

**ADAMS COUNTY TROUT UNLIMITED 323**

**BY-LAWS 2011**

**ARTICLE I**

**Organization and Purpose**

Section 1- The name of the organization shall be Adams County Chapter 323 Trout Unlimited , hereafter referred to as the “Chapter”.

Section 2- The purpose of the Chapter shall be to conserve, protect and restore coldwater fisheries and their watersheds. 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 is a subsidiary organization of Trout Unlimited, Inc., a Michigan non-profit corporation and is under its authority. The Chapter shall carry out the aims and purposes of Trout Unlimited and all policies, objectives and activities pursued by the Chapter and its members shall be in conformity with the by-laws and policies of Trout Unlimited. The chapter’s use of the TU name, logo and chapter affiliation with the other organizations and businesses shall conform to TU policies.

Section 4- The Chapter and all its members acting on behalf shall not finance, promote or oppose the candidacy of any one person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 5- The Chapter shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax exempt organization under the provisions of Section 501 (e) (3) of the Internal Revenue Code of 1954, as amended.

**ARTICLE II**

**Membership**

Section 1- Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and the Chapter. The Chapter will not assess any additional dues or fees and shall not establish classes of membership.

Section 2- Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter, if the member resides in the Chapter’s geographical area. Any Trout Unlimited member in good standing from a different chapter’s geographical area may elect to become a member of the Chapter.

Section 3- The by-laws of Trout Unlimited shall govern the suspension or expulsion of chapter members.

Section 4- No Chapter or chapter officer, director or member may transfer, sell, barter, or lease to any person or entity the membership list of names, addresses, contact information or other personal information of the members.

ARTICLE III  
Membership Meetings

Section 1- The annual meeting of the Chapter shall be held on the date set by the Board of Directors closest to the end of the fiscal period, to elect officers and directors and conduct

business of the Chapter. President and Treasurer shall present annual reports to the members.

Section 2- Notice of the annual meeting shall be sent to each member at least (15) fifteen days prior to the meeting. The meeting shall include date, time, place and agenda of the annual meeting and the slate of candidates nominated for election by the Nominating Committee.

Section 3- The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors and Officers.

Section 4- Special meetings may be called by the President or Board of Directors or upon the written request of the lesser of ten percent (10 %) of the members or twenty (20) members. Notice of all special meetings must be given to the members at least seven days (7) prior to the meeting and shall include the date, time, place and agenda for the special meeting.

Section 5- Robert's Rules of Order, Newly Revised shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only current members of Trout Unlimited shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

ARTICLE IV  
Board of Directors

Section 1- The Board of Directors and the Officers are responsible for the general supervision of the Chapter's affairs and finances.

Section 2- The Board of Directors shall consist of no less than three (3) non-officer members and the officers pursuant to Article V, Section I and no more than five (5) members. The Past President will serve as the Chairman of the Board and will only vote in event of a tie. Each non-officer Director shall serve a three-year term, with Director's terms staggered to provide continuity. The immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. Ex. 2 members first year, 2 members second year, 1 member the third year. All Directors and Officers shall be current members of Trout Unlimited.

Section 3- The Board of Directors shall meet regularly, but not less than 3 times a year. Upon notice, the meetings of the Board of the Directors may be conducted by telephone. The Board of Directors may also act by email vote, provided all members of the board of directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4- A simple majority of the members of the Board of directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5- Special meetings may be called by the President or any (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least (7) days in advance. Notice may be in writing or by electronic communications, including fax or electronic mail.

Section 6- If a Director is unable to serve for any reason or if a Director is appointed to fill a vacant officer position, the vacant Director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of the chapter members or at a special meeting called for that purpose.

## ARTICLE V Officers and Duties

Section 1- The Officers of the chapter shall be: President, Vice President, Secretary and Treasurer, all whom shall be voting members of the Chapter's Board of Directors. All officers must be members in good standing of Trout Unlimited. No person shall hold more than (1) office at any time, except for the office of Secretary and Treasurer. The officers shall be nominated and elected by the membership at the annual meeting.

Section 2- The President shall serve as the general executive officer and shall appoint the chairs of all Chapter committees. The President shall oversee all activities of the chapter and preside at all membership meetings.

Section 3- The Vice President shall assume all duties of the President if the President is absent or unable to perform the President's duties. The Vice President shall perform the duties assigned by the Board of Directors and the President.

