

Approved by Unanimous vote of the Board of Directors of the Kentucky Chapter on October 6, 2007.

KENTUCKY CHAPTER
OF
THE AMERICAN CHESTNUT FOUNDATION

BYLAWS

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.

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Section 2. The classes of membership in the Chapter shall be the same as the classes of individual membership maintained by The American Chestnut Foundation.

Section 3. The membership dues shall be established by the Foundation.

Section 4. All members of this Chapter shall enjoy all the rights and privileges accorded to the members of both this and the Foundation, except as otherwise provided hereinafter.

Section 5. Each member shall have the right to cast one vote at the Annual Meeting of the Chapter and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Directors.

Section 6. Membership dues shall be payable at the time of application and yearly thereafter.

Section 7. Should renewal of membership dues not be paid within four (4) months after due date, a member so in default shall be dropped from the rolls.

Section 8. All memberships are nontransferable.

Section 9. 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. An Annual Meeting shall be held as scheduled by the Board of Directors and shall also constitute a regular business meeting of the Chapter. The Annual Meeting shall include the reports of any standing and special committees; the conferring of honorary memberships; the election and installation of Officers and Directors for the coming terms; and such other business as considered necessary.

Section 2. Special meetings of the Chapter may be called at any time by the President, the Executive Committee, or by a majority of the Board of Directors. These may be held either separate from or in conjunction with a program or outing.

Section 3. Notice of the Annual meeting and other meetings of the Chapter membership, special meetings, and regular meetings, at which Chapter business is to be transacted, shall be published in the Chapter newsletter or by postcard as proper notice of the meetings.

Section 4. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 5. A quorum shall consist of at least seven (7) voting members of the entire voting membership for any regular, special, or Annual Meeting.

Section 6. The Board of Directors shall meet at least two (2) times a year, with other meetings decided by the majority of the Board. Notification of the dates and place of the meetings will be made by email or direct mail to each board member.

Article III – Officers and Directors: Terms and Limitations

Section 1. All nominations for Officers or Directors shall be made by the Nominating Committee or from the floor at the time of election. All Officers and Directors shall be elected by a majority of members present and eligible to vote at the meeting.

Section 2. The Officers of this Chapter shall be the President, Vice President, Secretary, and Treasurer. They shall be elected at the Annual Meeting and hold office for two years.

Section 3. The Board of Directors shall consist of eleven (11) members, including the four (4) elected Officers and seven (7) Directors elected at large from members in good standing. If there are more than seven nominees for the Director positions, the seven who receive the most votes will constitute the at-large Directors. The seven Directors shall serve for two years. Officers and Directors can be reelected.

Section 4. If a vacancy occurs in the office of President, the Vice president automatically shall assume the presidency until the next Annual Meeting. The President shall appoint replacement for other vacancies on The Board to serve until the full membership can elect a replacement.

Section 5. Absent without cause from two (2) consecutive Board meetings shall constitute resignation from the board. The President may appoint a replacement to serve until election at the Annual Meeting.

Article IV – Officers: Power and Duties

Section 1. The President shall direct and administer the affairs of the Chapter as its chief executive; shall preside at all business meetings of the full membership and the Board of Directors; shall appoint all Coordinators, subject to approval by the Board of Directors. The President shall also be able to appoint ad hoc committees as necessary.

Section 2. The Vice President shall assist the President in carrying out the latter's duties; shall preside at meetings and perform such other duties delegated to the President in the event of the latter's absence. The Vice-President shall maintain the official membership list of the Chapter.

Section 3. The Secretary shall keep a record of the proceedings of all business meetings of the full Chapter and of the Executive Board; maintain a permanent file of the Constitution, Bylaws, Articles of Incorporation and all amendments; maintain a permanent file of other items of interest relating to the various activities of the Chapter; and perform other similar duties of the Chapter as the Board shall request.

Section 4. The Treasurer shall have custody of the Chapter's finances and shall deposit of all moneys in the name of the Chapter and to the credit of same in such depositories as designated by the Board. The Treasurer shall disburse the funds of the Chapter as approved by the Board, and shall account for all transactions and the financial status of the Chapter.

