

BY-LAWS  
OF  
THE MASSACHUSETTS CHAPTER OF THE AMERICAN CHESTNUT FOUNDATION  
SECTION 1

NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization of the corporation.

1.2 Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office of the corporation in The Commonwealth of Massachusetts, effective upon the filing of a certificate of such change with the Secretary of The Commonwealth of Massachusetts.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on December 31 in each year.

SECTION 2

NO MEMBERS

The corporation shall have no members or classes of members. Any action or vote required or permitted by Chapter 180 of the Massachusetts General Laws, as the same now exists or may hereafter be amended, or by any other law, rule, or regulation, to be taken by members of the corporation shall be taken by action or vote of the same percentage of the directors of the corporation.

SECTION 3

SPONSORS, SUPPORTERS, BENEFACTORS, CONTRIBUTORS,  
ADVISORS, AND FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the corporation or such other title as the directors deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate,

shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no rights or responsibilities.

#### SECTION 4

##### BOARD OF DIRECTORS

4.1 Number and Election. The incorporator(s) have initially fixed the number of directors at seventeen (17) and shall elect the number of directors so fixed. Thereafter, the directors at the annual meeting of directors shall fix the number of directors and shall elect the number of directors so fixed, from candidates proposed by the nominating committee. At any special or regular meeting of the directors, the directors then in office may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal, or disqualification of one or more directors.

4.2 Term of Office. Each director shall hold office for a term of two years until the second annual meeting of directors after his or her election and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified. Notwithstanding the foregoing, the initial board of directors shall consist of a group of nine directors elected for one year and eight directors elected for two years as identified on the initial articles of organization of the corporation. Directors may serve for no more than four consecutive terms.

4.3 Powers. The affairs of the corporation shall be managed by the directors, who shall have and may exercise all the powers of the corporation, except the power of proposing new directors, which shall be performed by the nominating committee.

4.4 Committees. The directors may elect or appoint one or more committees (including an executive committee) and may delegate to any such committee or committees any or all of their powers, except the power to (a) authorize a petition for the dissolution of the corporation; (b) change the principal office of the corporation; (c) amend these By-Laws; (d) elect officers and fill vacancies in any such offices; (e) change the number of the board of directors and fill vacancies in the board of directors; (f) remove officers or directors from office; or (g) authorize a merger. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

4.5 Standing Committees shall be as follows and may include such other committees as may be constituted by the Board of directors to carry out the functions of the Chapter:

#### **Tree Inventory/Preservation Committee**

The Committee shall make efforts to discover the location of American chestnut trees growing in this Commonwealth. It shall keep an accurate computer database record of the locations of such trees, their condition, size, and other matters of interest relating to such trees in connection with the work of the Foundation. It shall attempt to preserve these trees using methods approved by the Foundation and the property owners. In addition, it shall pollinate these trees when possible and harvest the nuts in accordance with the Foundation's guidelines.

#### **Research/Plantings Committee**

The Research Committee shall maintain close contact with TACF's research farms, working within regional breeding program guidelines. It shall engage in research and promotional 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. The Research/Plantings Committee will coordinate, plan and maintain research and public display plots within the Commonwealth.

#### **Land/Orchard Committee**

The Land and Orchard Committee would develop partnerships with organizations and individuals in order to establish and maintain orchards for the following purposes: display plantings, provenance plantings, gene banking & scion orchards, open pollination sites, and back cross orchards. The Committee would also supervise any land holdings and orchards acquired in the course of long-term hybridization efforts.

#### **Membership Committee**

The Membership Committee shall maintain close contact with the Membership Department of the Foundation. It shall keep the Chapter's membership records and shall conduct membership campaigns to enroll new members. It shall welcome new members and endeavor to retain those members who have become delinquent in the payment of their dues. The membership director shall maintain an up-to-date computer database of the Chapter's membership.

