

**Maryland Chapter  
Of  
The American Chestnut Foundation**

**BYLAWS – Approved Annual Meeting  
October 15, 2016**

Article I -- Membership

Section 1. Members of the Chapter are members of the Foundation who reside in Maryland, the District of Columbia or Delaware, or members of the Foundation who reside elsewhere and elect to be members of the Maryland Chapter. Members will abide by the Chapter's constitution and bylaws. The classes of membership in the Chapter shall be the same as the classes of individual membership maintained by the Foundation

Section 2. The membership dues shall be established by the Foundation.

Section 3. All members of this Chapter shall enjoy all the rights and privileges accorded to the members of both the chapter and the Foundation, except as otherwise provided hereinafter.

Section 4. 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 of any motion that may be properly brought before such meeting, including the election of Officers and Directors.

Section 5. Membership dues shall be payable at the time of application and yearly thereafter.

Section 6. Any member in default on membership dues to the Foundation may be dropped from the membership rolls.

Section 7. All memberships are nontransferable.

Section 8. Honorary membership in the Chapter 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 members shall be held in the spring and autumn of each year.

Section 2. Special business meetings of the Chapter may be called at any time by the President, Board of Directors, or by any three (3) members. These may be held either separate from or in conjunction with a program or outing.

Section 3. The Annual Meeting shall be held in the month of September or October and shall also constitute the regular business meeting of the Chapter for the autumn. The Annual Meeting shall include the reports of any standing and special committees, the reconstitution of committees for the coming year, the conferring of honorary memberships, the election of Officers and Directors for the coming terms, the installation of same, 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 seven (7) calendar days before the date of the meeting. Such notice shall be given to all members 1) via an electronic message directed to an e-mail address provided by the member, or 2) a posting on the Chapter web page, or 3) when deposited in the United States mail with postage thereon prepaid and directed to the member at the member's address as it appears on the record of members, or at such other address as the member may request in writing to the Secretary of the Chapter, or 4) may be published in any Chapter newsletter or other regular publication, provided such publication is distributed via electronic mail, posted to the Chapter web page or mailed according to the provisions stated herein above.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. A quorum shall consist of at least twenty-five (25) voting Regular members for any regular, special, or Annual Meeting.

Section 7. All nominations for Officers or Directors shall be made by a duly appointed Nominating Committee or from the floor at the time of election. All Officers and Directors shall be elected by a majority of voting Regular members, consisting of at least a quorum, present at the meeting.

Section 8. A majority of members present at any meeting may elect to put a matter to a vote for the full membership, and the Officers shall notify the membership of any such election, including its purpose, the method of casting votes, and the deadline for casting votes. In such cases, the matter shall be decided by the majority of votes cast before the deadline.

Section 9. The Officers shall notify the membership of the result of all votes resulting from membership meetings.

### Article III -- Officers and Directors: Terms and Limitations

Section 1. 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 one year beginning November 1 of the year in which they were elected.

Section 2. The Board of Directors shall consist of elected Directors and the four elected Officers. Election of Directors shall be conducted at the annual meeting, simultaneously with the election of Officers. The term of office of a Director shall be three (3) years, beginning November 1 of the year in which such Director is elected,

except that the nominating committee may recommend in selective cases a term of lesser or greater length, if such is deemed advisable to restore the principle of staggered terms.

Section 3. Only members in good standing, as herein defined, shall be eligible to be elected to any office or directorship or shall retain such position.

Section 4. If a vacancy occurs in the office of President, the Vice President automatically shall assume the presidency until the next Annual Meeting. In case of vacancies in any office other than the President, the President shall appoint a replacement, subject to the approval of the Board, to serve the unexpired term.

Section 5. Neither the President nor Vice President shall serve more than two (2) consecutive full terms in the same office. The President shall not hold more than one (1) office at the same time.

Section 6. If any Officer or Director is absent from three (3) consecutive Board meetings, either regular or Special, and extending over a period of time of at least four (4) consecutive months, he or she may be subject to removal from said office or directorship by a majority vote at a regular or special business meeting open to the full membership.

Section 7. Any Officer or Director can be removed from office for reasons of negligence, incompetence, or for actions judged not in the best interests of the Chapter. There shall be a meeting of membership for that purpose and all members shall be

notified at least seven (7) days prior to the meeting . At least two-thirds (2/3) of voting members eligible to vote and attending the meeting must vote for removal.

#### Article IV -- Officers: Power 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. He or she shall appoint all committees, subject to approval by the Board of Directors.

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. The Vice President shall serve as President until the completion of the former President's 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, 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, an accounting of all transactions and of 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 on policies to be followed, projects to be initiated or participated in, or resolutions to be adopted including dissolution of the Chapter, for consideration by the full membership.

Section 2. Upon adoption of new projects or programs by the full membership, the Board of Directors shall be responsible for carrying out said 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 chairmanship appointments by the President and all temporary appointments by the President for vacancies.

Section 4. The Board of Directors shall hold business meetings on such date and at such time and location as suggested by the President and agreed to by a majority of members of the Board of Directors at its first regular meeting following the Annual Meeting of members.

Section 5. Special Meetings of the Board of Directors may be called by the President or any other two (2) members 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. At any such Special Board Meeting, any business may be transacted that might be transacted at any regular Board meeting.

Section 6. A quorum for any regular or special Board Meeting shall consist of a simple majority of the Board.

Section 7. All motions shall be carried by a simple majority of Board members present.

#### Article VI -- Nominating Committee

Section 1. Annually the President shall appoint, subject to approval by the Board of Directors, not later than two (2) months prior to the next Annual Meeting of members, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through



the Chapter's newsletter or other publication, or by electronic mail, or by regular mail, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Any members of the Chapter may submit suggestions for nominations of Officers and Directors to the Nominating Committee.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at a regular meeting of members not later than one (1) month or earlier than two (2) months prior to the Annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the Annual Meeting.

#### Article VII -- Other Committees

Section 1. The President shall designate such committees and appoint members to same, subject to the approval of the Board of Directors, as shall be necessary to carry on the business and other activities of the Chapter.

Section 2. Each Director shall serve on at least one committee.

Section 3. Committees shall be reconstituted, and reorganized as necessary, once a year at the annual meeting, and the Officers shall publicize the functions of the committees, as well as their composition, to the Chapter membership within seven (7) days after the annual meeting.

## Article VIII -- Financial Affairs

Section 1. The Chapter shall not at any time permit a negative balance in its fiscal accounts.

Section 2. The Treasurer shall record all disbursements of the Chapter.

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 Spring Meeting. A copy of this report shall be forwarded to the Foundation.

Section 4. A committee appointed by the President and approved by the Board shall conduct an annual audit this report prior to the spring meeting and present at the spring meeting their findings.

Section 5. The third quarter report of the financial transactions of the first three quarters of the calendar year shall be presented at the Fall Meeting by the Treasurer.

## Article IX -- 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 X -- Discontinuance

This Chapter may terminate its status as a Chapter of the Foundation pursuant to provisions of Article V, Section 1 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.

#### Article XI

By-laws may be amended at the annual meeting at which a quorum is present, by a vote of 2/3rds of members present in good standing, provided that the prospective amendments to the by-laws were circulated in the same manner as the annual meeting notification to the full Chapter membership in advance, and no later than the notice of the Annual Meeting required by Article II, sections 4 and 5 of these By-laws.