Article V – Board of Directors

Section 1. The Board of Directors shall be responsible for guiding the Chapter. It shall make known to the Chapter its recommendations of policies to be followed, projects to be initiated or participated in, or resolutions to be adopted.

Section 2. The elected officers shall constitute the Executive Committee of the Board of Directors.

Section 3. Upon adoption of new projects or programs by the membership, the Board shall implement them and commit the necessary funds as available.

Section 4. The Board shall approve or disapprove all committee appointments by the President and all temporary appointments by the President for vacancies on the Board.

Section 5. Special Meetings of the Board may be called by the President, the Executive Committee, or a majority of the Board. Seven (7) days notice of such Special Board Meeting shall be given to each board member, plus a statement of the business to be transacted.

Section 6. A quorum for any regular or special Board Meeting shall consist of at least fifty (50) percent of members of the Board. Meetings and voting will follow Robert's Rules of Order. The President is a voting member.

Article VI – Coordinators

Section 1. The President shall designate such Coordinators for each functional area of program and chapter management as shall be necessary to carry on the business and other activities of the Chapter, subject to the approval of the Board of Directors. The appointed Coordinator may decide to form a committee for the area, or may consult with others as needed to implement programs within his or her area.

Section 2. The Standing Functional Areas shall be as follows. Other programs and areas may be designated as needed by the Board of Directors to carry out the functions of the Chapter.

American Chestnut Location Coordinator

The American Chestnut Location Coordinator shall make efforts to discover the location of American chestnut trees and other types (including hybrids) of chestnut trees growing in this State and to keep accurate records of the location of such trees, their condition, size, and other matters of interest relating to such trees in connection with the work of the American Chestnut Foundation. The Coordinator shall provide information concerning such trees to the Foundation on a periodic basis.

Research Coordinator

The Research Coordinator shall maintain close contact with the Science Cabinet of the American Chestnut Foundation and shall encourage and coordinate research activities relating to hybridization and back-crossing of chestnuts, blight hypovirulence, chestnut insect pests, chestnut culture, habitat, and other matters relating to chestnut trees in general and American and American-hybrid chestnut trees in particular.

Education Coordinator

The Education Coordinator shall develop and implement educational programs for schools and the general public consistent with the mission of the American Chestnut Foundation. The Board of Directors shall approve all education materials and initiatives.

Membership Coordinator

The Membership Coordinator shall maintain close contact with the Membership Department of the American Chestnut Foundation. The Coordinator shall recommend membership campaigns to enroll new members and shall endeavor to retain those members who have become delinquent in the payment of their dues.

Program Coordinator

The Program Coordinator, in consultation with the Board, shall make all plans and arrangements for the Annual Meeting and any meetings of the membership, except for matters relating to Chapter business that may be transacted at such meetings. The Coordinator shall make arrangements for lectures, discussions, and such other events as may promote interest and appreciation of conservation, renewal, ecology, and natural history of the American chestnut and the forests in which it was a major, associated and dominant species.

Publications Coordinator

The Publications Coordinator shall publish at least twice a year, a bulletin or newsletter for the members of the Chapter and shall prepare any other publications helpful and relevant to the Chapter's program.

Orchard Coordinator

The Orchard Coordinator shall maintain records on all Back Cross orchards and supervise implementation of chestnut culture within the orchards. The Coordinator shall suggest revisions and modifications of the Orchard Protocol as needed. The Orchard Coordinator shall monitor compliance with National TACF guidelines, including ensuring that the Germplasm agreement is forwarded to National TACF for all Back Cross orchards.

Chapter Historian

The Chapter Historian shall maintain a record of the growth of the Chapter and its efforts to fulfill its mission.

Article VII - 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. A copy of this report shall be forwarded to the Foundation as required prior to the TACF Annual Meeting (October). This report shall be reviewed prior to the Annual Meeting by an audit committee of two other Board Members appointed by the President and approved by the Board. The report of the Audit Committee shall also be presented at the Annual Meeting.

Article VIII- Commitments

This 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 IX - Discontinuance

This Chapter may terminate its status as a Chapter of the Foundation upon six (6) 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 (6) 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.

The State Chapter of The American Chestnut Foundation agrees to the terms of this Constitution and its Bylaws.

Amended Date: October 7, 2006

President:

Scott Freidhof, President