

AMERICAN CHESTNUT LAND TRUST, INC.

Bylaws

Article I - Membership

Section 1. *Qualifications.* All persons who support the purposes of the organization may become members upon approval of the Board of Directors and payment of dues. Persons contributing the minimum sum of \$2,500 to facilitate the formation of the Corporation and its initial acquisition of land for a nature preserve shall be Charter members. Persons contributing \$2,500 either in a lump sum or in the aggregate from 1987-September 16, 2017 and persons contributing \$5,000 either in a lump sum or in the aggregate beginning September 17, 2017 or later, shall be Sustaining members. If a husband and wife together contribute the specified amount, each shall be a Charter or Sustaining member with the right to vote. All other persons shall be Regular members. The Board of Directors may establish dues for these categories of membership and may designate subcategories of Regular membership. After attaining Charter or Sustaining membership, annual dues for Charter and Sustaining members shall be voluntary.

Section 2. *Annual Meeting.* The Annual Meeting of the members for the purpose of electing directors and transacting any other business which may properly come before the meeting, shall be held at a time and at a place within or without the State of Maryland to be determined by the Board of Directors.

Section 3. *Special Meetings.* Special meetings of the members may be called at any time by the President of the Board, by the Board of Directors, or by petition in writing signed by not fewer than 25% of the members of the Corporation and filed with the Secretary.

Section 4. *Voting.* At any meeting of the members a minimum of 25 members is required to constitute a quorum. The Board of Directors may provide for vote by proxy and the form of such proxy. Each member shall have one vote subject to any restrictions contained in the Articles of Incorporation.

Section 5. *Notice.* Not fewer than thirty (30) days prior to each meeting, notice shall be mailed, postage prepaid, or sent by electronic communication to all members at their addresses listed in the records of the Corporation setting forth the date, time, and place of such meeting and indicating the nature of business to be transacted at such meeting. No notice of the time, place, or purpose of any meeting need be given to any member who, in writing, executed and filed with the records of the meeting before or after the holding thereof, waives such notice or attends the meeting.

Article II - Board of Directors

Section 1. *General Powers.* The property, affairs, and activities of the Corporation shall be managed by a Board of Directors consisting of no fewer than nine (9) nor more than twenty-one (21) members (each a "Director" and collectively the "Directors"), as may be initially determined by the Incorporators and as may be determined thereafter from time to time by a majority of the current Directors on the Board of Directors. The powers of the Board of Directors shall include the authority to accept, transfer, and encumber property and interests in property and the authority to retain any necessary staff or contractors.

Section 2. *Election.* Directors shall be elected by the members at the Annual Meeting by voice vote.

Section 3. *Terms of Office.* All members of the Board of Directors shall be elected for three (3) year terms and shall assume their posts at the Annual Meeting of the membership. The terms of members of the Board of Directors shall expire on a rotating basis, with no more than one-third (1/3) of the directors' terms expiring at any one time.

Section 4. *Removal.* Any Director or officer may be removed by affirmative vote of a majority of the current Directors on the Board of Directors for failure to participate, non-performance of duties, or other cause deemed sufficient by the Board.

Section 5. *Vacancies.* In case of a vacancy, the remaining Directors may elect a successor Director for the remainder of the vacant term.

