

BYLAWS

CONNECTICUT STATE CHAPTER OF THE AMERICAN CHESTNUT FOUNDATION, INC.

Article I - Membership

- Section 1. Anyone interested in the stated objectives of this Chapter and willing to abide by its Constitution and Bylaws is eligible to become a member.
- Section 2. The Classes of membership in the Chapter shall be as set forth by the Board of Directors.
- Section 3. The membership dues shall be established by the Board of Directors in consultation with the national American Chestnut Foundation.
- Section 4. Each member shall have the right to cast one vote at the Annual Meeting and at any Regular or Special meeting of members on any motion that may be properly brought before such meeting. This includes the election of Officers, Board of Directors and the Nominating Committee at the Annual Meeting.
- Section 5. Membership dues shall be payable at the time of application and yearly thereafter on the anniversary date of the member.
- Section 6. Should renewal of membership dues not be paid within one year after due date, a member so in default shall be dropped from the rolls.
- Section 7. All memberships are nontransferable.
- Section 8. Honorary membership may be conferred upon any individual by a majority vote of members present at an Annual Meeting. Honorary members shall be exempt from paying dues, but such membership, of itself, does not confer eligibility for voting or holding elective office.

Article II - Meetings

- Section 1. Regular Meetings of the members shall be held at least annually and other meetings will meet as required.
- Section 2. Special Meetings of the Chapter may be called at any time by the President or by one-third (1/3) of the Board members. These may be held either separate from or in conjunction with a program or outing.
- Section 3. The Annual Meeting shall be held at a date and time as set by the Board of Directors and shall include the reports of any standing and special committees, the conferring of Honorary memberships, the election of Board of Directors,

Nominating Committee members for the coming terms, election of Officers and such other business as considered necessary.

- Section 4. Notice of the Annual Meeting, Special Meetings and Regular Meetings, at which Chapter business is to be transacted, shall be given at least 30 days before the date of the meeting. Such notice is given when so announced on the Chapter Web-Site.
- Section 5. Notice of a Special Meeting of members shall state the purpose or purposes for which the meeting is called and no other business shall be transacted at that meeting.
- Section 6. A quorum shall consist of at least 10 voting members for any regular, special or annual meeting.

Article III - Officers & Directors

- Section 1. The Officers of this Chapter shall be the President, Vice President, Secretary and Treasurer.
- Section 2. Officers shall be elected at the Annual Meeting by the membership, with term to begin at the close of the Annual Meeting immediately following his or her election and conclude when successors are elected and qualified at the Annual Meeting in the following year.
- Section 3. The Members of the Board of Directors of the Chapter shall be elected by a simple majority of the membership at the Annual Meeting. Up to ten Board Members will be elected each year to two year terms and thereafter until successors are elected and qualified. Terms commence upon election.
- Section 4. Only members in good standing, as herein defined, shall be eligible to be elected to the Board of Directors or shall retain such position.
- Section 5. If a vacancy occurs in the office of President, the Vice President automatically shall assume the presidency until the next Board of Directors Meeting at which a new Vice President shall be elected to serve the unexpired term. In case of vacancies in any other office or directorship, the President shall appoint a replacement to serve until the Board of Directors can elect a replacement to serve the unexpired term.
- Section 6. No member shall hold more than one Office at the same time.
- Section 7. Any Officer or member of the Board of Directors can be removed from office for reasons of negligence, incompetence or for actions judged not in the best interests of the Chapter. All Board members shall be notified at least 30 days prior to meeting for said purpose. At least 50 of all members eligible to vote must be present and at least two-thirds (2/3) of these must vote for removal. Upon removal, a replacement Officer shall be elected by the Board of Directors.

Article IV - Officers: Powers and Duties

- Section 1. The President shall direct and administer the affairs of the Chapter as its executive head, subject to constitutional restrictions herein stated or implied. He or she shall preside at all business meetings of the full membership and of the Board of Directors. The President shall designate such committees, appoint members to same, and select a chair for same, with the consent of a simple majority of the Board of Directors, as shall be necessary to carry on the business and other activities of the Chapter.
- Section 2. The Vice President shall assist the President in carrying out the latter's duties; he or she shall preside at meetings and perform such other duties delegated to the President in the event of the latter's absence or inability to serve. The Vice President shall succeed to the presidency should a vacancy arise. The unexpired term shall be completed.
- Section 3. The Secretary shall keep a record of the proceedings of all business meetings of the full Chapter and of the Board of Directors; maintain a permanent file of the Constitution and Bylaws. Articles of Incorporation and all amendments thereto, maintain a permanent file of other items of interest relating to the various activities of the Chapter, and perform such other similar duties of the Chapter as the Board of Directors shall request.
- Section 4. The Treasurer shall have custody of the Chapter's finances and shall see to the prompt deposit of all moneys in the name of the Chapter and to the credit of same in such depositories as designated by the Board of Directors. He or she shall disburse the funds of the Chapter as may be ordered by the Board of Directors, taking proper accounting of all transactions and of the financial status of the Chapter as described in the Article on Financial Affairs..

Article V - Board of Directors

- Section 1. The Board of Directors shall be responsible for guiding the Chapter. It shall make known to the membership its recommendations on policies to be followed, changes in strategic direction, projects to be initiated or participated in, or resolutions to be adopted by the Chapter.
- Section 2. Upon adoption of new projects or programs the Board of Directors shall be responsible for carrying out all projects or programs and shall have the power to commit the necessary moneys to implement them.
- Section 3. The Board of Directors shall have the power to approve or disapprove all committee appointments made by the President and all temporary appointments made by the President for vacancies on the Board of Directors by vote of a simple majority.

