

# **LITTLE RIVER CHAPTER, TROUT UNLIMITED CHAPTER BYLAWS**

## **Article I Organization and Purposes**

Section 1. The name of the organization shall be the Little River Chapter, Trout Unlimited, hereinafter referred to as the "Chapter."

Section 2. The mission of the Chapter is to conserve, protect and restore the coldwater fisheries and their watersheds in and around the Great Smoky Mountains National Park (GRSM). The Chapter shall operate as a non-profit, non-political and non-sectarian organization. The Chapter shall function exclusively for charitable, educational and scientific purposes.

Section 3. The Chapter shall be a subsidiary organization under the authority of Trout Unlimited, Inc., a Michigan non-profit corporation, hereinafter referred to as "Trout Unlimited." The Chapter shall carry out the aims and purposes of Trout Unlimited and adopts by reference hereof, the Articles of incorporation and by-laws of Trout Unlimited. The Chapter acknowledges and agrees that all policies and objectives to be pursued by the Chapter, or by any member or members thereof will be in accordance with the policies, purposes and objectives of Trout Unlimited. The Chapter's use of the TU name, logo and Chapter affiliation with other organizations and businesses shall conform to TU policies.

Section 4. The Chapter shall not promote or oppose the candidacy of any person seeking election to public office and the Chapter shall not participate or intervene in any campaign on behalf of any candidate for public office. No substantial part of the activities of the Chapter shall be in carrying on propaganda or otherwise attempting to influence legislation.

Section 5. The Chapter shall do whatever is within its ability to promote the purposes set forth in Section 2.

Section 6. The Chapter shall conduct the activities described as "core chapter functions" in the Trout Unlimited Chapter/Council Handbook, as such handbook may be amended from time to time.

## **Article II Membership**

Section 1. Any person who is interested in the activities of Trout Unlimited is eligible for membership in the Chapter. Any member of the Chapter shall be an active member of Trout Unlimited.

Section 2. Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter provided that the individual resides in the Chapter's geographical area. Nothing, however, shall restrict an individual from a different

area from becoming a member of the Chapter so long as his/her Trout Unlimited membership shall not have expired or otherwise terminated.

Section 3. Payment of annual dues to Trout Unlimited is the only requirement of membership in

Trout Unlimited and the Chapter. Separate Chapter dues or fees are prohibited. Newsletters must be sent to all members as a matter of right. Members of the Chapter shall enjoy all the rights and privileges of membership in the Chapter.

Section 4. The bylaws of Trout Unlimited govern the suspension or expulsion of members.

Section 5. No Chapter or chapter officer, director or member may transfer, sell, barter, or lease to any person or entity the membership list or the names, addresses, contact information or other personal information of the members.

### **Article III Officers and Duties**

Section 1. The executive officers of this organization shall be: President, Vice President, Treasurer, and Secretary, all of whom shall be ipso facto and ex-officio members of the Chapter's Board of Directors. The executive officers shall be nominated by the nominating committee and elected by the membership at the annual membership meeting.

Section 2. The President shall preside at all Board meetings; with the approval of the Board, shall appoint all committees not otherwise provided for; shall be the general executive officer; and shall be an ex-officio member of all Chapter committees. The President may preside or appoint someone to preside at each Chapter meeting.

Section 3. The Vice President shall serve in the absence or inability of the President to act in the general administration of the Chapter. Unless circumstances change the Vice President is considered to be the president elect.

Section 4. The Treasurer shall have custody of all funds and property of the Chapter.

With the President, he or she may sign and execute in the name of the Chapter all contracts, agreements, and other obligations of the Chapter, subject to the approval of the Board of Directors. When necessary or proper, he/she shall endorse on behalf of the Chapter for collection all checks, notes, drafts and other obligations and shall deposit same to the credit of the Chapter in such bank or banks as the Board may designate. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the President or Vice President, and counter-signed by the Treasurer. The Treasurer may be the sole signer of checks paying Chapter expenses provided the President has approved such payments and such approval has been given in

writing (via email or other means) from the President to the Treasurer. Treasurer will maintain a file of such approvals for a period of three years.

