

Bylaws of the Northern California Society of Botanical Artists
[As most recently amended December 15, 2018]

I. Name

The name of this organization shall be the Northern California Society of Botanical Artists (NCalSBA).

II. Purposes

The NCalSBA is a non-profit unincorporated association organized in the State of California exclusively for charitable and educational purposes, including, but not limited to, these purposes:

1. To conduct activities which support the following goals:
2. to promote a public interest in botanical art as a fine and applied art;
3. to foster, stimulate, support and improve botanical art;
4. to assist individuals endeavoring to create botanical art;
5. to provide a forum for botanical artists and their supporters to meet and enjoy the benefits of an artistic peer group.
6. to ensure that the NCalSBA works cooperatively with institutions that support botanical art

III. Membership/Geographic Regions

1. Membership is open to all persons who participate in botanical art or support the tradition of botanical art and contemporary practice of botanical art and are current members of ASBA. Membership is annual by calendar year. Dues are payable in January of the calendar year. The Executive Committee determines the amount of dues.
2. Members must maintain their membership through timely payment of dues in order to: vote for representatives to the Executive Committee or in regards to any matter put to a vote of the general membership; to exhibit works in NCalSBA shows.
3. Members may participate in all general meetings and are encouraged to attend meetings of the Board of Directors.
4. No member may act for the NCalSBA without prior written authorization from the Executive Committee.
5. The membership shall be divided into four geographic regions: North Bay: Marin County to the Oregon border; San Francisco and Northern Peninsula (north of Palo Alto); East Bay (east of San Francisco to the Nevada border); South Bay/ Peninsula from Palo Alto to Monterey Bay. The regional division is adopted primarily for the convenience of the members and to encourage interaction between members of a given region. Representatives to the Executive Committee are drawn from these four regions, the boundaries of which may be adjusted from time to time by the Executive Committee as needed.
6. The NCalSBA shall maintain confidentiality of the membership mailing list and shall not sell, trade, transmit or otherwise disseminate the membership mailing list, in whole or in part, to any third party, except to ASBA. Each individual member is also

bound to maintain confidentiality of the mailing list to the same extent, and in consideration of membership in the NCalSBA, so agrees.

IV. Meetings

The NCalSBA will hold regular meetings for members and regular meetings of the Executive Committee and/or the Board of Directors at appropriate intervals. A majority of members of the Executive Committee shall constitute a quorum at its meetings. A majority of members of the Board of Directors shall constitute a quorum at its meetings. One general membership meeting shall be held at least once annually. It is desirable that opportunity for socialization and an informal exhibit of members' botanical artwork be included as a part of an annual membership meeting.

V.

Board of Directors/ Executive Committee & Elected Board Members/ Regional Representatives/ Nominating Committee/ Advisory Committee

1. The Board of Directors:

The Board of Directors of NCalSBA provide for the general governance of the Chapter and shall be comprised of the Executive Committee, all other Elected Board Members, Regional Representatives, and the Advisory Committee (including the Immediate Past President). Each member of the Board of Directors has one vote. Shared positions are permissible for all positions, but a shared position shall have a single vote. If an individual serves in more than one position, that individual shall have a single vote. Elected Board Members (which include the Executive Committee and all other officers and members-at-large) shall be elected by a simple majority of members present at the annual meeting every two years or by a simple majority of members responding to a vote by USPS mail or email. Regional Representatives and Advisory Committee members shall be appointed by the Executive Committee for indefinite terms.

2. The Executive Committee will provide leadership to the NCalSBA. The Executive Committee shall be comprised as follows: President; Vice President; Treasurer; Secretary and Parliamentarian. The Executive Committee may invite other Board members to join the Committee.

3. Other Elected Board Members (*i.e.*, other officers and members-at-large elected by the general membership) support the Executive Committee.

The duties of the elected Board Members (officers and members-at-large) are as follows:

A. President:

- Conducts regular meetings of the Board & prepares Agenda
- Convenes General Membership for an Annual Meeting or as needed
- Represents the membership to other organizations, such as ASBA
- Coordinates the writing of articles for the ASBA Newsletters
- May attend all committee meetings, except Nominating
- Must have prior NCalSBA Board experience

B. Vice President:

- As needed, assist in conducting Chapter meetings & preparing agendas

- Serving as Acting President in the absence of the President
- At the President's request, attend committee meetings, except Nominating
- Support the President in representing the Chapter
- At the President's request, provide other types of assistance to the Chapter

C. Web Communications Chair

- Maintains the chapter website and Member's Gallery
- Seeks website support as needed
- Works with web provider