Section 6. *Call and Notice.* The Board of Directors shall meet on call by the President or on written request filed with the Secretary by four or more Directors. Each Director shall be given reasonable notice of the time, place, and date of each meeting by notice in writing mailed, postage prepaid, or sent by electronic communication not later than the tenth day before the day set for the meeting. Electronic communication may be substituted for written mail unless a Director specifically requests otherwise. In the event that an upcoming meeting is expected to include consideration of a decision requiring the approval of a majority of the current Directors as set forth in Article II, Section 8 (hereinafter defined as a "special meeting of the Board of Directors"), that fact must be included in the notice of the meeting in order to alert the Board of Directors to the importance of the items proposed for consideration. No notice of the time, date, place, or purpose of any meeting need be given to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. *Annual Meeting.* The Annual Meeting of the Board of Directors may be held at the same place and on the same date as the Annual Meeting of members or at such place, date, and time as the Board of Directors shall determine. Notice of the time, date, and place of the Annual Meeting of the Board of Directors shall be given in the manner set forth in Section 6. Robert's *Rules of Order* shall govern all meetings. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 8. *Quorum and Voting.* At regular meetings of the Board of Directors, a quorum shall consist of one-third (1/3) of the current Directors serving on the Board and the majority vote of those persons present at the meeting of which there is a quorum will prevail on all matters. A special meeting of the Board of Directors is defined as one at which a decision is required regarding a land transaction, a capital improvement project exceeding \$50,000, the annual operating budget or amendments thereto, or amendments to the Bylaws. At a special meeting of the Board, a quorum shall consist of two-thirds (2/3) of the current Directors on the Board of Directors. A favorable decision on those matters necessitating the special meeting of the Board of Directors will require the approval of a majority of the Directors who are present at the special meeting of the Board of Directors. Regular matters of business may also be discussed at the special meeting of the Board of Directors, in which case a majority vote of those Directors present at the meeting will prevail as to those matters. There shall be no voting by proxy.

Section 9. *Telephone/Remote Communications.* Directors may participate in meetings of the Board of Directors by means of a conference telephone or other means of remote communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in such communication shall constitute presence in person at such meeting.

Section 10. *Compensation.* Directors shall receive no compensation for their services as such, but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 11. *Advisory Board.* The Board of Directors may, by resolution, form an advisory board ("Advisory

Board”), which shall have such duties and responsibilities as the Board of Directors shall determine. The Board of Directors shall elect members of the Advisory Board and any persons so elected shall serve at the pleasure of the Board of Directors.

Article III - Officers and Committees

Section 1. *Officers.* The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. All officers shall be Directors and shall be elected by the Board of Directors at its Annual Meeting or whenever a vacancy occurs. The Board of Directors may, from time to time, appoint such other officers, as it deems necessary.

Section 2. *Powers and Duties.*

The President’s powers and duties shall include:

- a. Being the executive officer and overseeing the carrying out of programs.
- b. Presiding at all meetings of the members of the Board of Directors.
- c. Signing or endorsing checks, drafts, and notes in conjunction with the Treasurer.
- d. Acting as *ex-officio* voting member of all committees.
- e. Nominating a current Board member to serve as chair of each committee, except the Personnel Committee.
- f. Presenting an annual report to the members at the Annual Meeting or designating a representative to present said report.
- g. Signing all contracts and other instruments approved by the Board or authorizing, in writing or by electronic communication, the Executive Director to sign on the President’s behalf.
- h. Overseeing the hiring and firing of all salaried executive staff.

The Vice President’s duties shall include:

- a. Performing the duties of the office of the President upon the absence or disability of the President.
- b. Assisting the President upon the President’s request.
- c. Chairing the Personnel Committee.

The Secretary’s duties shall include:

- a. Keeping minutes of all meetings of the membership, the Board of Directors, and the Executive Committee.
- b. Maintaining a file of the official documents and records of the Corporation as directed by the Board.
- c. Mailing or sending electronically notices of all meetings of the membership, the Board of Directors, and the Executive Committee.

The Treasurer’s duties shall include:

- a. Collecting and receiving all monies due.
- b. Acting as custodian of these monies and depositing them in a bank designated by the Board of Directors.
- c. Disbursing the corporate monies in accordance with the budget or upon order of the Board and signing checks together with the President and/or other authorized officers.
- d. Maintaining books and ledgers as directed by the Board.
- e. Preparing monthly financial statements and presenting such statements to the Board.
- f. Reporting at the Annual Meeting of the membership.
- g. Performing such other functions as may be incident to the office.

