

**BYLAWS
THE PENNSYLVANIA CHAPTER OF
THE AMERICAN CHESTNUT FOUNDATION
(PA-TACF)**

January 2014

Article I. Nonprofit Organization

Section 1: Name and Registration

This organization shall be known as the Pennsylvania Chapter of The American Chestnut Foundation, written herein as “PA-TACF”, and is a licensed chapter of The American Chestnut Foundation, herein after referred to as “TACF”. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania. PA Entity Number 2025497. The Federal Employer Identification Number for PA-TACF is 25-1654234.

Section 2: Purpose

PA-TACF is organized exclusively for scientific and educational purposes and is a tax-exempt organization under section 501(a) of the Internal Revenue Code as an organization described in section 501 (c) (3), and to do all things as may be necessary and proper to carry out any of the objectives listed in Section 5 for which PA-TACF is organized.

Section 3: Federal Restrictions for Nonprofits:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI Financial hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation receiving contributions deductible under section 170(01) (2) of the internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4: Address

The location of PA-TACF shall be 206 Forest Resources Laboratory, University Park, PA 16802, county of Centre. The electronic mail address shall be: mail@patacf.org. The internet site shall be: www.patacf.org. The Board of Directors shall have the power to carry on the affairs of PA-TACF at such other places as they may from time to time designate.

Section 5: Objectives

The objectives of PA-TACF shall be:

- (1) To assist in the work of TACF in bringing about a revival and a renewal of the American chestnut tree as a prominent part of the eastern forests of the US.
- (2) To identify and attempt to protect existing American chestnuts in Pennsylvania by preserving varied sources of genetic materials of the American chestnut.
- (3) To engage in the breeding program in cooperation with TACF and promote and develop a regional breeding program of advanced hybrids adaptable to Pennsylvania and bordering states.
- (4) To develop: 1) interest in and 2) educational activities concerning the American chestnut in this state.
- (5) To enhance Pennsylvania membership in TACF and promote member communication and PA-TACF activities related to these objectives.
- (6) To do such other things reasonably related to the foregoing which will advance the cause of preserving and reviving the American chestnut tree.

Article II. Membership

Section 1: Definition

Any dues paying member willing to abide by PA-TACF Bylaws is eligible. A member is further defined as an individual or organization.

Section 2: Dues

Membership dues and renewals shall be established by TACF. A resident of the State of Pennsylvania will automatically become a member of PA-TACF and TACF when membership dues are submitted to PA-TACF or the TACF. Non-PA residents may become PA-TACF members by request to TACF. Membership dues shall be payable at the time of application and yearly thereafter as required by the Foundation.

Section 3: Rights and Privileges

All members of PA-TACF shall enjoy all the rights and privileges accorded to the members of both this and the Foundation, except as otherwise provided hereinafter. Each member shall have the right to cast one vote by written ballot or at Annual meetings or any special meeting of members on any motion that may be properly brought before such meeting, including any election of the Board of Directors. Members may vote by written ballot distributed by mail or PA-TACF newsletter, or by hand count at Annual or special meetings when prescribed by the

Board of Directors. The board of Directors may also consider and approve other means of member voting.

Section 4: Meetings

At least one annual membership meeting shall be held each year at a predetermined location announced in a newsletter.

Section 5: Nondiscrimination

There shall be no discrimination against any member, applicant for membership, or any other person because of race, color, religious creed, ancestry, national origin, sex or age.

Article III. Board of Directors

Section 1: General Powers

- A. Duties- The business and affairs of PA-TACF shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers of PA-TACF, subject to these Bylaws and all applicable laws. The Board shall make known to PA-TACF members its recommendations on policies to be followed, projects to be initiated or participated in, or any other resolutions.
- B. Compensation- Directors shall receive no compensation for their services, with exception to the position of Secretary, whom, when applicable, also serves as office administrator. This shall not restrict the reimbursement for reasonable expenses incurred by a Director, or the reasonable compensation to a Director when he renders administrative, professional or other bona fide services to PA-TACF in a capacity other than as a Director or member of PA-TACF.

