

**DRAFT STANDING RULES
[STATE] CHAPTER OF
THE AMERICAN CHESTNUT FOUNDATION**

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Section A. Name and Purpose

This organization shall be known as the [STATE] Chapter of The American Chestnut Foundation (TACF). The Chapter is an unincorporated unit of TACF and operates within the State (or Commonwealth) of ____ consistent with TACF's Articles of Incorporation, Bylaws, Standing Rules, and policies.

Section B. Objectives

The Chapter strives to:

- Assist TACF in restoring the American chestnut tree as a prominent part of the state's forests.
- Identify and protect existing American chestnuts within the state.
- Preserve varied sources of genetic materials of the American chestnut.
- Engage in a breeding program in cooperation with TACF and promote a regional breeding program of advanced plantings adaptable to the state and bordering states.
- Develop and/or participate in public interest and educational activities about the American chestnut in this state.
- Enhance membership in TACF and promote member communication and Chapter activities related to these objectives, and
- Take other actions reasonably related to the foregoing that will advance the cause of preserving and restoring the American chestnut tree.

Section C. Membership

1. Categories

Individual Members: Any resident or non-resident of the state paying applicable membership dues and abiding by TACF and Chapter Standing Rules.

2. Dues.

Membership dues and renewals shall be established and maintained by TACF. A member selecting State Chapter membership will become a member of the Chapter and TACF.

3. Annual Meeting

At least one annual Chapter membership face to face meeting shall be held each year. This meeting may be held in conjunction with one of the two (2) Advisory Board meetings to be held per year.

4. 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, gender identity, or age.

Section D. Advisory Board

1. General

- a. The business and affairs of this Chapter shall be managed by an Advisory Board. The Advisory Board may implement and exercise all powers of this Chapter of TACF and do all such lawful acts and things as are not prohibited by the TACF's bylaws and policies or prohibited by law.
- b. Advisory Board Members shall receive no salary or other compensation for their services as members of the Chapter Advisory Board.

2. Composition and Term

The Advisory Board of this Chapter shall consist of no fewer than three (3) and no more than fifteen (15) members. Advisory Board Members shall maintain active State Chapter membership. The Advisory Board may set terms of service at its discretion so long as nominees are periodically solicited from State Membership.

3. Meetings

- a. Regular meetings of the Advisory Board shall be held periodically as determined by the Advisory Board, subject to a minimum of two (2) meetings per year, either face to face or by conference call.
- b. Special meetings of the Advisory Board shall be called upon the request of the President or a majority of the Advisory Board Members then in office.
- c. Meetings of the Advisory Board, whether regular or special, shall be held at such time or times and at such place or places within or without the State as the Advisory Board may determine or as specified in the notice of such meeting.
- d. Each Advisory Board Member shall be provided with notice of all meetings of the Advisory Board, not less than ten (10) days nor more than thirty (30) days prior to such meeting. Such notice shall state the time, date, and place of such meeting of the Advisory Board. Notice of regular meetings need not state any purpose or purposes. Notice of any meeting, whether regular or special, may be waived.
- e. The TACF Regional Science Coordinator (RSC) charged with staff support of the State Chapter shall be notified of all meetings of the Advisory Board.
- f. If Advisory Board Members are instructed that they may vote by mail, facsimile, telephone, electronic mail, other Internet communication service or similar means, a vote cast using one method has the same force and effect as if such a vote were cast at a meeting duly called and held.

4. Quorum

At all meetings of the Advisory Board, the presence of a majority of the Advisory Board Members then in office shall constitute a quorum.

5. Election of Advisory Board Members

- a. State Chapter Advisory Board members shall be elected by the nomination procedures outlined below or by majority vote of the State Chapter Membership, or may be appointed by the TACF Executive Committee.

- b. The President will solicit nominations. Nominations may be made by any Advisory Board Member or State Chapter Member. It is strongly encouraged that the President will actively solicit nominations from State Chapter Membership.
- c. All nominations shall be given to the Chapter's Secretary or Secretary/Treasurer.
- d. The names of all persons nominated shall be provided to the Advisory Board at least one (1) month prior to any vote.
- e. Advisory Board Members shall be elected by majority vote of the Advisory Board. When there are more nominees than there are Advisory Board positions to be elected, the nominees receiving the largest number of votes shall be elected. If there are two (2) or more of those nominees receiving the same number of votes, there shall be a run-off election between those nominees.
- f. An Advisory Board Member may vote in any election, including an election when the Advisory Board Member is a candidate for re-election.
- g. Newly created openings on the Advisory Board may be filled by a vote of the majority of the Advisory Board Members then in office.

6. Decision-making

Formal votes of the Advisory Board are required for elections of Advisory Board Members and Officers, budget and financial matters, and proposed amendments to these Standing Rules. Minutes shall be recorded and retained for all Advisory Board meetings.

