

## **Proposed to Membership for Approval**

### **Mason–Griffith Founders Chapter Trout Unlimited Chapter By-laws**

#### **Article I**

##### **Organization and Purposes**

Section 1: The name of the organization shall be Mason–Griffith Founders Chapter, Trout Unlimited, hereinafter 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 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.

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 Leadership 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 By-laws of Trout Unlimited govern the suspensions or expulsion of members.

### **Article III**

#### **Officers and Duties**

Section 1: The executive officers of this organization shall be: a President, a Vice President, a Secretary, and a Treasurer. The executive officers will be chosen and elected by the Board of Directors at a meeting following the Annual Membership Meeting.

Section 2: An Executive Committee comprised of the executive officers will act with the authority of the Board of Directors, subject to its ultimate approval and control, between meetings of the Board of Directors. If a member of the Executive Committee is unable to participate then the Board shall substitute another member to the Committee.

Section 3: The President shall preside at all meetings; with the approval of the Board, shall appoint all committees not otherwise provided for; shall be general executive officer; and shall be an ex-officio member of all Chapter committees.

Section 4: The Vice President shall serve in the absence or inability of the President to act in the general administration of the Chapter.

Section 5: 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 Directors may designate. All checks or other warrants for the disbursements of funds of the Chapter shall be signed by the President or Vice President and counter-signed by the Treasurer. He/she shall cause to be entered regularly in the books of the Chapter to be kept for the purpose, 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.

Section 6: The Treasurer shall, unless otherwise determined by the Board of Directors, cause to be executed and file with the President at the direction of the Board of Directors, a bond in the amount to be determined by the Directors and he/she shall at all reasonable times exhibit his/her books, records and accounts to any Director upon application, and shall perform generally all the duties appertaining to the officers of Treasurer of a Chapter to the control of the Board of Directors.

Section 7: The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. He/she shall keep an accurate and current record of all memberships. He/she shall be the custodian of the corporate seal and 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 the seal to the documents to which it should be attached, and attest the same when necessary.

Section 8: 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.

#### **Article IV**

##### **Election, Term, Vacancy**

Section 1: The President shall be elected by a vote of the Board of Directors at the Board meeting following the annual membership meeting for a one-year term.

Section 2: All other officers shall be elected by a vote of the Board of Directors at the Board meeting following the annual membership meeting for a one-year term.

Section 3: The term of office of all elected officers shall be one (1) year. All officers 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 the Board of Directors will be sufficient to elect all officers, and no member shall hold more than one (1) office at any time.

## **Article V**

### **Board of Directors**

Section 1: The Board of Directors shall consist of twelve members, including the officers. Board members shall be elected to serve a three-year term with four directors being elected each year by the membership at the Annual Membership Meeting.

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 on a regular basis. Special meetings may be called by the President or upon the request of at least four (4) members of the Board.

Section 4: Four (4) members of the Board of Directors shall constitute a quorum and a majority vote of those present is required for approval of any motion.

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

Section 6: In the event of a vacancy, the Board of Directors shall appoint an individual to hold office for the unexpired term.

## **Article VI**

### **Committees**

Section 1: Special Committees and Chairpersons may be appointed by the President as necessary with the approval of the Board of Directors.

Section 2: Selection of Committee members shall be the responsibility of the respective Committee Chairpersons.

Section 3: The President may appoint the following standing committees:

- A. Membership – oversee membership services, such as updating and correcting master list, and membership development to build sustained membership.
- B. Financial Development – build the fund-raising capability of the Chapter so that there is sufficient funding for Chapter's activities and projects.
- C. Communications – maintain a chapter web site and ensure that chapter activities are shared with membership and the community.
- D. Education and Community Outreach – support and provide educational and enrichment programs to the community.
- E. Social – arrange for special meetings and outings to provide fun and entertainment.

- F. Banquet – plan and conduct Chapter fund raising event.
- G. Resource Management and Protection – plan and implement activities which support Trout Unlimited’s mission of conserving, protecting, and restoring coldwater fisheries and their watersheds.

## **Article VII**

### **Membership Meetings**

Section 1: The Annual Membership Meeting of the Chapter shall be held following the end of the fiscal year, on a date to be determined by the Board of Directors, for the purpose of electing 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 fifteen (15) days in advance. Notice must include the time, place and agenda of the Annual Membership Meeting as well as a proxy ballot for the electing of four directors.

Section 3: The Chapter may hold additional membership meetings 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, and business of all special meetings must be sent to all members at least seven (7) days in advance.

Section 6: At the Annual Membership Meeting or any special meetings, ten percent (10%) 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, the Regional Vice President, and the National office. The Annual Report shall consist of:

- A. Financial Report

- B. Action Plan
- C. Activity Report

The Trout Unlimited Leadership Handbook sets forth the reporting form for these reports.

Section 2: The Annual Report shall be submitted no later than March 15 of each year.

Section 3: Chapter recognition in awards programs conducted by Trout Unlimited shall be contingent upon receipt of 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 recommendations 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, withholding rebates, revocation of Chapter's charter with due cause and must deliberate and decide upon these sanctions upon the joint recommendations of the respective Council Chairperson and Regional Vice President.

## **Article IX**

### **Fiscal Year**

Section 1: The Chapter's fiscal year shall be October 1 through September 30.

## **Article X**

### **Amendment of By-laws**

Section 1: The By-laws may be amended at the Annual Membership Meeting, upon proper notice given, by a two-thirds majority vote of those present, provided those present constitute a quorum. A quorum is defined as not less than ten percent (10%) of the members in good standing. Proxy voting is permitted upon any issue which has been included in the notice of the meeting.

## **Article XI**

### **By-laws Provisions**

Section 1: Any of these By-laws that may be in conflict with the Articles of Incorporation, By-laws 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 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, and reimbursement may be made for any expenses incurred for or on behalf of the Chapter by any officer, director, agent, or employee, member or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that 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.

Section 2: 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 3: 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**

Section 1: 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 which 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**

Section 1: The Chapter shall exist in perpetuity or until dissolved or de-chartered.

These By-laws have been officially adopted by the membership of the Mason-Griffith Founders Chapter of Trout Unlimited on this 4<sup>th</sup> day of February, 2012