D. Member Communications Chair

- Notifies members of all meetings & events, as necessary
- Maintains an electronic mailing list for the membership
- Makes available the membership roster to each member

E. Activities Chair:

- Oversees the coordination of chapter activities proposed by the Board, Regional Reps, or members-at-large.
- Works with local members to oversee the activity in a given region
- Identifies resources to support activities and local Chapter representatives

F. Treasurer:

- Processes annual dues and donations, pays bills, maintains financial accounts and reports accounting to ASBA, as required
- Reports account balances at Board Meetings, as well as the Annual Meeting
- Oversees insurance coverage for Executive Committee and special events, as needed
- Assists Board of Directors in setting an annual budget

G. Secretary:

- Keeps official records of all activities, minutes of the Annual Meeting, Board meetings and Special meetings, as required
- Shall record and submit minutes for all members. Those without computer access shall make arrangements to receive a hard copy.

H. Parliamentarian:

- Provides oversight as to enforcement of the By-Laws, Constitution, and Mission Statement

I. Members-at-Large (up to three (3) authorized):

- Represent the general Chapter membership
- Provide advice to the President and Board on membership related matters
- Assist in matters involving the Chapter

The aforementioned officers and members-at-large shall each serve for a two-year term, unless unforeseen circumstances prevent them from continuing. In that event, a member shall be voted in to fulfill the remainder of the term by a simple majority of the Executive Committee. If the President and Vice President are absent, a member of the NCalSBA board may be designated to act as President by a simple majority vote of the NCalSBA board.

4. Regional Representatives:

Northern California shall be divided into four areas:

- North Bay (Marin County to the Oregon border)
- San Francisco & Northern Peninsula (above Palo Alto)
- East Bay (East of SF to Nevada border)
- South Bay/Peninsula from Palo Alto to Monterey Bay

Regional Representatives:

- Each Region shall have one or more representative(s) for their region. The positions are by appointment and each Region shall carry one vote as a member of the Board
- A regional representative may hold a position on the Executive Committee at the same time but in that case will have only one vote as a member of the Board Reps may propose an event/activity for the coming year. These activities shall promote botanical art through education, field trips, workshops, exhibitions or social events
- Reps are asked to promote a spirit of cooperation among members within their Region, as well as the membership at large.

5. Advisory Committee:

It is the goal of the NCalSBA to have up to 3 advisors who are affiliated with the ASBA to keep the chapter apprised of any matter pertaining to the national organization. In addition, in order to enhance Chapter continuity, the immediate past president may at his or her election request the Executive Committee for appointment to serve as an Advisory Committee member with voting authority for a term of up to two years.

6. Nominating Committee: 3 or 5 members

- Shall be chosen from the General Membership by the current Executive Committee
- Shall propose a slate of officers and other Elected Board Members for the following year to be voted on by the General membership at the Annual Meeting.
- Shall elect its Chairman, a voting member, who will present the slate as well as provide any voting materials required.
- Shall solicit nominations from the General Membership prior to the annual meeting
- Members may nominate any member in good standing, including himself or herself, for any available position, by letter to the Nominating Chairman.

VI. Distribution of Assets on Dissolution

All funds or articles of value that are the property of the NCalSBA will, upon disbanding of the organization or upon withdrawal of recognition from the ASBA for cause, be first used to defray any outstanding expenses of the NCalSBA. Funds or articles of value remaining after all obligations have been met will be distributed to the ASBA or to any other non profit organization whose purposes are in alignment with those of NCalSBA.

VII. Amendment of Bylaws

These bylaws may be amended by majority vote of the members of the Board of Directors, following communication with the general membership and consideration of input from the general membership. Alternatively, these Bylaws may be amended by vote of sixty percent (60%) or greater of members present at the annual meeting; or, these Bylaws may be

amended by a vote of sixty percent or greater of the members responding to a vote conducted through electronic communication and polling of the members; or these Bylaws may be amended by vote of sixty percent or greater of the members responding to a vote conducted through the United States Postal Mail service.

VIII. Principal Office of the NCalsBA

The principal office of the NCalsBA shall be the residence of the President, and as such shall change from time to time.

These Bylaws approved by the Membership on October 22,2016 at its annual meeting.

Signed **Kaye Herbranson**, President – NCalsBA

First Set of Bylaws Approved February 7, 2009
Amended Bylaws Approved August 11, 2010
Amended Bylaws: February 4, 2012
Amended Bylaws: September 21, 2013
Amended Bylaws: October 22, 2016
Amended Bylaws: December 15, 2018