

Changes to the Bylaws of the Connecticut State Chapter of The American Chestnut Foundation

History: In 2007 The Chapter initiated a process to review certain sections of the 1991 Bylaws to ensure alignment in the way business was being conducted and to leverage opportunities provided by changes in strategic direction, communications (ie: the Internet), and understanding of actual operations.

Action-Taken: The December 7, 1991 CT-TACF bylaws were reviewed and revised to reflect two major changes agreed as necessary at the Board of Director and Annual Meetings held in 2008 (see minutes of 2008 meetings on the chapter web-site) and to accomplish several goals seen as increasingly necessary to facilitate business. The changes recommended include:

- increase the number of Board members
- allow flexibility in the scheduled date of the Annual Meeting
- permit conduct of business via e-mail and other electronic means
- add a clause which allows for amendments of the bylaws

The original Bylaws, drafts of the proposed Bylaws, and explanation of the proposed changes can be found at the CT Chapter web-site by use of the search term "Bylaws."

John Anderson had been tasked with review of the Bylaws in 2007, and he was joined by Bill Adamsen and Jennifer Allcock in a series of meetings focused on a thorough review and explanation of changes to be recommended. This document is designed to provide an explanation, article by article, of why changes are recommended. However, nothing would be better than a thorough review of the proposed Bylaws by all Directors and Members to ensure it meets our requirements going forward.

Action-Required: There is an assumption that these bylaws will be adopted at the Annual Meeting on Saturday March 14. Each member of CT-TACF is obligated to review the proposed changes and be prepared to vote in favor or against adoption. It is hoped that members with concerns can address those concerns to the Board of Directors so that we can review and address those concerns in advance of the presentation of the Bylaws for adoption.

Impact of Action: The immediate impact will be increase in the number of the Directors nominated for election in 2009 and then suggested for nomination in 2010. The new Bylaws also provides for use of e-mail to conduct business. Functionally we expect little change in operation.

Respectfully Submitted,

John Anderson, Jennifer Allcock, Bill Adamsen

Membership (Article I)

There was a Bylaws conflict with the Article related to obligations and rights of the Board of Directors (Article III), which indicated the Board elected their own Officers at the recommendation of the Nominating Committee. To resolve this conflict, we removed the election of Officers by the Board of Directors, but added a clause in the Officers section whereby the newly elected Officers took Office following the Annual Meeting – which we felt accomplished the same goal as was probably considered in the writing of the original Bylaws. The net effect will be that all voting will be accomplished at the Annual Meeting, and that the newly elected Board of Directors and Officers will be ready to be seated and start business at the first Board of Directors meeting following the Annual Meeting.

Where the term Director or Board Member is used throughout the Document, we sought alignment by stating Board of Directors.

We removed the concept of the Executive Committee (detailed under deprecated Article VI - Executive Committee/Trustees) and their rights have been assumed here by the Board of Directors.

Meetings (Article II)

To provide flexibility, we changed the date of the Annual Meeting to a time chosen by the Board of Directors. Over the past few years the Annual Meeting has generally been held in November following the harvest. To allow this meeting date required changing the Bylaws. This change created havoc with the terms of the Directors, Officers and Nominating Committee which we believe have been resolved with better definitions of terms under the Article defining Officers and Directors.

We have suggested changing the approach to notice of an Annual Meeting to notification via the web-site. Expectation is that e-mail and US Mail will continue as methods of delivery – but will no longer be required. Expectation is that while not everyone has e-mail, everyone has access to the internet through their local library.

Section 7 was moved to the Article defining the obligations of the Nominating Committee.

Officers & Directors (Article III)

The former Section 2 was moved to the Article defining how the Nominating Committee operates, since it clearly belonged there.

Added language to remove ambiguity about who elects the Officers (the membership) and more clearly defined the term of office to until the imminent replacement occurs. This means the standing Officers continue to conduct business at the Annual Meeting (which they've helped organize) and would be replaced at the close of that meeting so that the Board of Directors would have newly installed Directors and Officers for their first meeting. For the Parliamentarians, it is curious that the Bylaws does not define an Officer as being required to be a member of the Board of Directors. In practical sense, this does not seem to offer much change over current practice, and is probably what the original drafters intended.

