

**November 6, 2025**

**Kachemak Heritage Land Trust Board Resolution 2025-06**

**Amendment to Bylaws of Kachemak Heritage Land Trust, Inc. and Standard 3 in Accordance with Bylaws Change**

**Whereas**, Article V of the current Amended Bylaws of Kachemak Heritage Land Trust gives the Board of Directors the responsibility to manage the affairs of Kachemak Heritage Land Trust; and

**Whereas**, Article VI of the current Amended Bylaws of Kachemak Heritage Land Trust establishes the officers of the corporation, outlines their election and terms of service, defines the duties of the President, Vice President, Secretary, and Treasurer, and limits officers' authority to actions authorized by the Board of Directors; and

**Whereas**, any changes to be made to the organizational Bylaws must be made at a Meeting of the Members; and

**Whereas**, the Board desires to recommend the following changes to the Bylaws at the 2025 Annual Meeting of the Members.

**Article V: Board of Directors**

**Section 4: Election.**

The initial directors of the corporation shall be as set forth in the Articles of Incorporation. Except as indicated below, new directors shall be selected by a majority of the directors in office at annual Board of Directors meeting. Prior to such meeting the President shall direct the Leadership Sustainability Committee, as established by resolution of the Board, to nominate at least one person for board vacancies. The nominees shall be identified on the notice of the annual Board of Directors meeting distributed to the directors.

**Section 5: Vacancy and Replacement.**

If any director's seat becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Leadership Sustainability Committee shall provide a recommended list of nominees, from which the remaining directors shall choose a successor within one year of the vacancy, who shall hold that seat for the balance of the unexpired term.

**ARTICLE VI: OFFICERS**

**Section 4: Duties.**

(a) The President. The President shall be the Chief Executive Officer of the corporation; preside at meetings of the Board; and see that all orders and resolutions of the Board are carried into effect.

(b) Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the President is absent or unable to act.

(c) Secretary. The Secretary shall attend meetings of the Board and the membership and be responsible for recording the votes and the minutes of all proceedings in a book to be kept for that purpose. The secretary shall also be responsible for giving notice of all meetings of the membership. The secretary's responsibilities may be delegated to corporation staff.

(d) Treasurer. The Treasurer shall be responsible for the custody of the corporation funds and be responsible for keeping full and accurate accounts of receipts and disbursements and other corporate financial matters in books belonging to the corporation. The Treasurer shall be responsible for disbursing the funds of the corporation as directed by the Board of Directors. The Treasurer's responsibilities may be delegated to corporation staff.

**ARTICLE VII: MEETINGS**

**Section 3: Annual Membership and Board of Directors Meetings.**

The annual meeting of the membership shall be held at a date, place and time, as determined by the Board of Directors. The annual meeting of the Board of Directors shall be held at a date, place and time, as determined by the Board of Directors.

**Now therefore, it be resolved that:**

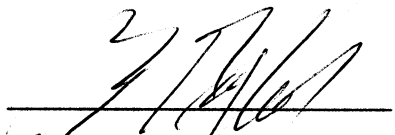
The KHLT Board of Directors recommend the changes listed above to the members at the 2025 Annual Meeting of the Members.

Moved/seconded: BG/SM

Votes for: 8

Votes against: 0

Whereupon, this Resolution was passed and adopted this 6th day of November 2025.

  
Bernard F. Griffard (signature)