

**The Georgia Chapter
of
The American Chestnut Foundation
Constitution**

Article I — Name

This organization shall be known as the Georgia Chapter of The American Chestnut Foundation (hereinafter referred to as the “Chapter”).

Article II— Mission and Objectives

The mission of this Chapter shall be to assist in the work of The American Chestnut Foundation in bringing about a revival and a renewal of the American chestnut tree as a prominent part of the forests of the United States of America by strengthening the organization’s financial and membership base, education, public awareness, and research activities. The objectives shall be to (1) recruit new members to join and support TACF’s research work; (2) raise funds and provide information of major fundraising opportunities to the ACF Board of Directors; (3) develop educational activities concerning the American chestnut in this state; (4) generate media coverage of state activities; (5) increase the awareness and involvement of the public in Foundation projects; (6) identify and attempt to protect existing American chestnut trees in this state in order to preserve varied sources of genetic materials; (7) engage where possible in breeding activities carried on under the supervision of and in cooperation with The American Chestnut Foundation; (8) do such other things reasonably related to the foregoing which will advance the cause of preserving and reviving the American chestnut tree.

Article III — Duration

This period of duration of the Chapter shall be perpetual.

Article IV — Address

The address of the Chapter shall be The Georgia Chapter of The American Chestnut Foundation, 1702 Chestnut Oak, #83, Dalton, Georgia, 30721. The Board of Directors shall have the power to carry on the affairs of the Chapter at such other places as they may from time to time designate.

Article V — General Powers

This chapter is organized exclusively to promote charitable, educational, and scientific purposes, and to do all things as may be necessary and proper to carry out any of the foregoing purposes for which the Chapter is organized.

Article VI

This Chapter shall have no capital stock and no seal. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Chapter 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 V hereof. Subject to the provisions of

Section 501 of the internal Revenue Code of 1954, as amended, governing expenditures by public charities to influence legislation, no substantial part of the activities of the Chapter shall be the carrying on of propaganda or other attempting to influence legislation; and the Chapter shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Chapter shall not carry on any activities not permitted to be carried on by (1) an organization exempt from federal income tax under Section 502(c)(3) of the Internal Revenue code of 1954, as amended, or the corresponding provision of any future United States internal revenue law; (2) an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law; or (3) and as a charitable, religious eleemosynary, benevolent or educational corporation within Georgia laws as amended.

Article VII

No Director or Officer of the Chapter shall in any way be personally liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon the Chapter.

Article VIII

A Board of Directors consisting of not less than three (3) persons shall manage the affairs of the Chapter. The Chapter shall have such members and such classes of membership as may be specified from time to time in the Chapter's Bylaws. The Board of Directors shall be elected from time to time in the manner provided in the Bylaws.

Article IX

Upon dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the State of Georgia 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 X

Prior to the annual meeting, the Board of Directors may consider proposed changes to the Constitution. These articles may be amended at the annual meeting by a vote of 2/3 of members present in good standing.

Article XI

The number of Directors constituting the first Board of Directors of the Chapter shall be at least seven (7), and the tenure in office of the members of the first Board of Directors shall be until the first Annual Meeting and until their successors are elected and qualified. The name and address of each first Director are:

Donald Edward Davis
1702 Chestnut Oak, #83
Dalton, Georgia, 30721.

Jim Hill
273 School House Road, NE
Calhoun, Georgia, 30701.

Ruby Mitchell
10752 Hwy 52
Chatsworth, Georgia, 30705.

Dianne Smith
1454 Johnson Rd., NE
Dalton, Georgia, 30721.

Jerry Smith
1454 Johnson Rd., NE
Dalton, Georgia, 30721.

Mary Belle Price (Honorary Board Member)
1701 Water Oak Drive, #160
Dalton, Georgia, 30721.

Amendment to this Constitution
Approved by a majority vote of the general membership
June 4, 2005

Article IV – Address

Changed from “The address of the Chapter shall be The Georgia Chapter of the American Chestnut Foundation, 1702 Chestnut Oak, #83, Dalton, Georgia, 30721. The Board of Directors shall have the power to carry on the affairs of the Chapter at such other places as they may from time to time designate.”

Changed to “The address of the Chapter shall be changed to a Post Office box to be determined by the board. The Board of Directors shall have the power to carry on the affairs of the Chapter at such other places as they may from time to time designate.”