#### **Education Committee**

The Education Committee shall make arrangements for public lectures, discussions, displays, and such other events as may promote interest and appreciation of conservation, renewal, ecology, and natural history of the American chestnut tree. In addition, it shall promote the use of the Charlie Chestnut Education protocol in public education.

#### **Publicity/Promotion Committee**

The Publications Committee shall publish, at least once a year, a bulletin or newsletter for the members of the Chapter and shall prepare any other publications and news releases helpful to the Chapter's programs.

#### **Fund-Raising/Liaison Committee**

The Fund-Raising/Liaison Committee will explore areas for sources of funds, including philanthropic organizations and government funding under guidelines of the Foundation. In addition, the Committee will coordinate activities with other like-minded organizations as approved by the Foundation.

### **Volunteer Personnel Resource Committee**

The Volunteer Personnel Resource Committee shall maintain the chapter's records of the participation of the active members on committees, boards, councils, projects and other activities of the chapter. The committee shall promote the active participation of interested members. The rotation of responsibilities and the retention of experienced members in advisory and planning capacities. The ultimate objective is to distribute responsibility and to maintain a broad and deep cadre of experienced volunteer personnel.

### **Nominating Committee**

The nominating committee shall consist of a director selected by the directors plus one person selected by each of the standing committees, which persons shall not be current directors, if possible. The nominating committee shall give notice of proposed nominees at least one month prior to the annual meeting.

4.6 Removal. A director may be removed from office with or without cause by the vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard before the directors.

4.7 Resignation. A director may resign by delivering his or her written resignation to the president, vice president, treasurer, or clerk of the corporation, to a meeting of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

4.8 Vacancies. Any vacancy in the board of directors may be filled by the directors. Each successor shall hold office for the unexpired term of the director whose place is vacant or until he or she sooner dies, resigns, is removed, or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.9 Annual Meeting. The annual meeting of the directors and chapter shall normally be held on the second Sunday of November at a time selected by the president or at another date or time selected by the President of which adequate notice of such alternate date shall be given to the directors. The annual meeting may be held at the principal office of the corporation or at such other place within the United States of America as the president or directors shall determine. If an annual meeting is not held on the date herein provided, a special meeting of the directors may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws, except in this Section 4.9, to the annual meeting of the directors shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 4.11 and 4.12.

4.10 Regular Meetings. Regular meetings of the directors may be held at any time and at any place within the United States of America as the directors may determine. Initially the directors intend to meet at least quarterly.

4.11 Special Meetings. Special meetings of the directors may be held at any time and at any place within the United States of America when called by the chairman of the board of directors or, if there be no such chairman, by the president, or by two or more directors.

4.12 Notice of Meetings.

a. All Meetings. Reasonable notice of the time and place of each meeting of the directors shall be given to each director. Such notice will usually specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization of the corporation, or these By-Laws.

b. Reasonable Notice. Except as otherwise expressly provided by law, the Articles of Organization of the corporation, or these By-Laws, it shall be reasonable notice to a director to send notice by mail at least seventy-two hours or by electronic mail or fax at least forty-eight hours before the meeting (with a copy by ordinary mail) addressed to him or her at his or her usual or last known business or residence address in the case of mailed notice and to him or her at his or her usual or last known electronic mail address in the case of electronically mailed notice or to give notice to him or her in person or by telephone (including voice-mail) at least twenty-four hours before the meeting.

c. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto duly authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.13 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.14 Voting. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including the election of directors and officers, unless otherwise provided by law, the Articles of Organization of the corporation, or these By-Laws.

4.15 Action by Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all of the directors consent to the action in writing , including electronic mail and fax, and such consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.16 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization of the corporation, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.17 Compensation. Directors shall be entitled to receive for their services such reasonable amount, if any, as the directors may from time to time determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

## SECTION 5

### OFFICERS

5.1 Number and Qualification. The officers of the corporation shall be a president, a vice president, a treasurer, a clerk, and such other officers, if any, as the directors may elect. An officer shall be a director. The clerk shall be a resident of The Commonwealth of Massachusetts unless the corporation has a resident agent duly appointed to accept service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president, vice president, treasurer, and clerk shall be elected annually by the directors by secret ballot at the annual meeting of the directors. All other officers, if any, may be elected by the directors at any time. Any vacancy may be filled by the Board for the remainder of the term.