7. Removal

- a. Any Advisory Board Member may be removed for cause from such office by the vote of a majority of all Advisory Board Members not counting the Advisory Board Member whose renewal is then at issue. "Cause" shall include conduct tending to bring discredit upon the Chapter or TACF, conduct tending to interfere with or prevent the Chapter or TACF's pursuit of its purposes, and conduct tending to interfere with the ability of such Advisory Board Member to participate effectively in the affairs of this Chapter of TACF.
- b. An Advisory Board Member absent for three (3) consecutive meetings of the Advisory Board without good cause may be removed from office upon the vote of a majority of all Advisory Board Members not counting the Advisory Board Member whose removal is at issue. Written notice of such dismissal shall be provided to such a dismissed Advisory Board Member.

8. Conflicts of Interest

No member of the Advisory Board of this Chapter 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 a potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Advisory Board Member must announce their potential conflict, disqualify themselves, and be excused from the meeting until discussion on the matter is concluded. The chair of the meeting is expected to inquire if such conflict appears to exist and the Advisory Board Member has not made it known.

Section E. Officers

1. Officers of this Chapter shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Advisory Board. The Secretary and Treasurer roles may be combined as Secretary/Treasurer at the Advisory Board's discretion. Officers shall be selected from among current Advisory Board Members. TACF shall be informed of any change in Officers.
2. Officers of this Chapter of TACF shall hold the same office for no more than two consecutive (2) terms of two (2) years each. Any officer may be removed at any time for cause by the affirmative vote of a majority of the Advisory Board, with "cause" as defined in Section D above. If any office shall become vacant for any reason before the election of a successor, such vacancy may be filled by the Advisory Board as it deems advisable or appointed by the TACF Executive Committee.
3. The President shall be the chief executive officer of this Chapter and shall: preside at all meetings of the Advisory Board, see that all orders and resolutions of the Advisory Board are effectuated, and see that proper notice of all meetings is given. The President shall also preside at all meetings of members. The President may review and approve any disbursement of the funds of this Chapter as ordered by the Advisory Board.
4. The Vice President shall assume the duties of the President if the President is unable to act and perform such other duties as prescribed by the Advisory Board or the President. The Vice President may review and approve any disbursement of the funds of this Chapter as ordered by the Advisory Board.
5. The Secretary shall record all votes and the minutes of all proceedings of the Advisory Board and of meetings of members; attest the execution of such documents as needed. The Secretary may review and approve any disbursement of the funds of this Chapter as ordered by the Advisory Board.
6. The Treasurer shall supervise custody of the funds of this Chapter in conjunction with staff support at TACF; render to the Advisory Board, at least annually and at other times whenever the Advisory Board may require it, an account of all transactions and the financial condition of this Chapter in conjunction with TACF staff; and perform such other duties as prescribed by the Advisory Board or the President. The Treasurer may review and approve any disbursement of the funds of this Chapter as ordered by the Advisory Board.
7. Any officer of this Chapter may resign from office by submitting a written resignation to the President or TACF Executive Committee.
8. With vacancy of any office of this Chapter, the Advisory Board shall select a successor to fill the unexpired term. The successor shall be a current Advisory Board Member. The TACF Executive Committee may appoint a successor in the case that the Advisory Board cannot select a successor.

Section F. Committees

The Advisory Board may establish such committees or working groups as it deems appropriate.

Section G. Members

The Chapter may or may not have voting members, but this Chapter shall have state contributing members.

Section H. Financial Affairs

1. All funds of this Chapter of TACF shall be used only for the objects described in Section B and consistent with the charitable purpose of TACF.
2. In coordination with TACF, Chapter may solicit funds to support the Chapter's activities.
3. The Chapter shall not permit a negative balance in its fiscal accounts or commit the Chapter or TACF to any financial obligation which exceeds State Chapter means.
4. All disbursements ordered by or on behalf of the Chapter shall require the approval of a minimum of two elected officers. No elected officer may approve of a disbursement of reimbursement funds to themselves.
5. The fiscal year for the Chapter shall be the same as the fiscal year of TACF.
6. In cooperation with TACF, the Advisory Board shall support the annual review and audit of the books and financial records of the Chapter.
7. The Foundation holds the rights to all assets of this Chapter of TACF, including its funds.
8. The Chapter shall not enter into any commitments binding upon TACF or make any awards or grants without written authorization by TACF.

Section J. Amendments

Subject to approval by the Executive Committee of TACF, these Standing Rules may be amended by a majority vote of the Chapter's Advisory Board at any duly called meeting if notice of the proposed amendments has been provided to all the members of the Chapter's Advisory Board and the Executive Committee of the Foundation at least 30 days before the meeting at which the vote is scheduled.