Section 5. The Treasurer shall keep full and accurate accounts of monies received and paid on account of the Chapter, and whenever required by the Board of Directors, shall render a statement of his/her cash account. The Treasurer shall at all reasonable times exhibit his/her books, records and accounts to any Chapter Officer, Director or designated representative of the State Council and/or Trout Unlimited upon application, and shall perform generally all the duties appertaining to the office of Treasurer of a Chapter to the control of the Board of Directors.

Section 6. The Secretary or appointee shall keep the minutes of all meetings of the Board of Directors and the membership. He/she shall be a custodian of all records, papers, files and books of the Chapter. Except when necessary for the purpose of meetings, he/she shall not disclose, transfer, sell, barter, or lease to any person the names or addresses of the members or the membership list without prior approval of the Board of Directors. He/she shall attend to the giving and serving of all notices of the Chapter, affix any required seal to the documents to which it should be attached, and attest to the same when necessary.

Section 7. The immediate past President shall be an ex-officio member of the Board of Directors and shall assist the President in the administration of the Chapter.

Section 8. The Board of Directors may appoint an Executive Committee to make organizational decisions on behalf of the full board. The Executive Committee will consist of Executive officers and others as appointed by the Board of Directors.

#### **Article IV Election, Term, Vacancy**

Section 1. The President shall be elected by a vote of the membership at the annual meeting of the Chapter for a one-year term, and the President shall be eligible for only one (1) successive term.

Section 2. All other officers shall be elected by a vote of the membership at the Annual Meeting of the Chapter for a one-year term and said officers shall be eligible to serve for two (2) consecutive one-year terms.

Section 3. The term of office of all elected officers shall be one (1) year. All officers will serve until the next election.

Section 4. In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next election.

Section 5. A majority vote of those members present and in good standing will be sufficient to elect all officers, and no member shall hold more than one (1) office at any time.

Section 6. The Nominating Committee shall nominate members for each elected office. Said

nominations shall be made and sent to all members with the notice of the Annual Meeting. Nothing, however, will deny nominations from being made from the floor during the Annual Meeting.

## **Article V Board of Directors**

Section 1. The Board of Directors shall consist of no fewer than six (6) members in addition to the officers listed in Article III above. These six members shall be elected to serve a three-year term, and, in order to provide for continuity, their terms should be staggered so that no more than one-third of the Directors' terms expire in a given year.

Section 2. The Board of Directors shall be responsible for the general supervision of the Chapter's affairs.

Section 3. The Board of Directors shall meet no less than three times per year. Special meetings may be called by the President or upon the request of at least four members (4) of the Board.

Section 4. Five (5) members of the Board of Directors shall constitute a quorum and a majority vote of those present is required.

Section 5. Notice of any special meeting must be given in writing at least seven (7) days in advance.

Section 6. The Board of Directors may create additional elected offices as deemed necessary.

Section 7. All committee chairpersons may, if requested by the Board, also serve as active members of the Board of Directors.

## **Article VI Committees**

Section 1. Committees should represent the following functions:

A. **Communications, internal and external** – Communicate with the chapter membership and the outside world, including the national office.

B. **Membership** – oversee membership services, such as updating and correcting the master list, and membership development to build and sustain membership (i.e., following through to seek renewals from members whose renewal date is coming up).

C. **Resource Management and Protection** – focus the Chapter on activities, which directly support Trout Unlimited's mission of conserving, protecting, and restoring coldwater fisheries and their watersheds.

D. **Financial Development** – build the fund-raising capability of the Chapter so that there is sufficient funding for the Chapter’s activities and projects.

E. **Leadership Development** -- constantly focus on the need to provide a continuous flow of new leaders by implementing the programs outlined in the Leadership Development Manual. This committee should also serve as a nominating committee to build a base of elected officers and directors who will become the future leaders of the Chapter.

Section 2- Special committees may be appointed by the President as necessary with the approval of the Board of Directors.

Section 3- Selection of committee members shall be the responsibility of the respective committee chairpersons.

## **Article VII Membership Meetings**

Section 1. The Annual Meeting of the Chapter shall be held in the fall of each year, on a date set by the Board of Directors, for the purpose of electing officers and directors. The President shall present an annual report to the members.