Section 4- The Treasurer shall have custody of all funds of the Chapter. With the President, the Treasurer may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Chapter, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Chapter in such bank or banks as the Board designates. All checks for disbursement of funds of the Chapter above \$2,000 shall be signed by the President and counter-signed by the Treasurer. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the board of Directors deems appropriate and require that the Treasurer be bonded. The Treasurer shall also:

A. Keep full and accurate accounts of monies received and paid on the account of the Chapter, give a financial report at each meeting of the Board of Directors, and whenever required by the board of directors, render a statement of the chapter's accounts and report to the membership. Financial records will be audit annually by no less than two ACTU officers at the end of the fiscal year.

B. Submit a complete Annual Financial Report (AFR) for the Chapter to Trout Unlimited prior to the deadline set by Trout Unlimited. The AFR will be in complete compliance with the policies and requirements of Trout unlimited and will contain a complete and accurate accounting of all revenues, expenses, volunteer hours by the members of the Chapter and the additional items prescribed within the AFR form.

C. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.

D. Upon request, permit access to the Chapter's books, records and accounts by any Chapter Officer, Director or designated representative of the State Council and /or Trout Unlimited.

Section 5- The Secretary will keep the minutes of all meetings of the Board of Directors and the general membership meetings and keep an accurate and current record of all Chapter memberships. The Secretary will assist the Treasurer in preparing the AFR form. The Secretary shall send all required notices to the members of the Chapter, as required by these by-laws or otherwise. Notice may be in writing or by electronic communications, including fax, electronic mail or by posting in the Chapter's website. The Secretary shall also maintain the correspondence of the Chapter.

#### ARTICLE VI

##### Election, Term, Vacancy

Section 1- The Office of the President will be for a two year term. Office of the President shall serve no more than two (2) consecutive two-year terms. All other Chapter Officers will be elected to serve with unlimited term limits.

Section 2- In the event of a vacancy in any office, the Board of Directors shall appoint an individual member in good standing to serve until the next regularly scheduled election.

Section 3- A majority vote of those Chapter members in good standing present at the annual business meeting will be sufficient to elect all officers and directors.

Section 4- The Nominating Committee shall nominate members for each office. Nominations may also be made from the floor at the Annual Meeting.

#### ARTICLE VII

##### Committees

Section 1- The Chapter may establish standing committees, whose members shall be appointed by the chair of each committee:

A. Communications: This committee is responsible for the chapter news-letter and web-site.

B. Membership: The committee is responsible for membership services, membership lists and efforts to recruit and retain members.

C. Education: This committee is responsible for educational programs and youth activities.

D. Conservation: This committee is responsible for activities and projects that support Trout Unlimited conservation agenda.

E. Financial Development: This committee is responsible for chapter fundraising.

F. Nominating: This committee shall assist the Officers and the Board of Directors with the leadership development and submit a slate of candidates for elections.

Section 2- Additional standing or ad hoc committees may be established from time to time by the President or Board of Directors.

#### ARTICLE VIII

##### Fiscal Year

Section 1- The Chapter's fiscal year shall be the same as that of Trout Unlimited.

ARTICLE IX  
Amendment of By-Laws

Section 1- These Chapter by-laws may be amended at any Annual Meeting or Special Meeting if at least the lesser of 30 chapter members or 10% of the Chapter's members are present. Amendment of the by-laws shall require two-thirds vote of those present and voting. Only current members of Trout Unlimited shall be permitted to vote. Any proposed amendments to the by-laws shall require at least 30 days notice to the members, and with the notice specifying the proposed amendment.

Section 2- If any amendment of these by-laws is required in order to make them consistent with the by-laws of Trout Unlimited, a vote of a majority of those present and permitted to vote shall be sufficient to pass the amendment.

ARTICLE X  
Assets and Dissolution

Section 1- No part of income, earnings or assets of the Chapter shall inure to the benefit of, or be distributed to, any member, director or officer of the Chapter or any private individual, except that reasonable compensation may be paid for services rendered to or for the Chapter in effecting one or more of its purposes. Chapter members, officers and directors may be reimbursed for expenses incurred for or on behalf of the Chapter.

Section 2- All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

Section 3- The Chapter may not acquire or hold any new interest in real estate property, including easements, except with the prior written approval of Trout Unlimited.

Section 4- Upon dissolution of the Chapter all assets of the Chapter shall revert to the State Council. These assets will be held and/or redistributed in consultation with Trout Unlimited.