- Section 4. The Board of Directors shall hold business meetings on such dates and at such times and locations as suggested by the President and agreed to by a majority of Board of Directors at its first Regular Meeting following the Annual Meeting of members.
- Section 5. Business decisions which are appropriate for the Board of Directors may be made without a meeting, either by phone, e-mail, other internet communications, or fax, as long as they are in keeping with other criteria defined in these Bylaws. Notification must be sent to all Directors using the current known address as provided by TACF. Board decisions made without a meeting, using one of these mechanisms, must be reported at the next Board of Directors meeting.
- Section 6. Special meetings of the Board of Directors may be called by the President or one-third (1/3) of the members of the Board of Directors. Fourteen (14) days notice of such Special Board Meeting shall be given to each Board Member, plus a statement of the business to be transacted. At any such Special Board Meeting, no other business may be transacted.
- Section 7. A quorum for any Regular or Special Board Meeting shall consist of at least one-half (1/2) of the members of the Board of Directors. All motions shall be carried by a simple majority of Board Members present.

Article VI - Nominating Committee

- Section 1. The Nominating Committee will be a standing committee functioning all year. The names of the members of the Nominating Committee shall be made known to the members through publication of the unapproved Annual Meeting Minutes on the Chapter Website not later than one month after the Nominating Committee has been elected. Suggestions for nominations for any office may be submitted to the Nominating Committee by any member of the Chapter.
- Section 2. The Nominating Committee will develop a slate of the four (4) officers, up to ten (10) Directors, and three (3) Nominating Committee members with designated Nominating Committee Chair for election at the annual meeting in March of each year. A communication announcing the slate will be presented to the membership thirty (30) days prior to the Annual Meeting.
- Section 3. The Nominating Committee is directed to seek out people interested in the American chestnut from relevant public and private areas (active or retired) who will work to fill certain objectives, as well as members at large.
- Section 4. Eligible members nominated for a position on the Nominating Committee shall be elected by a simple majority of voting regular members at the annual meeting to a one year term and thereafter until successors are elected and qualified.
- Section 5. All nominations must be made with the consent of the person proposed.

Article VII - Other Committees

- Section 1. Each committee will develop their own job description, objectives and Plan of Work for the year within a reasonable time after elections and present them to the Board of Directors for approval.
- Section 2. The function of the committees may be as follows:
- a. Orchard Management
 - b. Tree Breeding
 - c. Communications
 - d. Annual and other Meetings
 - e. Strategic Direction
 - f. Grants, Fund Raising and Finance
- Committees may be constituted to carry out the functions of the Chapter and achieve the strategic objectives as defined in the Constitution and updated in the Chapter's Strategic Plan.

Article VIII - Financial Affairs

- Section 1. The Chapter shall not at any time permit a negative balance in its fiscal accounts.
- Section 2. All disbursements of the Chapter shall be recorded by the Treasurer.
- Section 3. The fiscal year for the Chapter shall be the same as the calendar year. The Treasurer shall prepare a comprehensive report of the financial transactions of the past fiscal year and present same at the Annual Meeting.
- Section 4. Finances shall be reviewed annually by a committee, firm, or individual appointed or contracted by the President and approved by the Board of Directors.

Article IX - Commitments

The Chapter shall not enter into any commitments binding upon the Foundation without written authorization by the Foundation, nor shall the Foundation, without written authorization by this Chapter enter into any commitments binding upon this Chapter.

Article X - Discontinuance

This Chapter may terminate its status as a Chapter of the Foundation upon six months' notice in writing to the Foundation, and the Foundation may terminate the status of the Chapter as a Chapter of the Foundation upon six months' notice, in writing to this Chapter. In the event of

such notice of termination by either the Chapter or the Foundation, the allocation of dues by the Foundation to this Chapter shall cease upon expiration of the six month period. However, members of this Chapter shall remain members of the Foundation for the balance of the term for which dues have been paid.

Article XI – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Chapter may adopt.

Article XII – Amendment of the Bylaws

- Section 1. Amendments to these Bylaws must be proposed by the board of directors or by petition signed by no fewer than three (3) members in good standing of the Chapter. Such proposed amendments along with a summary of the purpose of the amendment must be filed with the secretary at least thirty (30) days before an Annual Meeting and notice setting forth the purpose and the wording of the proposed amendment shall be sent by the secretary to all members no later than fourteen (14) days prior to such meeting.
- Section 2. At such meeting, a proposed bylaws amendment shall be subject to amendment or substitution, provided that the amendment is consistent with the original proposed bylaw amendment.
- Section 3. If two-thirds (2/3) of the members present and voting at such meeting are in favor of the amendment proposed, as it may be amended consistent with the purpose of the original proposal, it shall be adopted.
- Section 4. Any proposed amendments must be consistent with the Constitution of the Chapter and should not contradict agreements with the National TACF Organization.
- Section 5. Amendments to these Bylaws shall be submitted to the national office of the American Chestnut Foundation by the secretary within thirty (30) days of adoption by the membership of the Chapter.
- Section 6. Changes to the Bylaws shall take effect immediately upon adoption.

Adopted March 14, 2009

William Adamsen, President

Date

Micheal McGee, Vice President

Date

James Gage, Treasurer

Date

Philip Arnold, Secretary

Date

Prepared by:

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