5.3 Term of Office. The president, vice president, treasurer, and clerk shall each hold office until the next annual meeting of the directors and until his or her successor is chosen and qualified, and each other officer shall hold office until the next annual meeting of the directors unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

5.4 Chairman of the Board of Directors. The directors may elect from their own number a chairman. If a chairman is elected, he or she shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other duties and powers as may be determined by the directors.

5.5 President and Vice President(s). The president shall be the chief executive officer of the corporation, except as the directors may otherwise provide, and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall also have such other duties and powers as the directors may determine. The president shall preside, if no chairman of the board of directors is elected, at all meetings of the directors, except as the directors otherwise determine. The vice president or vice presidents, if any, shall have such duties and powers as the directors shall determine. The vice president, or first vice president if there is more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer shall, subject to the direction of the directors, be in charge of the financial affairs of the corporation and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as the directors shall determine.

5.7 Clerk. The clerk shall record (or arrange to be recorded) and maintain records of all proceedings of the directors in a book or books kept for that purpose, which book or books shall be kept within The Commonwealth of Massachusetts at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original or an attested copy of the Articles of Organization and By-Laws of the corporation and the names of all directors and the address of each. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 Removal. Any officer may be removed from his or her office with or without cause by the vote of a majority of the directors then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the directors.

5.9 Resignation. Any officer may resign by delivering his or her written resignation to the president, vice president, treasurer, or clerk of the corporation, to a meeting of the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term of the officer whom he or she replaced, and, in the case of the president, vice president, treasurer and clerk, until his or her successor is chosen and qualified, and in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.



## SECTION 6

### EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed by the president or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization of the corporation, these By-Laws, or votes of the corporation.

## SECTION 7

### NO PERSONAL LIABILITY

The directors and officers of the corporation and persons serving on committees of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

## SECTION 8

### AMENDMENTS

These By-Laws may be amended at any time by the directors by a vote of a majority of the directors then in office at any meeting at which a quorum is present.

THE MASSACHUSETTS CHAPTER OF THE AMERICAN CHESTNUT FOUNDATION

Action by Consent of Sole Incorporator in Lieu  
of First Meeting of Incorporators

The undersigned, being the sole incorporator of the Massachusetts Chapter of The American Chestnut Foundation, a corporation to be formed under Chapter 180 of the Massachusetts General Laws (the "Corporation"), hereby consents to the following actions, which shall be treated for all purposes as votes at a meeting:

VOTED: That the By-Laws attached hereto be and hereby are adopted as the By-Laws of the Corporation.

VOTED: That the number of Directors of the Corporation, until changed in accordance with the By-Laws of the Corporation, be and hereby is fixed at seventeen (17), and that the following named persons be and hereby are elected Directors of the Corporation to hold office in accordance with the By-Laws of the Corporation:

VOTED: That the following named persons be and hereby are elected to the office set forth opposite their respective names to hold office in accordance with the By-Laws of the Corporation:

President  
Vice President  
Treasurer  
Clerk

VOTED: That the post office address of the initial principal office of the Corporation in The Commonwealth of Massachusetts, until changed in accordance with the By-Laws of the Corporation, be and hereby is designated as c/o \_\_\_\_\_.

VOTED: That the Articles of Organization of the Corporation attached hereto be and hereby are adopted as the Articles of Organization of the Corporation and that the Articles of Organization of the Corporation be submitted to the State Secretary of The Commonwealth of Massachusetts for his approval and filing.

This Consent has been filed with the records of the Corporation and shall be effective as of

\_\_\_\_\_, 2000.

\_\_\_\_\_  
\_\_\_\_\_

Sole Incorporator