

MILLERS RIVER CHAPTER 725 BYLAWS
Amended November 16, 2011

Article I Organization and Purposes

Section 1. The name of the organization shall be Millers River Chapter 725, 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's functions shall include charitable, educational and scientific purposes. The Chapter shall promote a non-competitive environment in which the members can share and learn from the collective knowledge of the club. Efforts will be made to promote camaraderie among the members and maintain a focus on fishing our watershed. The Chapter shall strive to work with other groups for the betterment of our cold water fisheries.

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. We are also a subsidiary of the MA/RI State Council and as such, recognize the need and responsibility to actively participate in its' activities and governance.

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. The Chapter shall limit its lobbying activities to the extent allowed by the Internal Revenue Service for 501© (3) organizations. The Chapter shall conduct all lobbying activities accordance with guidance of Trout Unlimited.

Article II Membership

Section 1. Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter

Section 2. 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. Section 4 3. The By-laws of Trout Unlimited govern the suspension or expulsion of 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.

Article III Officers and Duties

Section 1. The executive officers of this organization shall be: President, Vice President, Secretary, and Treasurer, all of whom shall ipso facto and ex-officio be members of the Chapter's Board of Directors. The executive 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 office; 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 and an inventory of the property and its' location, belonging to 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 \$200 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 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 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 offices of Treasurer of a Chapter to under the control of the Board of Directors.

Section 6. The Secretary shall keep the minutes of all meeting of the Board of Directors and the membership. He/she or their designee shall keep an accurate and current record of all memberships. He/she shall be a custodian of all records, papers, files and books of the Chapter.

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 membership at the Annual Meeting of the Chapter for a one- year term, and the President shall be eligible for only one (1) successive term.

Section 2. All other officers shall be elected by a vote of the membership at the Annual Meeting of the Chapter for a one-year term and said officers shall be eligible to serve for two (2) consecutive one-year terms.

Section 3. The term of office of all elected officers shall be one (1) year. 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 those members present and in good standing will be sufficient to elect all officers, and no member shall hold more than one (1) office at any time.

Section 6. The Nominating Committee shall nominate members for each elected office. Said nominations shall be made and sent to all members with the notice of annual Meeting. Nothing, however, will deny nominations from being made from the floor during the Annual Meeting.

Article V Board of Directors

Section 1. The Board of Directors shall consist of no fewer than six (6) members and no greater than 20 percent of the current membership in addition to the officers listed in Article III above. These 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 Directors' terms expire in a given year.

Section 2. The Board of Directors shall be responsible for the general supervision of the Chapter's affairs, finances, and property (including an inventory of the property and its location).

Section 3. The Board of Directors shall meet on a regular basis, but no less than 6 times per year. Special meetings may be called by the President or upon the request of at least four (4) members of the Board.

Section 4. Greater than 50 percent of the Board of Directors (including Officers listed in Article III, Section 1) 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.

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

Section 7. Any officer may be removed at any regular or special Council meeting, at which a quorum is present, by a two-thirds vote of the delegates in attendance. Any officer who shall be absent for two consecutive meetings shall be automatically removed from office, unless any such absence is excused in advance by the Chair.

Article VI Committees

Section 1. The following functions should be represented by committees:

Communications –communicate with the Chapter membership and the outside world, including the national Office.

Membership – oversee membership services, such as updating and correcting the master list, and membership development to build and sustain membership (i.e., following through to seek renewals from members whose renewal date is coming up).

Conservation – focus the Chapter on activities which directly support Trout Unlimited's mission of conserving, protecting, and restoring coldwater fisheries and their watersheds.

Financial Development – build the fund-raising capability of the Chapter so that there is sufficient funding for the Chapter’s activities and projects.

Hospitality- arrange for meeting places, greet newcomers, and set up fishing and angling arts programs and other activities designed to provide fun and entertainment for members and guests alike.

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

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 VII Membership Meetings

Section 1. The Annual Meeting of the Chapter shall be held in the fall of each year, on a date set by the Board of Directors, for the purpose of electing officers and Directors. The President and Treasurer shall present annual reports to the members.

Section 2. Notice of the Annual Meeting must be sent to each member at least fifteen (15) days in advance; except notices of proposed amendments to the bylaws must be sent to each member at least thirty (30) in advance specifying the proposed amendment. Notice must include the time, place and agenda of the annual Meeting including the slate of officers nominated 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 and must be called upon written request of ten percent (10%) or more of the membership. 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.

Section 5. At the Annual Meeting or any special meetings, a majority vote of those present is controlling. Proxy voting is not allowed.

Section 6. Robert’s Rules of Order, Newly Revised shall govern the meetings on all matters relating to order and procedure, including nominations and elections.

Article VIII Fiscal Year

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

Article IX 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. A quorum is defined as not less than ten percent (10%) of the members in good standing. Proxy voting is not allowed.

Article X 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 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. 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 XI 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.

These By-Laws have been officially amended by the members of the Millers River Chapter 725, Chapter of Trout Unlimited on this 16th day of November, 2011.

_____ Jim Foley, President

_____ Charles Fredette, Secretary