accounts.

The Officers will perform these and other duties as established in the By-laws or as prescribed by the Parliamentary Authority.

2.4 Meetings

The Board will meet at least ten times per year on the 3rd Thursday of the month at 8 p.m. at the Native Spaces principal office, or at other locations provided there is adequate notice of at least one week, to all Directors and Members.

2.5 Notice

Notice of Board meetings will be sent to all Directors and members via e-mail and/or by phone upon request.

2.6 Initial Board

The initial Board will be composed of the three founding officers who will appoint additional Directors by unanimous vote. The President will initially serve a one year term. Two years after the date of this corporation's formation, general elections will be held in which the Members will elect new Directors by a majority vote of the total membership.

Article 3

Financial Matters

3.1 Loans.

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation will make no loan of money or property to a director or officer. However, this corporation may advance money to such persons for expenses reasonably anticipated to be incurred in performance of their duties

3.2 Self-Dealing Transactions.

The Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

3.3 Indemnification and insurance

Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought

by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

3.4 Approval of Indemnity.

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c)

3.5 Insurance.

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

3.6 Fiscal Year.

The fiscal year of this corporation shall end each year on December 31.

3.7 Contracts, Notes, and Checks.

All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

3.8 Annual Reports to Members and Directors.

A. Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and members of this corporation containing the following information:

- (i) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

- (iv) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (v) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any member who requests it in writing.

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this corporation containing the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000.00 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and
- (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000.00 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

Article 4

Amendments and Governing Law

4.1 Amendments.

Amendments to these Bylaws may be adopted by the Board of Directors or the members, as follows. Such amendments shall require the approval of the members, or the vote of a majority of the directors then in office or unanimous written consent of the Board, as the case may be, provided that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote, or to transfer their memberships. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

4.2 Governing Law.

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

The undersigned Incorporating Directors of Native Spaces hereby approve these by-laws on this 13th day of April, 2006.

Geoff Coffey, Director
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