Section 2: Conflict of Interest Policy for Board Members

No member of the Board of Directors of PA-TACF shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Section 3: Personal Liability of Directors

A director will not be personally liable for monetary damages for an action taken, or failure to take an action, unless:

(1) The director has breached or failed to perform the duties of the director's office under these bylaws; and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section do not apply to (a) the responsibility or liability of a director pursuant to a criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 4: Number of Directors and Officers

- A. Number- The Board of Directors shall consist of at least nine (9) voting members elected by the membership, and may be expanded to a maximum of sixteen (16) voting members when additional position areas are identified by the Board.
- B. Elected Officers of the Board- Of the nine (9) members, three (3) members shall comprise a hierarchy of Presidency. Presidents are elected by the membership as Vice-President of the Board and subsequently become President of the Board followed by Past-President of the Board without further election. In addition, a Secretary and a Treasurer may be elected by a majority of the Board if those duties are not currently held by other Members of the Board. An employee who serves as general office administrator will automatically assume the role as Secretary.
- C. Appointed Positions- Up to five (5) additional members may be elected by a majority of the Board. These positions are to serve as representatives of various related organizations and/or cooperatives. These positions shall be filled as needed and may remain vacant for extended periods of time. These positions will be in an advisory role and are non-voting members.

Section 5: Term Limits, Vacancies, Expectations

- A. Term Limits- The term for Board Members shall be two (2) years. The President, Vice-President, and Past-President will each have a term of two (2) years with the progression of positions - from Vice-President to President to Past-President, thus amounting to a six (6) year commitment. Board Members have no term limits. Half of the Board Members will be elected each year by PA-TACF membership. The Secretary's term shall be extended unopposed contingent upon satisfactory job performance.
- B. Vacancies- If a vacancy occurs in the office of President, the Vice President automatically shall assume the presidency until the next election, and a new Vice President shall be elected at an early date by the full membership to serve the unexpired term. In case of vacancies in the Board of Directors, the President shall appoint a replacement, subject to the approval of the Board, to serve until the full membership can elect a replacement to serve the unexpired terms.

- C. Expectations- Only members in good standing, as herein defined, shall be eligible to be elected to the Board of Directors or shall retain such position. No member shall hold more than one (1) office on the Board of Directors at the same time. If any Member is absent from three (3) consecutive Board meetings, either regular or special, and extending over a period of time of at least nine (9) consecutive months, he or she may be subject to removal from said office by a majority vote at a regular or special business meeting. Furthermore, any Officer or Board Member can be removed from office for reasons of negligence, incompetence or for actions judged not in the best interests of PA-TACF. All Board of Directors shall be notified at least seven (7) days prior to meeting for said purpose. At least two-thirds (2/3) of these must vote for removal. Upon removal, a replacement Member shall be appointed as indicated in subsection 5(B) above.

Section 6: Meetings of the Board of Directors

- A. Frequency- The Board of Directors shall meet at least two times per year.
- B. Regular Meetings- Regular meetings shall be held at such time and place as may be fixed by resolution of the Board. Written notice of Regular Meetings, including a proposed agenda, shall be distributed to all Directors prior to the meeting. Each meeting shall include the reports of any Board Member, any standing or special committees or action persons, the nomination of Board Members for coming terms, and such other business as considered necessary.
- C. Special Meetings- Special meetings may be called by the President of the Board on the request of any Board Member. Notice of Special Meetings shall be given at least five (5) days in advance of the meeting by the President of the Board or Secretary by mail, telephone, e-mail, or in person.
- D. Attendance by Telephone- Any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone call or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence as if in person at the meeting.

Section 7: Voting and Quorum.

- A. Voting- Passage of a motion or resolution shall require a vote of a majority of those present and voting, unless otherwise provided in these Bylaws.
- B. Quorum- Except as otherwise provided in these Bylaws, a quorum for the transaction of business shall consist of a simple majority of the voting members of the Board.

Section 8: Committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint committees and delegate to such committees such powers and responsibilities as it may from time to time deem appropriate. Committees which are empowered

by the Board of Directors to exercise any authority of the Board in the management of PA-TACF shall consist of two or more Directors.

Section 9: Rules of Order

Meetings of the Board of Directors shall be conducted in accordance with Roberts' Rules of Order, wherever these rules are not in conflict with these Bylaws.

Article IV. Officers: Powers and Duties

Section 1: President

The President shall be the chief officer of the Board of Directors of PA-TACF. The President shall preside at all meetings of PA-TACF and its Board of Directors, be a member, *ex officio*, of all Committees, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 2: Vice-President

The Vice-President is elected to be the next President, and shall assist the President in carrying out the latter's duties in the absence of the President.

Section 3: Past-President

Serves on the board as an advisor, and serves as Chairman of the Nominating committee.

