

CHAPTER BYLAWS
OF
California Landscape Contractors Association, East Bay Chapter
(CLCA, East Chapter)
Proposed January 2027

Article I. CHAPTER AFFILIATE

1.01 Chapter Status. This California Landscape Contractors Association, East Bay Chapter (the “Chapter”) is a component of the California Landscape Contractors Association (the “State Association”) and shall operate under the State Association’s rules and procedures. The Chapter is not a separately incorporated entity and shall operate in accordance with the California Landscape Contractors Association’s Articles of Incorporation.

1.02 Local Service Area. The Chapter’s local service area shall include: Contra Costa, Solano & Alameda County

1.03 Chapter Governance. Each Chapter shall be governed under the direction of its respective Chapter Board, subject to the ultimate authority of the State Association Board of Directors (the “State Board”), the State Association Bylaws, the State Association Policies, and the affiliation agreement with the State Association.

1.04 State Association Governance. In the case these bylaws are inconsistent with State Association Bylaws or Policies, the State Association Bylaws or Policies shall control.

Article II. MEMBERS

2.01 Membership Qualifications. Membership in the Chapter is open to any Member of the State Association.

2.02 Membership List. Membership within the Chapter consists of active Members of the State Association who are on record as being a member of the Chapter as per the State Association’s membership records.

2.03 Non-Statutory Membership. Non-Statutory Members of the State Association, such as Affiliate Members, Honorary Members, and Student Members are eligible as non-statutory, nonvoting participants of the Chapter.

2.04 Member Obligation to Follow State Association Rules. Each member of this Chapter agrees to be bound by the State Association’s Bylaws and any amendments thereto, this Charter,

and by the lawful actions of the State Board, Chapter Board, and/or duly constituted committees of the State Association and Chapter.

2.05 Termination. A membership shall be suspended or terminated upon determination of the Board of Directors of the State Association in accordance with the State Association's Bylaws.

2.06 Discipline. The Chapter may recommend discipline of a Chapter member for cause to the State Board of Directors. Cause shall include a failure, in serious degree, to (1) observe the State Association's rules of conduct as prescribed by the State Board in the Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the State Association, (3) failure to observe the Chapter's rules of conduct as prescribed by the Chapter Board in the Bylaws or otherwise, (4) or to engage in any conduct which is deemed by the State Board or its designee contrary or prejudicial to the interests and/or purposes of the Association. Discipline shall not be effective until determination by the Board of Directors of the State Association in accordance with the State Association's Bylaws.

Article III. MEMBERSHIP MEETINGS

3.01 Chapter Membership Meetings. The Chapter shall have meetings for the Membership at the place and on the date that the Chapter determines. Chapter Membership Meetings consist of meetings called for the purpose of electing members to the Board, approving changes to the bylaws, dissolution of the Chapter, or other general business matters. Chapter Membership Meetings shall not consist of educational or social events hosted by the Chapter.

3.02 Notice. The Chapter Board must give Chapter members reasonable notice of all meetings. The notice shall include a description of the business to be discussed and shall be given at least 15 days (but not more than 90 days) before the meeting.

3.03 Quorum, Voting. The Membership present at a duly noticed meeting shall constitute a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.

3.04 Action Without a Meeting: Written Ballot. Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

Article IV. CHAPTER BOARD

4.01 Chapter Governing Body. The Chapter's Board (hereinafter "Chapter Board") is the governing body of the Chapter, subject to the rules and requirements of the State Association, State Association Bylaws, and the State Board.

4.02 Number of Board Members. The authorized number of Directors and Officers (collectively "Chapter Board Members") that serve on the Chapter Board shall be no less than five (5) and no more than thirteen (13) until changed by an amendment of the Chapter Bylaws.

4.03 Compensation. Chapter Board Members and other volunteer leaders shall receive no financial compensation for their services but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of this Chapter by that volunteer leader in accordance with rules and procedures established by the Board of Directors of the State Association.

4.04 Vacancies. If a vacancy occurs on the Chapter Board for any reason, the Chapter Board may fill the unexpired portion of the term.

4.05 Meetings. The President, President-Elect, Treasurer, Secretary or any two Chapter Board Members may call meetings of the Chapter Board. The Chapter Board shall hold Chapter Board meetings during the year at the times and places it selects.

4.06 Notice. The Chapter Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Chapter Board. The Chapter Board may hold special meetings upon four days' notice by first class mail or 48 hours' notice delivered personally or by telephone, email, facsimile, or similar electronic communication.

4.07 Quorum. A majority of the Chapter Board Members then in office shall be necessary to constitute a quorum of the Chapter Board.

