

# **By-Laws of Emerald Necklace Chapter #133 of Trout Unlimited**

## **Article I. Organization and Purposes**

Section 1. The name of the organization shall be Emerald Necklace Chapter #133, 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 purpose 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 and/or posted on the Chapter's website 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 suspension 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, all of whom shall ipso facto and ex-officio be members of the Chapter's Board of Directors. The executive officers will be nominated and elected by the Board of Directors. Offices may be combined if necessary if there are a limited number of candidates; however, the offices of President and Treasurer shall always remain separate.

Section 2. 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 3. The Vice President shall serve in the absence or inability of the President to act in the general administration of the Chapter.

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 Directors may designate. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the President or Treasurer. The Treasurer shall provide the Board of Directors at either regularly scheduled or ad hoc meetings with a report on the balance in the Treasury and at least on a quarterly basis (or when otherwise requested) a detailed accounting of deposits and expenditures and reasons for same.

Section 5. The Treasurer shall cause to be executed and filed 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 request and shall perform generally all the duties appertaining to the offices of Treasurer. NOTE: The Board may in

its discretion waive the requirement for the Treasurer to post a bond or if it is so required, to authorize the treasury to defray any cost related to securing the bond.

Section 6. 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 a 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 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.

#### Article IV. Election, Term, Vacancy

Section 1. The President shall be elected by a vote of the Board of Directors for a two-year term, and the President shall be eligible for only one (1) successive term.

Section 2. All other officers shall be elected by the Board of Directors of the chapter for a two-year term and said officers shall be eligible to serve for two (2) consecutive two-year terms.

Section 3. The term of office of all elected officers shall be two (2) years. 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 the Board of Directors will be sufficient to elect all officers, and offices may be combined at the discretion of the board in there are insufficient candidates except that the offices of President and Treasurer must always remain separate.

Section 6. The Board of Directors at a regularly scheduled meeting will nominate and place before the Board candidates that they will vote on for the various officer positions.

#### 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 and no more than eleven (11) members. Board Members shall be elected to serve three (3) year terms. Directors are eligible to serve multiple terms.

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 meeting(s) 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. Notification by email is sufficient to meet this requirement if all members can be reached in this manner.

Section 6. The Board of Directors may create additional elected offices should it deem it necessary.

#### Article VI. Committees

Committees will be formed as the need arises to carry out projects consistent with the goals of Trout Unlimited. In the absence of a sufficient number of members that are interested in participating on such committees, the Board and/or President may solicit and appoint ad hoc volunteers for assignments to specific activities.

#### **Article VII. Membership Meetings**

Section 1. The Annual Meeting of the Chapter shall generally be held in the fall of each year, on a date set 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 fourteen (14) days in advance. Notice must include the time, place and agenda of the annual Meeting including the slate of Directors. At such time as 70% of the membership can be contacted by email, the use of email may suffice for notification of activities other than the annual meeting. Any member can offer their name or that of another for consideration for election to the Board of Directors by the membership at the annual meeting.

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

suspended during the period May through September as deemed appropriate by the Board.

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. At such time as 70% of the membership can be contacted by email, the use of email may suffice for notification of activities other than the annual meeting.

Section 6. At the Annual Meeting or any special meetings, a majority vote of those present is controlling.

#### 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 (the Chapter's goals and objectives for the fiscal year);

C. Activity Report (evaluation of the Chapter's accomplishments over the preceding fiscal year). The Chapter/Council 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 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.

#### 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 Meeting, upon proper notice given, by a two-thirds majority vote of those present.

#### 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 dechartered. These By-Laws have been officially adopted by the members of the Emerald Necklace Chapter #133 of Trout Unlimited on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.