

BY-LAWS COLUMBIA-GREENE, RIP VAN WINKLE
#569 CHAPTER OF TROUT UNLIMITED

Article I. Organization and Purposes

Section 1. The name of the organization shall be Columbia-Greene Rip Van Winkle #569 Chapter, Trout Unlimited.

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 Bylaws and policies 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 and all members acting on its behalf shall not finance, promote or oppose the candidacy of any 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(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 6: The Chapter shall do whatever is within its ability to promote the purpose set forth in Section 2.

Article II. Membership

Section 1. Any person who is interested in the activities of Trout Unlimited is eligible for membership in the Chapter. Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and the Chapter. The Chapter shall 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 geographic 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 or the names, addresses, contact information or other personal information of the members.

Section 5. Voting members shall be defined as members whose dues are currently in force at the time of membership.

Article III. Membership Meetings

Section 1. The Annual Meeting of the Chapter shall be held in November on a date set by the Board of Directors, to elect officers and Directors and conduct other business of the Chapter. The President and the Treasurer shall present annual reports to the members.

Section 2. Notice of the Annual Meeting shall be placed on the chapter's website at least fifteen (15) days prior to the meeting notify each member.. The meeting notice shall include the 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.

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 members at least seven (7) days 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 is responsible for the general supervision of the Chapter's affairs and finances.

Section 2. The Board of Directors shall consist of no fewer than six (6) non-officer members and the officers pursuant to Article V, section 1. 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 Director's terms expire in a given year. The immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. All Directors shall be current members of Trout Unlimited.

Section 3. The Board of Directors shall meet at least twice per year. A meeting may be called by the president or upon request of at least four (4) members of the Board. Meetings 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. 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 seven (7) days in advance. Notice may be in writing or by electronic communication, 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 this purpose.

Article V. Officers and Duties

Section 1. The officers of the Chapter shall be: President, Vice President, Secretary and Treasurer, all of 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 one (1) office at any time, except for the offices of Secretary and Treasurer. The officers shall be chosen and elected by the membership at the annual membership meeting.

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 the 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, 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 of Directors designates. All checks for the disbursement of funds of the Chapter above \$500 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 may require that the Treasurer be bonded. The Treasurer shall also:

A. Keep full and accurate accounts of monies received and paid on 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.

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 compliance with the policies and requirements of Trout Unlimited and will contain a complete and accurate accounting of all revenues, expenses, volunteer hours by members of the Chapter and any additional items prescribed within the AFR form.

C. The Treasurer or the President 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 shall keep the minutes of all meetings of the Board of Directors and the general membership and keep an accurate and current record of all Chapter memberships. The Secretary or the President shall assist the Treasurer in preparing the AFR form. The Secretary shall send all required notices to members of the Chapter, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication, including fax, electronic mail or by posting on the Chapter's web-site. The Secretary shall also maintain the correspondence of the Chapter and be the custodian of the corporate seal and all records papers and files of the Chapter.

Article VI. Election, Term, Vacancy

Section 1. The Chapter officers shall be elected for two-year terms. No officer shall serve more than two (2) consecutive two-year terms in the same office, but an officer may again hold the same office after a one-year period out of office.

Section 2. In the event of a vacancy in any office, the Board of Directors shall appoint an individual 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 elected office. Said nominations shall be made and notification shall be presented to the membership through the Chapter Website. Nominations may also be made from the floor at the Annual Meeting.

Section 5: The above terms will be abided by, unless no one else is available to fill the office and the current officer is willing to continue. In such a case, with the approval of the Board of Directors, an additional term(s) shall be granted to the current officer.

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 web-site and newsletter.
- B. Membership: This committee is responsible for membership services, membership lists and efforts to recruit and retain members. It is also responsible for following through to seek renewals from members whose renewal date is approaching.
- C. Education: This committee is responsible for education programs and youth activities; to include the organization of fly tying and fly fishing courses.
- D. Conservation: This committee is responsible for activities and projects that directly support Trout Unlimited's conservation agenda. This includes stream cleanup and restoration projects.
- E. Financial Development: This committee is responsible for chapter fundraising.
- F. Nominating: This committee shall assist the Board of Directors and officers with leadership development and submit a slate of candidates for elections.
- G. Stocking: Inform the Chapter and members of stocking dates.
- H. Entertainment: Arrange for fishing, angler arts programs and other activities designed for fun and entertainment for members and guests alike,

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 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 bylaws 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 bylaws shall require a two-thirds vote of those present and voting. Only current members of Trout Unlimited shall be permitted to vote. Any amendment to these bylaws shall be consistent with the bylaws of Trout Unlimited. All proposed amendments to the Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment.

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

Article X. By-Laws Provisions

Section 1. Any of these By-Laws that may be in conflict with the Article of Incorporation, By-Laws or policies of Trout Unlimited will be void.

Article XI. Assets and Dissolution

Section 1. No part of the 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 property, including easements, except with prior written approval from 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.

Article XII. Tax Exemption

Section1. 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 as amended from time to time.

Article XII. Perpetuity

Section1. The Chapter shall exist in perpetuity or until dissolved or de-chartered.

Adopted this _____ day of _____, 20__

Secretary