4.08 Chapter Board Action. Every act or decision done or made by a majority of the Chapter Board Members present at a meeting duly held at which a quorum is present is the act of the Chapter Board. The State Association may adopt rules and regulations which may supplement and interpret this Chapter's Bylaws and shall be binding and enforceable as to all Chapter Board Members, Chapter Members, and actions of the Chapter. The Chapter may may adopt rules and regulations which may supplement and interpret this Charter so long as it is not inconsistent with the State Association.

4.09 Chapter Board Authority on Contracts. No Chapter Board Member, committee member, committee chair, or other member of the Chapter may obligate the Chapter for any contracts or funds without prior approval of the Chapter Board. No contracts or funds expended by the Chapter shall exceed the Chapter's current account balance.

No Chapter Board Member, committee member, committee chair, or other member of the Chapter may obligate the State Association for any contracts or funds without prior approval of the State Board.

4.10 Meeting Attendance. The office of any elected Chapter Board Member, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than for death in the family or participation in Chapter business) from three regular meetings of the Chapter Board per year, may be declared vacant upon a vote by the Chapter Board.

4.11 Meeting by Conference or Other Electronic Means. Members of the Chapter Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is

provided with a means of participating in all matters before the Chapter Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Chapter Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

4.11 Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Chapter Board under any provision of law may be taken without a meeting if all members of the Chapter Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

Article V. DIRECTORS

5.01 Directors. The directors of the Chapter shall consist of no less than three (3) Directors, including the Associate Member Director, Director of Membership and the Director of Programs and Events. The Chapter Board may authorize additional titles for Directors subject to the approval of the State Association Board of Directors.

5.02 Qualifications. All Directors of the Chapter shall be Members within the Chapter.

5.03 Election and Term of Office. Chapter Directors shall be elected by the Members within the Chapter in accordance with Chapter policy and serve terms as set by the Chapter, so long as it is not inconsistent with the State Association's Bylaws.

There shall be no limit on the number of terms a Chapter Director may serve.

5.04 Duties. The Directors perform those duties that are usual to their positions and that are assigned to them by the Chapter and State Association, including those duties that are set forth in the position descriptions for each Director as adopted by the Chapter from time to time.

Article VI. OFFICERS

6.01 Officers. The officers of the Chapter shall be a President, an Immediate Past President, a President-Elect, a Secretary, and a Treasurer. No individual may concurrently hold more than one officer position with the exception of Secretary and Treasurer. The Chapter may not authorize additional officer positions.

6.02 Qualifications. All officers of the Chapter shall be Members within the Chapter.

6.03 Election and Term of Office. Chapter Officers shall be elected by the Members within the Chapter in accordance with Chapter policy and serve terms as set by the Chapter, so long as it is not inconsistent with the State Association's Bylaws.

There shall be no limit on the number of terms a Chapter Officer may serve.

6.04 Duties. The officers perform those duties that are usual to their positions and that are assigned to them by the Chapter and State Association, including those duties that are set forth in the position descriptions for each officer as adopted by the Chapter from time to time.

6.05 Chair of the Board. The President shall act as the Chair of the Chapter Board for all Chapter Board Meetings. In the absence of the President, the President-Elect shall act as Chair of the Chapter Board for only the meeting the President is absent.

Article VII. COMMITTEES

7.01 Creation and Charter. The Chapter Board may form, revise, or terminate Chapter committees on such terms and conditions as it deems to be appropriate, subject to the rules and requirements set forth by the State Association.

Article VIII. AMENDMENT OF CHAPTER BYLAWS

8.01 Amendment by Chapter. This Chapter Bylaws may be amended by the Membership of the Chapter, subject to the approval of the Board of Directors of the State Association.

8.02 Amendment by State Association. This Chapter Bylaws may be amended by the Board of Directors of the State Association, unless the amendments materially and adversely affect the rights of members, which must be approved by the Membership of the State Association.

Article IX. DISSOLUTION OF CHAPTER

9.01 Dissolution by Chapter. This Chapter may elect to dissolve upon a two-thirds vote of the Chapter Membership. At the time of dissolution, any remaining monies in the Chapter financial accounts shall be remitted to the State Association. The State Association shall hold such funds separate from the general fund for a period of two (2) years and use such funds for the purpose of providing start-up funds should a new chapter establish in the same area. After two (2) years, the funds shall be transferred to the State Association's general fund for the purpose of serving all State Association members.

9.02 Dissolution by State Association. This Chapter may be dissolved by the State Association upon based on a good faith determination and three-fourths vote by the State Board of Directors that the Chapter has substantially breached any of the provisions of the Affiliate Agreement or has or is taking actions prejudicial to the interests of the State Association. At the time of dissolution, any remaining monies in the Chapter financial accounts shall be remitted to the State Association. The State Association shall hold such funds separate from the general fund for a period of two (2) years and use such funds for the purpose of providing start-up funds should a new chapter establish in the same area. After two (2) years, the funds shall be transferred to the State Association's general fund for the purpose of serving all State Association members.