

BYLAWS

FRED WAARA CHAPTER OF TROUT UNLIMITED

Article I Organization and Purposes

Section 1 - The name of the organization shall be the "Fred Waara Chapter of Trout Unlimited," hereinafter referred to as the "Chapter."

Section 2 - The purpose of the Chapter shall be to conserve, protect and restore cold-water 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 the 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. 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 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 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 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 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 have 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 suspension or expulsion of members.

Section 5 – No 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: A President, a Vice President, a Secretary, a Treasurer, and the immediate past President, all of whom shall ipso facto and ex-officio be members of the Chapter’s Board of Directors. All officers, other than the President, shall be eligible to vote for/on Board of Directors actions. The President shall only be eligible to vote for or against Board actions when there is a tie vote regarding any such Board action. All executive officers shall be chosen and elected by the membership at the annual membership meeting. All officers must be members in good standing in Trout Unlimited.

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Section 2 – The President shall preside at all Board and membership meetings, shall be the Chapter’s general executive officer, shall be an ex-officio member of all Chapter committees, and shall appoint the Chair of all committees subject to the approval of the Board of Directors.

The President shall ensure that the Trout Unlimited national's decree of "a second set of eyes" is being applied to the financial books each month.

The President shall have the responsibility for the general and active management of the business and affairs of the Chapter. With the Treasurer, the President 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. The President shall have the responsibility for the general supervision and direction of all the other officers of the Chapter, and shall see that their duties are properly performed.

The President, from time to time, shall report to the Board of Directors all matters within the President's knowledge that affect the interests of the Chapter. The President shall ensure that all State Council and national Trout Unlimited reporting requirements are met. The President shall do and perform such other duties as may be assigned to the President by the Board of Directors from time to time.

Section 3 – The Vice President shall serve in the absence or inability of the President to act in the general administration of the Chapter. The Vice President shall preside at any meeting of the members or the Board of Directors from which the President may be absent. In the event the office of President is vacant for any reason, the Vice President shall become President and shall serve as such for the unexpired term. The Vice President may perform any of the duties of the President when directed to do so by the Board of Directors.

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, subject to the approval of the Board of Directors. When necessary or proper, the Treasurer 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 and warrants for the disbursement of funds of the Chapter shall be signed by the Treasurer. The Treasurer shall cause to be entered regularly in the books of the Chapter, full and accurate accounts of monies received and paid on account of the Chapter. The Treasurer shall render a financial statement for the Chapter at each regularly scheduled Board of Director's meeting and whenever required by the Board of Directors.

An Annual Budget will be presented by the Treasurer and approved by the Board of Directors on an annual basis. Ongoing changes to the Annual Budget will be approved by the Board of Directors via motion or electronic vote.

A list of assets will also be maintained and reviewed on an annual basis.

The Treasurer shall at all reasonable times exhibit the Treasurer's books, records and accounts to any Director(s) upon application, and shall perform generally all of the duties

appertaining to the office of Chapter Treasurer under the control of the Board of Directors.

Section 5 - 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. The Secretary shall be the custodian of all records, paper, files and books of the Chapter. The Secretary shall receive and be the custodian of the prior year's official financial records from the Treasurer. The Secretary shall attend to the giving and serving of all notices of the Chapter and shall attest to the same when necessary.

Section 6 - The immediate past President shall be an ex-officio officer of the Board of Directors because of the individual's position as immediate past President. The immediate past President shall advise and assist the President in the administration of the Chapter.

Section 7 - All officers shall report to, and serve at the discretion of the Board of Directors.

Article IV **Officer Election, Term, Vacancy**

Section 1 - All officers, other than the immediate past President, shall be elected by a vote of the membership at the Annual Meeting of the Chapter. A majority vote of those members present and in good standing will be sufficient to elect all officers. Nominations for each elected office shall be made by the Board of Directors. Nominations can be made from the floor during the Annual Meeting.

Section 2 - All officers, other than the immediate past President, shall serve for a two-year term. The President shall be eligible for only two (2) successive terms; or for four (4) continuous years. After four (4) consecutive years, the President will be termed limited out. However, the President can be elected for this position again after two years of not holding that office. All other officers, other than the immediate past President, shall be eligible to serve for two (2) consecutive one-year terms after the initial term and no member shall hold more than one (1) office at any time. There is no term limit for offices other than President.

Section 3 - All officers' terms of office shall begin with the first day after the Annual Membership meeting at which they were elected. All officers will serve until the next election.

Section 4 - In the event of a vacancy in an officer's position, other than the President's position which shall be automatically filled by the Vice President, 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.

Article V
Board of Directors

Section 1 – The Board of Directors shall consist of no fewer than four (4) members and no more than fifteen (15) members in addition to the officers listed in Article III above. These Board members shall be elected to serve a three-year term, and in order to provide for continuity, their terms should be staggered (as much as possible) so that no more than one-third of the Directors’ terms expire in a given year. Consecutive terms are permissible. A person’s position as an officer of the Chapter shall not count against this Director’s consecutive term limitation. Members of the Board of Directors shall be elected by a vote of the membership at the Annual Meeting of the Chapter. A majority vote of those members present and in good standing will be sufficient to elect all Directors. Nominations for Directors shall be made by the Board of Directors. Nominations can be made from the floor during the Annual Meeting. Should a Director’s position become vacant, the Board of Directors shall elect a successor Director to complete the unexpired term. All Directors must be members in good standing in Trout Unlimited.

