

# December 2015 - Board Meeting

Tuesday, December 15, 2015 7:00 PM

**Attendees:** Dean Stum, Richard Lewis, Amy Stum, Becky Plesic, Dave Swope, Chris Plesic, Joe Whitmore, Hank Rajotte

**Not Present:** None; all officers & directors present

**Guests:** Roger Brown, Larry Hartlaub

Meeting called to order at 7:00 pm. Follow ups noted in red.

## **Open Board Position:**

Roger Brown has offered to fill the remaining Board vacancy. Following brief discussion, motion made by Dave Swope; second by Richard Lewis to appoint Roger. Unanimous approval by the Board; motion carried.

## **Old Business: (Tabled items from November's board meeting):**

- Incorporating the Chapter-progress report – Dave reported the attorney had some follow up questions and has been out of the country. **Dave to follow up regarding when he is expected to return.**
- Amendments to the By-laws – suggested changes reviewed; refer to attached version with track changes for details. Final revisions pending chapter incorporation prior to submitting to membership for review and vote. **Amy to research cost estimates for independent review of the financials**
- Equipment list – **Dave to provide storage location on the items he knows**; any remaining items will need to be tracked down. Discussed utilizing the storage space available at the ag building for non-critical items, i.e. the booth, etc. **Dave to follow up with Adam regarding securing the space and access.**
- Meeting format – following discussion, the group agreed to a 6-month trial of alternating membership and board meetings the 3<sup>rd</sup> Tuesday of each month. Membership meetings will be held January, March, & May; Board meetings will be held February, April, & June.
- Open Coordinator Positions:
  - Stream Coordinator – Larry Hartlaub was present at the meeting and expressed interest in the role. The group reviewed the policy with Larry, confirming his understanding of Board approval prior to any work commencing; obtaining all necessary permits; obtaining all landowner permissions, etc. Following discussion, motion by Dean Stum and 2<sup>nd</sup> by Richard Lewis for Larry to be appointed as stream coordinator. Unanimous approval by the Board; motion carried. **Dave to provide a key to Rodger's farm shed where work tools are stored.**
  - Fundraising – position remains open; will be listed on the website & in the newsletter. Dean requested everyone to provide at least 1 fundraising idea for next year; will be discussed at February board meeting.

- Events:
  - Family – Discussed ideas for the family picnic in June. Following discussion, group agreed with investigating costs for a pavilion rental at Pine Grove Furnace state park. Group agreed to look at June 11, 18, or 25 for dates. **Richard to follow up and obtain cost/reservation information.**
  - Women’s events – Amy provided update on the Women, Wine, & Waders series; all reservations confirmed and deposit made for Adams County Winery.
- Open Chapter PayPal account/Donation button on the Chapter website – Following discussion, motion made by Dean Stum, second by Richard Lewis, unanimous approval; motion passed to open a Chapter PayPal account and add a donation button to the website. **Becky Plesic to set up account; Amy Stum to add donation button to website after account is set up.**
- Chapter Membership – not discussed; add to future meeting agenda to discuss new member letter/communication
- Board meeting frequency – meeting approach noted above; **Dave to follow up and confirm the large, downstairs room is reserved for all membership meetings** (January, March, & May).

### **New Business**

- Develop 3-year strategic plan – discussion tabled until February board meeting. **Dean to distribute information from TU tacklebox on strategic plans; Dave to distribute copy of the plan he previously wrote for the Chapter.**
- Stream Project Permits – Dave noted the Adopt-A-Stream grant is available for \$3K annually when applied for; only valid for special regulation area.
- Create list of contacts for the following; Dave provided a list of contact information at the meeting. **Becky to scan and email the list to the group; Amy to upload to the Leaders Only section.**
  - Port a john
  - Yellow Breeches Anglers Association
  - South Mountain Partnership
  - Others?
- Dave noted he was contacted by someone interested in donating rod/reel/fly tying equipment to the chapter. Consensus was to move forward and accept the donation; use of the equipment will be determined later. **Dave to coordinate pick up and inventory of the donation.**
- Chapter address – Dave’s home address previously listed as the Chapter address. Following discussion, group consensus was to list the current president’s home address as the chapter’s address. **Dean to update Chapter address accordingly.**
- Discussed everyone should have access to the Leaders Only Tacklebox on national **Amy to confirm appropriate access to National leaders-only tools.**

Motion to adjourn at 9:00 pm by Richard Lewis; second by Becky Plesic.