Section 2. Notice of the Annual Meeting must be sent to each member at least thirty (30) days in advance. Notice must include the time, place and agenda of the Annual Meeting including the slate of officers nominated by the Nominating Committee.

Section 3. The Chapter shall hold regular monthly meetings (or bi-monthly) at a date, time and place chosen by the Board of Directors.

Section 4. Special Meetings may be called by the President or Board of Directors and must be called upon written request of ten percent (10%) or more of the membership.

Section 5. Notice of the time, date, place and business of all special meetings must be sent to all members at least seven (7) days in advance.

Section 6. At the annual meeting or any Special Meetings, five percent (5%) of the Chapter’s membership shall constitute a quorum. A majority vote of those present is controlling. Proxy voting is permissible.

## **Article VIII Annual Reporting and Recognition**

Section 1. The Chapter shall submit the annual report to the State Council and the National office. The Annual Report shall consist of:

- A. Financial Report;
- B. Action Plan (the Chapter's goals and objectives for the fiscal year); and
- C. Activity Report (evaluation of the Chapter's accomplishments over the preceding fiscal year).

NOTE: The Chapter/Council Handbook sets forth the reporting form for these reports.

Section 2. The Annual Report shall be submitted no later than November 15<sup>th</sup> of each year.

Section 3. Chapter recognition via awards programs conducted by Trout Unlimited National shall be contingent upon receipt of the Chapter's Annual Report by the Council Chairperson and the Regional Vice President. Awards shall be based on the accomplishments documented in the annual reports and nominations shall be based upon the joint recommendation of the Council Chairperson and the Regional Vice President to the Awards Committee.

Section 4. Trout Unlimited's Board of Trustees may authorize exclusion of chapters from National programs, may withhold rebates, and may revoke a chapter's charter with due cause by deliberating and deciding upon these sanctions upon the joint recommendation of the respective Council Chairperson and the Regional Vice President.

Section 5. The Chapter's Board of Directors may create and award recognition to members or others in the community as deemed appropriate.

## **Article IX Fiscal Year**

The Chapter's fiscal year shall be the same as that of Trout Unlimited.

## **Article X Amendment of Bylaws**

The bylaws may be amended at a monthly Chapter meeting, upon proper notice given, by a two-thirds majority vote of those present. Those present must constitute a quorum (not less than five percent (5%) of the members in good standing). Proxy voting is permitted upon any issue that has been included in the notice of the meeting.

## **Article XI Bylaws Provisions**

Any of these bylaws that may be in conflict with the Articles of Incorporation, bylaws or policies of Trout Unlimited will be void.

**Article XII**

**Assets**

Section 1. No part of the income or net earnings of the Chapter shall inure to the benefit of, or be distributed to, any member, director, or officer of the Chapter or to any private individual. Furthermore, as a non-profit, voluntary organization, the Chapter shall not compensate members for services rendered. Reimbursement for out-of-pocket expenses, however, may be made for any expenses incurred for or on behalf of the Chapter by any officer, director, agent, employee, member, or any other person or corporation, given corresponding receipts and pursuant to and upon authorization of the Board of Directors. No member, director, or officer of the Chapter, or any other private individual shall be entitled to share in the Chapter's funds or property in any dissolution of the Chapter or otherwise. All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

Section 2. The Chapter may not acquire or hold any new interest in real property, including easements, except with prior written approval from Trout Unlimited.

Section 3. No part of the assets of the Chapter shall inure to the benefit or be distributed to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or any other individual.

Section 4. Upon dissolution of the Chapter, all of its assets shall be paid over or transferred to the State Council or, if none exists, to Trout Unlimited.

**Article XIII**

**Tax Exemption**

Notwithstanding any other provision hereof, the Chapter shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization that is tax-exempt under the provisions of Section 501 (c) (3) of the internal Revenue Code of 1954, as amended from time to time.

**Article XIV**

**Perpetuity**

The Chapter shall exist in perpetuity or until dissolved or dechartered. These bylaws have been officially adopted by the current Board of Directors of the Little River Chapter of Trout Unlimited on this \_\_\_ day of \_\_\_\_\_,

Signed by members of the Board,

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