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Section 2 – The Board of Directors shall be responsible for the general supervision of the Chapter’s affairs and officers.

Section 3 – The Board of Directors shall meet on a regular, usually monthly, basis and shall be held at a date, time and location as the Board of Directors shall decide. Special meetings may be called by the President or upon the request of at least four (4) members of the Board of Directors.

Section 4 – Notice of any special meetings must be given to the membership at least seven (7) days in advance by any means of communication available.

Section 5 – Five (5) members of the Board of Directors shall constitute a quorum and a majority vote of those present is required

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

Section 7 – Any Director who shall be absent for three (3) consecutive regular meetings of the Board shall be subject to removal pending discussion and vote by the Board of Directors.

Section 8 – The Board of Directors may authorize the creation of an executive committee composed of the President, Vice President, Secretary, Treasurer, Past President and one or more other members of the Board, to act with the authority of the Board of Directors between meetings of the Board of Directors.

Section 9 – The Board of Directors ensures an annual audit is being conducted independent of the treasurer.

Section 10 - Votes on matters requiring the immediate attention of the Board may be taken electronically and records maintained by the Secretary.

Subsection 10.1 - The Electronic Communication Voting Process is defined as follows:

1. The President or any three (3) Directors may request a vote on a proposed question via e-mail.
2. The question must be communicated to the entire Board of Directors.
3. A motion shall be moved and seconded by directors other than the President.
4. Directors shall have 3 options regarding their vote:
 - a. Vote to pass the motion.
 - b. Vote to reject the motion.
 - c. Express opinion that the motion is not amenable to an electronic vote.
5. Discussion shall be allowed as deemed necessary.
6. A quorum for electronic communication voting is more than half the Board of Directors.
7. The Secretary will record the event and provide minutes to the Board of Directors.
8. Those minutes will be introduced at the next meeting of the Board of Directors and a motion made to accept the minutes.

Article VI **Committees**

Section 1 – The following functions may be, and shall be encouraged to be, represented by committees. The President shall appoint a nominating committee responsible for appointing committee chairs. It is encouraged that at least one non-Director who is a member in good standing with the Chapter be a member of each committee.

- A. Communications** – Shall publicize chapter events, accomplishments and other notable activities to inform the general public about Trout Unlimited.
- B. Conservation** – Shall focus the Chapter on activities which directly support Trout Unlimited’s mission of conserving, protecting and restoring coldwater fisheries and their watersheds.
- C. Education & Outreach** – Shall focus the Chapter on activities which support our educational function such as Salmon-In-The-Classroom and Fellowship Grants.
- D. Financial Development/Fund Raising** – Shall be charged with organizing and managing the Chapter’s fundraising activities.

Section 2 – Formation of other regular or ad hoc committees and their chairpersons shall 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 this Chapter shall be at a date, time and location set by the Board of Directors, for the purpose of electing officers and directors.

Section 2 – Notice of the Annual Meeting shall be given to each member at least seven (7) days in advance by any means of communication. Notice shall include the date, time and location of the Annual Meeting.

Section 3 – The Chapter shall hold regular meetings at a date, time and location chosen by the Board of Directors.

Section 4 – Special meetings of the members may be called by the President (or) upon the request by a majority vote of the Board of Directors or upon demand in writing signed by not less than ten percent (10%) of the members in good standing.

Section 5 – Notice of the date, time, location and agenda of all special meetings must be given to all members at least seven (7) days in advance by any means of communication available.

Section 6 – At the Annual Meeting or any special meeting a majority vote of those present is controlling. Proxy voting is permissible.

Article VIII **Fiscal Year**

Section 1 – The Chapter's fiscal year shall match TU National.

Article IX **Amendment of By-Laws**

Section 1 – The Chapter By-Laws may be amended at any regular or special meeting, upon proper notice given, by a two-thirds majority vote of those members present, provided those present constitute a quorum. A quorum is defined as not less than five percent (5%) of the members in good standing. Proxy voting is permitted upon any issue which has been included in the notice of the meeting. Notice of the intention to amend

the By-Laws shall have been given to each member of record at least seven (7) days preceding such meeting.

Article X
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 XI
Assets and Dissolution

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 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 of 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 of, or be distributed to, an 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.


Section 4 – All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

Section 5 – The Chapter may not acquire or hold any new interest in real property, including easements, except with prior written approval from Trout Unlimited.


Article XII
Perpetuity

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Section 1 – The Chapter shall exist in perpetuity or until dissolved or dechartered.

These By-Laws have been officially ratified by the Board of Directors of the Fred Waara Chapter of Trout Unlimited on this 2nd day of October, 2019.

By: 

Ryan McCone, President

By: 
JOHN HIGHLEN FOR KIMBERLY WETTON

Kimberly Wetton, Secretary

Section 1 - The name of the Chapter shall be the name of the local chapter of the organization.
Section 2 - The Chapter shall have the right to acquire, own, lease, or otherwise obtain real or personal property, including real property, for the use of the Chapter.
Section 3 - The Chapter may not acquire or hold any real interest in real property, including real property, except with the approval of the Board of Directors.
Section 4 - All Chapter expenditures shall be made in accordance with the budget of the Chapter.
Section 5 - The Chapter may not acquire or hold any real interest in real property, including real property, except with the approval of the Board of Directors.

Article VII
Miscellaneous

Section 1 - The Chapter shall retain in perpetuity or until dissolved or liquidated.
These By-Laws have been officially adopted by the Board of Directors of the Ford Women Chapter of Trout Lake, Oregon on the 25th day of October, 2019.