

# **SOUTHWESTERN VERMONT TROUT UNLIMITED CHAPTER BYLAWS**

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

Section 1. The name of the organization shall be Southwestern Vermont Chapter, 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 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 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 inability of the President to act in the general administration of the Chapter.

***Section 6. The Treasurer shall have custody of all funds and securities of the Chapter. With the President and any other officer authorized by the Board of Directors, he/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 it to the credit of the Chapter in such bank or banks as the Directors may designate. The Treasurer, using non-profit fund accounting methods, shall be charged with accounting for money that is in:***

- ***The general fund, for the operation of the general business of the chapter***
- ***The special river funds, for the exclusive use of a board approved watershed committee.***
- ***The endowment fund, where the monies donated to this fund can not be spent by the chapter. However, by vote of the directors any interest income from this fund/account can be returned to permanent status in the endowment fund, or interest income from this fund can be allocated to the general fund of the chapter!***
- ***Other special committee fund(s), such as determined by the board of directors.***

***The Treasurer shall cause to be published with the notice of the annual meeting a financial statement covering the period from the last annual meeting. The Treasurer shall sign all checks or warrants for the disbursements of funds of the Chapter (one other officer must sign the check with the treasurer, meaning that including the treasurer, there will be two signatures on every check). The Treasurer 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, or her, cash account. The Treasurer shall, unless otherwise determined by the Board of Directors, cause to be executed and filed with the President at the direction of the Board of Directors and bond in the amount to be determined by the Board of 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 subject to the control of the Board of Directors.***

***Section 7. The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. He/she shall have an accurate and current record of all memberships. He/she shall be the custodian of the seal and all records, papers, files and books of the Chapter. Except when necessary for the purpose of meetings, he shall not disclose to any person the names or addresses of members or the membership list without 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 all documents to which it should be attached, and attest the same when necessary.***

Section 8. 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. ***If an executive office, other than President becomes or is vacant by reason of death, disqualification or otherwise, a successor shall be elected by the Board of Directors to hold office for the un-expired term 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 in addition to the officers listed in Article III above. These six (6) 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. To accomplish this at start up, a new chapter should initially elect two (2) members to serve a three-year term, and two (2) members to serve a one-year term. After the start up year, all Directors will be elected for three-year 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 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.

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

## Article VI. Committees

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

- A. **Communications, internal and external** [Some chapters call this “Information and Education.”] – communicate with the chapter membership and the outside world, including the national Office.
- B. **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).
- C. **Resource Management and Protection** – focus the Chapter on activities which directly support Trout Unlimited’s mission of conserving, protecting, and restoring coldwater fisheries and their watershed.
- D. **Financial Development** – build the fund-raising capability of the Chapter so that there is sufficient funding for the Chapter’s activities and projects.
- E. **Leadership Development** --constantly focus on the need to provide a continuous flow of new leaders by implementing the programs outlined in the Leadership Development Manual. This committee should also serve as a nominating committee to build a base of elected officers and directors who will become the future leaders of the Chapter.
- F. **Legal** -- provide legal advice and seek to recruit volunteer lawyers to help the Chapter.
- G. **Social** -- 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.
- H. **Watershed** -- *each watershed in the region of the chapter has had a ability to have it's own committee established – optionally any member may join said committees and can join more than one if said member so chooses. Each committee has it's own watershed funds that the treasurer maintains a record of.*
- I. **Nominating** -- *for the purpose of establishing a ballot of officers and directors to be voted on at an annual meeting.*

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 shall present an annual report to the members.

Section 2. Notice of the Annual Meeting must be sent to each member at least thirty (30) 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. ***If there is the absence of a quorum (due weather or other causes), the annual meeting will be held at the same location, and time, one week following where that meeting will be warned the next day by email to those members we have addresses for, and notice will be posted on the <http://www.tuswvt.org> website.***

Section 3. ***With the exception of circumstances due to weather, or other seasonal attendance affecting considerations***, the Chapter shall hold regular monthly meetings (or bi-monthly) 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, ten percent (10%) of the Chapter's membership shall constitute a quorum. A majority vote of those present is controlling. Proxy voting is permissible. ***Electronic attendance is allowed at the annual meeting, board of director's meetings, or any special meeting if the technology is available to allow it (must be pre-arranged with the President and/or the board of directors, and then allowed only by membership vote approving it at said meeting).***

***Section 7. At all times when the organization as a whole or any part hereof, including meetings of the Board of Directors, the Executive Board, or committees, is duly and formally convened for the purpose of deliberation and transaction of business, THE ROBERTS RULES OF ORDER AND PROCEDURE shall govern the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.***

#### **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) ; and
- 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.

Section 4. Trout Unlimited's Board of Trustees may authorize exclusion of chapters from National programs, withholding rebates, revocation of the Chapter's charter with due cause and must deliberate and decide upon these sanctions upon the joint recommendation of the respective Council Chairperson and the Regional Vice President.

### **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. Provided those present constitute a quorum. A quorum is defined as not less than ten percent (10%) of the members in good standing. Proxy voting is permitted upon any issue which has been included in the notice of the meeting.

### **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 Southwestern Vermont Chapter of Trout Unlimited on \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

## **NOTES TO TROUT UNLIMITED SAMPLE CHAPTER BY-LAWS**

Although chapters are free to adapt the model by-laws as they see fit, some of the provisions may not be changed. To assist Chapters in utilizing these model by-laws, the following principles and recommendations should be kept in mind:

1. The language in Articles I, II, VIII (Sections 1 and 2), XI, XII and XIII is mandatory and cannot be changed.
2. The language relative to the election of officers as set forth in Article III, Section 1, and Article IV, Sections 1 and 2 may be changed if a Chapter desires so that the Officers are elected by the Board following the election of the Board at the Annual Meeting, which is the procedure followed by most business entities. It is particularly recommended in larger chapters.
3. The office of Secretary-Treasurer should probably split into separate offices in the case of larger or very active Chapters where the duties of each become burdensome if held by only one person.
4. The Committee list set forth in Section 1 of Article VI is a recommended list only. Each Chapter should decide for itself which committees it should have.
5. It is further recommended that the Communications, Membership, Resource Management and Protection, Financial, Development, Leadership Development, and Social Committee Chairpersons be Board members. Moreover, it is important that every Board member have responsibility for some activity.
6. The recommended committee structure in the Sample By-Laws is a good minimum for smaller Chapter; however, as the Chapter grows in membership and activities, the functions performed by those committees become more complex. It is recommended that your Chapter break these functions into subgroups reporting to the overall committee. This not only makes the management job easier, but just as important, it creates leadership roles for a larger number of people and fosters leadership development.
7. Article XIV should only be used by Chapters that are incorporated as it is applicable to unincorporated associations.
8. Policies established by the Chapter should be in conformance with applicable Council and National Board policies.
9. Proposed Chapter projects should be approved by the State Council.