

AMENDED TROUT UNLIMITED  
BLUEGRASS CHAPTER BYLAWS

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Article I

Organization and Purposes

- Section 1. The name of the organization shall be Bluegrass Chapter, 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 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 purposes 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 Chapters’

geographical area. Nothing, however, shall restrict an individual from a different from becoming a member of the Chapter so long as his / her Trout Unlimited membership shall not have expired or otherwise terminated, 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. 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 the 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. 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 Vice President-Secretary. 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 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, her or 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 same to the credit of the Chapter in such bank or banks as the Directors may designate. All checks or warrants in the amount of \$2,000.00 and greater, for the disbursement of funds of the Chapter shall be signed by the President and counter-signed by the Secretary-Treasurer Treasurer and counter-signed by the Vice President – Secretary. 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 the account of the Chapter, and

- whenever required by the Board of Directors, shall render a statement of his/her cash account.
- Section 5. The Treasurer shall **cause**, 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 the Treasurer of a Chapter to the control of the Board of Directors. **Upon request, the Treasurer shall permit access to the Chapter's books, records and accounts by any Chapter Officer, Director or designated representative of the State Council of Trout Unlimited and/or Trout Unlimited.**
  - Section 6. The Vice President-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. 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/she 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 IV

##### Election, Term, Vacancy

- (1) Section 1. The **President Chapter Officers** shall be elected **to one-year terms. 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 successive term.** No officer shall serve more than three (3) consecutive one-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. All elected Chapter Officers and Board Members shall assume duties on October 1<sup>st</sup> following the annual meeting.
- 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 **regularly scheduled** election.
- Section 5. A majority vote of those members present and in good standing will be sufficient to elect all officers **and directors., 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 members shall be elected to serve a two year term. Half of the members shall be elected each year. three (3) non-officer members and the officers pursuant to Article V, section 1 and no more than eleven (11) members. Each non-officer Director shall serve a three-year term, with Directors' terms staggered to provide for continuity. 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 members in good standing of Trout Unlimited. All Directors shall serve as a chairperson of a standing committee.**
- 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 meetings may be called by the President or upon 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 an 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:** The Chapter may establish standing committees, whose members shall be appointed by the chair of each committee or by the Chapter President.
- A. Newsletter / Communications – 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. Conservation – focus the Chapter on activities which directly support Trout Unlimited’s mission of conserving, protecting, and restoring coldwater fisheries and their watershed.
- D. Fundraising – build the fund-raising capability of the Chapter so that there is sufficient funding for the Chapter’s activities and projects.
- E. Outings – arrange for outings and expeditions for the members.
- F. Programs – 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 guest alike.
- G. Education – This committee is responsible for education programs and youth activities including but not limited to First Cast & Trout in the Classroom.
- H. Legislative Liaison – This committee is responsible for monitoring, replying to and reporting to the Board of Directors and general membership, governmental issues impacting the Chapter.
- 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. Each standing committee shall consist of the chairperson and two (2) additional members selected from the membership at large.

## Article VII

### 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 **thirty (30) 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 **monthly** 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. or upon the written request of the lesser of the 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. 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.

## 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 from for these reports.

- Section 2. The Annual Report shall be submitted no later than **March 15 of the date set by National TU** 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 recommendations 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**.the same as that of Trout Unlimited.

## 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 the 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 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, an 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 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. 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 of Trout Unlimited.
- Section 4. Upon dissolution of the Chapter, all assets of the Chapter shall revert to the State Council of Trout Unlimited. These assets will be held and /or Redistributed in consultation with Trout Unlimited.

### Article XIII

#### Tax Exemption

- Section 1. Notwithstanding any other provisions 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 adopted by the **founding members** Board of **Directors** of the Bluegrass Chapter of Trout Unlimited on this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

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