Section 4: Secretary

| The Secretary shall:

- (1) Serve as Secretary of the meetings of the Board of Directors and of the membership and shall be responsible for the recording of such meetings in the appropriate minute book of PA-TACF;
- (2) Give proper notice of meetings to Directors and members;
- (3) Maintain a permanent file of the Bylaws and all amendments thereto,
- (4) Sign and execute such documents as may be necessary to the transaction of business by PA-TACF,
- (5) Maintain a permanent file of other items of interest relating to the various activities of PA-TACF
- (6) Perform or delegate such other duties as may from time to time be prescribed by the Board of Directors. Minutes of meetings of the Board of Directors shall be sent to Board members within two weeks after the meetings.

Section 5: Treasurer

The Treasurer shall cause to be kept accurate accounts of all moneys received or disbursed by PA-TACF and shall render to the Board of Directors or the President, whenever required, an account of the financial condition of PA-TACF and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of funds of PA-TACF in accordance with the policies established by the Board of Directors.

Article V. Executive Committee

The Executive Committee shall consist of the President, the Vice-President, the Past-President, the Secretary, and the Treasurer. A quorum of the Executive Committee shall be a simple majority of its members. The Executive Committee shall have and may exercise all powers of the Board of Directors in the day-to-day management of the business and affairs of PA-TACF, especially as those affairs relate to the general operation of the business office. Except that it may not: (1) hire or fire employees of PA-TACF, remove any officer or any other member of the Board of Directors, or fill any vacancy on the Board of Directors; (2) amend or suspend these Bylaws; or (3) amend or repeal any resolution or vote of the Board.

Article VI. Nominating Committee

The Nominating Committee shall nominate candidates for the Board of Directors to succeed those whose terms expire. The committee shall consist of no fewer than three (3) members, one of which shall be the Past-President. The names of the members of the Nominating Committee shall be made known to PA-TACF by the newsletter that precedes the mailed election ballot. Suggestions for nominations of officers and Board of Directors may be submitted to the Nominating Committee by any members of PA-TACF by August of the current year.

Article VII. Financial Affairs

Section 1: Accounts

PA-TACF shall not at any time permit a negative balance in its fiscal accounts.

Section 2: Disbursements

All disbursements of PA-TACF shall be recorded by the Treasurer.

Section 3: Fiscal year

The fiscal year for PA-TACF shall be the calendar year.

Section 4: Financial Reviews

The Board shall cause the records and books of account of PA-TACF to be reviewed annually and upon a change of treasurers by two or more board members who are appointed by the Board of Directors. Based on the level of income required by the State of Pennsylvania, a certified Public Accountant will conduct the appropriate compilation, review or audit.

Article VIII. Commitments

PA-TACF shall not enter into any commitments binding upon the Foundation without written authorization by the Foundation, nor shall the Foundation, without written authorization by PA-TACF, enter into any commitments binding upon PA-TACF.

Article IX. Discontinuance

PA-TACF may terminate its license agreement as a Chapter of the Foundation upon six (6) months' notice in writing to the Foundation, and the Foundation may terminate the status of PA-TACF as a Chapter of the Foundation upon six (6) months' notice, in writing, to PA-TACF. In the event of such notice of termination by either PA-TACF or the Foundation, the allocation of dues by the Foundation to PA-TACF shall cease upon expiration of the six (6) month period. However, members of PA-TACF shall remain members of the Foundation for the balance of the term for which dues have been paid.

Article X - Dissolution

Upon Dissolution of PA-TACF, the Executive Board shall, after paying or making provision for the payment of all liabilities of PA-TACF, dispose of all remaining assets of PA-TACF distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), or shall be distributed to the federal government, or state or local government for a public purpose or, disposed of by the appropriate Court of the State of Pennsylvania exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI- Amendments or Changes

These bylaws may be amended or changed by a majority vote of the Board of Directors at any duly called meeting providing that notices of proposed amendments or changes have been provided to all the members of the Board of Directors as prescribed in the bylaws.

Article XII - Authentication

In witness whereof, the Board of Directors has hereunto set our names this

date: _____.

Donald McCann, President _____

John Wenderoth, Vice-President _____

Timothy Eck, Past-President _____

John Civitts, Treasurer _____

Kenneth Allshouse, Board member _____

Clark Beebe, Board member _____

Rebecca Hirsch, Board Member _____

Robert Lingenfelter, Board member _____

Annette Mathes, Board member _____

Susan Smith, Board member _____

Jim Walizer, Board member _____

Brad Yohe, Board member _____

Attest:

Stephanie Bailey, Secretary _____