

Great Bay Trout Unlimited Bylaws- Proposed for Adoption 2011

Article I. Organization and Purposes

Section 1: The name of the organization shall be Great Bay 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 physical address necessary to conduct the business of the chapter in the state of New Hampshire, as is currently required for vehicle registration, property insurance and bank accounts, shall be that of the presiding President of the chapter. The mailing address of the chapter shall be determined by the Board of Directors as need requires.

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 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.

Article III. Membership Meetings

Section 1: The Annual Meeting of the Chapter shall be held in the spring of each year, on a date set by the Board of Directors, for the purpose of electing officers and 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 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.

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.

Section 6: At the Annual Meeting or any special meetings majority vote of those members in good standing present is controlling. Proxy voting, and voting by mail is permissible.

Article IV. Board of Directors

Section 1: The Board of Directors shall consist of the officers listed in Article V below and an unlimited number of GBTU members from the general membership wishing to serve in capacities necessary to chapter function and voted onto the Board by majority vote of the Board. The non-officer members of the Board of Directors will have voting rights on the Board as long as they serve the chapter in the capacity designated by the President or majority vote of the Board of Directors, and attend board meetings as required to serve that capacity adequately as determined by the Board of Directors.

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 may be called by the President or upon the request of at least four (4) members 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.

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

Section 7: Forced termination of a Board Member (non-officer) will require a two thirds (66%) vote of the entire Board and a statement of just cause made available to the general membership.

Article V. Officers and Duties

Section 1: The executive officers of this organization shall be: a President, a Vice President, 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 shall be nominated 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 of the Chapter. The President, or Treasurer, 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. 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. 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 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 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.

Section 6: The Secretary shall keep the minutes of all meeting 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/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 VI. Election, Term, Vacancy, Termination

Section 1: The Chapter officers shall be elected for two-year terms. Election of the President and Secretary shall be held on odd numbered years, the Vice President and Treasurer on even number years.

Section 2: For the first election under these bylaws in 2011, the President and Secretary will be elected for the full two year term, but the Vice President and Treasurer for one year terms. All elections thereafter will occur as provided for in Section 1 of this Article.

Section 3: The Nominating Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Meeting.

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 Chapter members in good standing present at the annual business meeting will be sufficient to elect all officers and directors and no member shall hold more than one (1) office at any time.

Section 6: An officer may be terminated for just cause by a two thirds (66%) vote of the entire Board of Directors and a two thirds (66%) vote from the general membership in attendance at a chapter meeting or special meeting with the potential action noticed at least two weeks in advance to members. Only current Trout Unlimited members will be permitted to vote.

Article VII. Committees

Section 1: The President, with the approval of the Board of Directors, may establish standing committees to best serve the needs of the chapter.

Section 2: Committee Chairmen will be assigned at the time of committee creation. Committee Chairmen will be responsible to report to the Board of Directors or Chapter Officer, as specified by the President, regarding the activities of the committee.

Section 3: Committees may be dissolved at the discretion of the President with approval of the Board of Directors.

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. 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 two week 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. 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 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 Great Bay Chapter of Trout Unlimited on this 12th day of September, 2011.



Mitchell E. Kalter, Chapter President