

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 proper to bring before such meeting. This includes the election of Officers and of members to the 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 non-transferable.

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. A Regular Meeting 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 meetings may be held either separately 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 election of members to (a) the Board of Directors, (b) the Nominating Committee, and (c) the four (4) Offices of the Chapter; and, such other matters as may be proper to bring before the meeting including the conferring of Honorary memberships.

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 ten (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 terms to begin at the close of the Annual Meeting at which the election took place and continue until successors are duly elected and qualified.

Section 3. The Members of the Board of Directors of the Chapter shall be elected by a simple majority of the members present at the Annual Meeting. Up to ten Board Members will be elected each year to two-year terms to begin at the close of the Annual Meeting at which the election took place and continue until successors are duly elected and qualified.

Section 4. Only members in good standing, as herein defined, shall be eligible to be elected to the Board of Directors or to retain such position.

Section 5. If a vacancy occurs in the office of President, the Vice President automatically shall assume the presidency. At the next following Board of Directors Meeting a new Vice-President shall be elected to serve the remainder of the 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 remainder of the 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 Chapter 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 a removal, a replacement Officer shall be elected by the Board of Directors. Upon a removal of a member of the Board, the Board may elect a replacement.

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 restrictions herein stated or implied. He or she shall preside at all business meetings of the full membership and of the Board of Directors. With the consent of a simple majority of the Board of Directors, the President shall designate such committees, appoint members to same, and select a chair for same, 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 and serve the remainder of the presidential term.

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.

The Secretary shall maintain a permanent file of the Constitution, the Bylaws, the Articles of Incorporation and all amendments to any of these documents.

The Secretary shall maintain a permanent file of other items of interest relating to the various activities of the Chapter and perform such other duties as the Board of Directors may 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 change 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 the 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 physical meeting by means of a virtual meeting using telephone, e-mail, fax, or other advanced form of communication or combination thereof including government mail 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 physical meeting, using any 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 or to the Board of Directors 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. A communication announcing the slate will be presented to the membership thirty (30) days prior to the Annual Meeting.

Section 3. In developing the slate, the Nominating Committee is directed to seek out not only members but people (active or retired), interested in the American chestnut, from relevant public and private areas who will work to fill certain objectives.

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 its own job description, objectives and Plan of Work for the year within a reasonable time after election or appointment of members and present them to the Board of Directors for approval.

Section 2. The functions of the committees may include but are not limited to:

- 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 The American Chestnut Foundation without written authorization by the Foundation.

The Board and Officers of the Chapter shall vigorously oppose any directive from the Foundation or action of the Foundation that the Board believes to be not in the best interests of the Chapter.

Article X - Discontinuance

If the situation ever arises wherein the Board feels that the continuance of the Chapter is in danger, this fact shall be immediately conveyed to the Foundation. If at any time there is a strong feeling within the Chapter for pursuing a program not in accord with policies or directives of the Foundation, this fact should be conveyed to the Foundation. The Board shall work with the Foundation to solve or alleviate the problems.

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 rules of order the Chapter may have adopted prior to a contemporary meeting.

Article XII – Amendment of the Bylaws

Section 1. An amendment of 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 a proposed amendment 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 made available 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 as provided in Roberts Rules of Order.

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, it shall be adopted.

Section 4. Any proposed amendment must be consistent with the Constitution of the Chapter and shall not contradict agreements with the The American Chestnut Foundation.

Section 5. An amendment of 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. Any change of the Bylaws shall take effect immediately upon adoption.

Adopted March 14, 2009

Gregg's Technical Revision approved November 14, 2009

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R.L.P.