**ADAMS COUNTY CHAPTER 323, TROUT UNLIMITED-323**

**BY-LAWS 2011**

**Revised TBD 2016**

**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". [AS1]

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~~ in September of each year, 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 notice~~ shall include date, time, place and agenda of the annual meeting and the slate of ~~candidates nominated~~ positions open for nomination/-election by the Nominating Committee. Nominations may be accepted in person at the meeting or by sending written notice of acceptance to a current Chapter officer/board member.

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~~ the Chapter shall be permitted to vote at any meeting of the ~~members~~ Chapter ~~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 immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. 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. ~~2-1~~ 2-1 members first year, ~~2-1~~ 2-1 members second year, 1 member the third year. All Directors and Officers shall be current members of ~~Trout Unlimited~~ the Chapter.

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 Board 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~~the Chapter. ~~No person~~The President shall not hold ~~more than (1) office at any time, except for the office of Secretary and Treasurer~~any other position. 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 recommend the appointment~~the chairs~~ of all Chapter committees chairs, followed by majority vote approval of the Board for confirmation. 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 \$~~21~~21,000 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. ~~A.~~ Keep full and accurate accounts of monies received and paid on the account of the Chapter, give provide a financial report at each meeting of the Board of Directors, ~~and whenever required by the board of directors, render provide~~ a statement of the chapter's accounts monthly to a designated Chapter financial reviewer, and ~~report a general account report~~ general account report to the membership. The Chapter financial reviewer will not hold signature authority on the Chapter accounts. Financial records will be audited annually by no less than two ACTU officers at the end of the fiscal year<sup>[AS2]</sup>.

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

D. ~~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 ~~and~~ accurate and current record of all Chapter memberships, as provided by Trout Unlimited national. 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 All Office of the President r positions~~ will be for a two-year term; all Board Member positions will be for a three-year term. ~~Office of the President All officer and board positions~~ shall serve no more than ~~two (2)~~ four (4) consecutive ~~two-year~~ terms. ~~All other Chapter Officers will be elected to serve with unlimited term limits.~~ Term periods will be October 1 – September 30, aligned with the Chapter fiscal year.

Section 2 – In the event a term limit is reached and a replacement is not nominated, the incumbent may continue to hold the position for 1-year while a replacement is determined. If the position has not been filled after 1-year, the position will become vacant until appointment by the Board or membership nomination occurs.

Section ~~23~~ - In the event of a vacancy in any office, the Board of Directors shall appoint an individual Chapter member in good standing~~s~~ to serve until the next regularly scheduled election.

Section ~~34~~ - 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 ~~45~~ - The Nominating Committee shall nominate Chapter members for each office. Nominations may also be made from the floor at the Annual Meeting by any current Chapter member.

#### ARTICLE VII

##### Committees

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

- A. ~~Public Relations/~~Communications: This committee is responsible for the chapter news-letter, ~~and~~ web-site, ~~and Facebook page.~~
- B. Membership: The committee is responsible for membership services, membership lists and efforts to recruit and retain members.
- C. ~~Education~~Youth: This committee is responsible for educational programs and youth activities.
- D. ~~Conservation~~Stream: This committee is responsible for activities and projects that support Trout Unlimited conservation agenda.
- E. ~~Financial Development~~Fundraising: 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~~ and agreement by the Board of Directors.

#### ARTICLE VIII

##### Fiscal Year

Section 1- The Chapter's fiscal year shall be the same as that of Trout Unlimited, October 1 – September 30.

#### ARTICLE IX

##### Amendment of By-Laws

Section 1- These Chapter by-laws may be amended at any ~~Annual Meeting or Special Chapter Meeting~~ 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~~ majority vote of those present and voting. Only current members of ~~Trout Unlimited~~ the Chapter 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.