Section 3. *Executive Committee.* The Executive Committee shall consist of the officers of the Corporation and the chairs of the standing committees listed in Section 4 of this Article. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board except any which have been expressly reserved by resolution of the Board or by these Bylaws. The Executive Committee may not act for the Board on matters requiring the approval of a majority of the current Directors at a special meeting of the Board of Directors as set forth in Article II, Section 8. Each member of the Executive Committee shall be given reasonable notice of the time, date, and place for each committee meeting.

Section 4. *Standing Committees.* The President shall nominate and the Board of Directors shall approve by majority vote current Board members as chairs to the following standing committees. Each committee will report on its work at the Annual Meeting of the members.

- a. Donor Relations Committee shall consider the administrative structure and work of the Corporation and shall plan its fundraising efforts.
- b. Land Acquisition and Preservation Committee shall consider acquisitions of land or easements by the Corporation, through purchase, gift, or otherwise, and shall develop other programs for land preservation within the geographic area of interest to the Corporation.
- c. Land Management Committee shall be concerned with the management of any lands under the control of the Corporation.
- d. Outreach and Membership Committee shall plan and carry out all those programs involving the members and/or the public in general, including recruitment and retention of members.
- e. Budget and Finance Committee shall have responsibility to oversee the finances of the Corporation. The Treasurer of the Corporation will be an *ex officio* member of this committee.
- f. Science Committee shall advise the Board and the Land Management Committee about methods to protect and restore watersheds and conduct scientific research about threats to their ecological integrity.
- g. Governance Committee shall advise the Board of Directors on the development of sound governance procedures, policies, and other guidance to strengthen ACLT's ability to carry out its mission.
- h. Facilities Committee shall oversee the development and implementation of an ongoing comprehensive care and maintenance program for all ACLT owned and Board-designated managed physical structures and hardscape infrastructure and advise the Board of Directors on facilities management matters.

Section 5. *Other Committees.* The Board of Directors may appoint such other committees as it deems necessary to implement the purposes of the Corporation, including *ad hoc* committees, which are temporary in nature and are established to address a specific issue or problem. Two other administrative committees are permanent, but not considered standing committees, because they operate only on an as-needed basis.

- a. The Nominating Committee is appointed by the President prior to the Annual Meeting of the members to recommend persons for the director positions becoming vacant. The Nominating Committee serves to recruit, mentor, and nominate persons to the Board of Directors to fill Board positions becoming vacant.
- b. The Personnel Committee meets annually to review the performance of the Executive Director and at such other times as warranted. The Personnel Committee provides oversight and administration of the ACLT's written personnel policies and meets annually to review the performance of the Executive Director and s such other times as warranted.

The Board of Directors may authorize committees to exercise any powers of the Board of Directors, except any which have been expressly reserved by resolution of the Board of Directors or by these Bylaws. A committee may not act for the Board of Directors on matters requiring the approval of a majority of the current Directors at

a special meeting as set forth in Article II, Section 8.

Article IV - Financial Affairs

Section 1. *Fiscal Year.* The fiscal year of the Corporation shall end on December 31 of each year.

Section 2. *Bank Accounts.* The funds of the Corporation shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks shall be signed by such officer(s), Board member(s), and the Executive Director as the Board may from time to time designate.

Section 3. *Insurance.* The Board of Directors shall secure insurance to protect the Corporation, the Board of Directors, and the officers from liability.

Article V – Amendments

Section 1. These Bylaws may be amended by a majority of the current directors serving on the Board of Directors at a special meeting of the Board of Directors as defined in Article II, Section 8, at which a quorum is present, provided that notice of the nature of the proposed amendment has been mailed or sent electronically to all directors at least thirty (30) days in advance of the meeting.

Adopted: 6 December 1986
Amended: 28 March 1998
23 September 2000
18 January 2003
20 March 2010
15 May 2010
21 May 2011
21 July 2012
6 January 2018
16 January 2021
18 September 2021
19 September 2022