We define the increase in Board of Directors allowed to be elected at one time from six to ten, and define the term.

We remove the language defining the startup condition which is no longer required.

Officers: Powers and Duties (Article IV)

Moved language from the Article on Committees to the section related to Presidents powers. We limited this power for the President by requiring confirmation of the Board of Directors. We struggled with the need for the Board of Directors to approve the committees and this may require further revision in the future if for some reason it is determined that this is an onerous or obstructive impediment to the functioning of the organization. With e-mail, it is relatively simple for the President to send a message to the Board of Directors requesting approval of a Committee with a suggested Committee Chair – and expect to get a response of a simple majority in a few hours or days. Committees present to the Board of Directors so this would give the Board the insight into new activities or projects.

Board of Directors (Article V)

We provided the Board of Directors with the right and obligation to communicate changes in strategic direction, if any.

We suggested a provision to allow business decisions to 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. This has started to become a standard practice, especially decisions and other business by e-mail and other electronic means, and it was felt that it required recognition in the Bylaws.

Executive Committee/Trustees (Article VI)

This Article is deprecated. We removed the concept of Trustee whose right of performing day to day business has been assumed by the full Board of Directors and in practice the Committee Chairs. The practice over the past few years has been to seek approval of the full Board of Directors through requests requiring a simple majority decision. These are made through Board of Director Meetings or even e-mail, which has facilitated this practice to the point where a smaller governance body is no longer required. This was one of the drivers behind adding the ability to conduct business by e-mail.

The Executive Committee formerly had the right to set membership levels. The TACF Fundraising Agreement signed by the TACF Board in 2003 puts strict limits on the flexibility to set membership levels. Setting Membership levels requires careful monitoring – especially where a membership level could be used for promotional purposes (coupled with a gift for instance). It is not clear that this oversight could be better accomplished by a larger group with simple majority decision making power, or a smaller group whose decisions required unanimity. For simplicity sake the former is recommended. We therefore recommend abolishing the entire Article related to the Executive Committee and Trustees.

The four Officers can now be collectively known as the Officers ... though with no additional rights or responsibilities beyond those described in the bylaws.

Nominating Committee (Article VI - formerly VII)

Provided for notification to the general membership of those elected to the Nominating Committee through release of the Draft Minutes of the Annual Meeting – saving the need to mail all members immediately following an Annual Meeting and election. Defined what the Nominating Committee will do ... including the nomination of up to ten members for the Board of Directors each year to two year terms. Require the Nominating Committee to replace itself, recommend a Nominating Committee Chair, and defines the term of office as one year. Provide the approach to nominating the Nominating Committee, and the election process. Change the presentation of the Slate from mail to simply presentation to allow use of the Internet Site. Simplified the approach for finding prospects (ostensibly for the Board of Directors).

Defines required consent for a person accepting a nomination.

Remove nominations from the floor and absentee ballots. In practice these are never used and this seems in alignment with the fact that proxies aren't permitted. It also improves logistics and the vetting process.

Other Committees (Article VII - formerly VIII)

Simplified the language since the power to appoint other committees is already defined in the President's powers.

Instead of defining the committees, we suggest a list of the functional areas for committees and provide the option to create any committee that helps achieve the Chapter's strategic objectives.

Financial Affairs (Article VIII - formerly IX)

Changed the term audit to review, which is more in alignment with our scale, and removes costly legal requirements.

Commitments (Article IX - formerly X)

No changes

Discontinuance (Article X - formerly XI)

No changes

Parliamentary Authority (new Article XI)

The rules contained in the current edition of Robert's Rules of Order shall govern the Chapter in all cases except when in conflict with the bylaws.

Amendment of the Bylaws (new Article XI)

Provides a mechanism for amending the Bylaws.