

TROUT UNLIMITED CHAPTER BYLAWS

Article I Organization and Purposes

Section 1: The name of the organization shall be the Nutmeg Chapter, (hereinafter referred to as the "Chapter") of Trout Unlimited, as further described in Article I, Section 3, recognized by the National organization as Chapter 217 of the State of Connecticut.

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 "TU"). The Chapter shall carry out the aims and purposes of TU and adopt by reference hereof, the Articles of Incorporation and Bylaws of TU. The Chapter acknowledges and agrees that all policies and objectives to be pursued by the Chapter, or by any member acting on behalf of the Chapter, will be in accordance with the policies, purposes and objectives of TU.

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 *TU Leadership Handbook*, as such handbook may be amended from time to time.

Article II Membership

Section 1: Any person who is interested in TU is eligible for membership in the Chapter. Any member of the Chapter shall be an active member in TU.

Section 2: Payment of annual dues to TU 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 TU membership shall not have expired or otherwise terminated.

Section 3: Payment of the annual dues to TU is the only requirement of membership in TU and the Chapter. Separate dues or fees are prohibited. Newsletters must be sent to all members as a matter of right.

Section 4: The Bylaws of TU govern the suspension or expulsion of members.

Article III
Officers and Duties

Section 1: The Chapter's Board of Directors (herein referred to as the "Board") includes the following executive officers: A President, Vice President(s), as designated by the Board, a Secretary, a Treasurer, and, if designated by the Board, an Assistant Treasurer. The executive officers shall be chosen and elected by the Board. Officers and Board members shall serve for a period of one year, which corresponds with the Chapter's fiscal year as described in Article IX. To be an officer and/or Board member, an individual must be a paid-up member in good standing of TU.

Section 2: The President: shall preside at all meetings; shall, with the approval of the Board, appoint all committees not otherwise provided for; shall be general executive officer; shall have the authority to sign checks; and shall be an ex-officio member of all Chapter committees unless the President delegates that responsibility to a Vice President.

Section 3: The Vice President(s): shall perform all duties and functions delegated by the President; and, if authorized by the Board, shall have the authority to sign checks.

Section 4: The Treasurer: shall have custody of all funds and property of the Chapter, subject to the approval of the Board; shall sign and execute, in the name of the Chapter, all contracts, agreements and all other obligations of the Chapter; endorse, on behalf of the Chapter for collection, when necessary or proper, all checks, notes, drafts and other obligations; shall deposit same to the credit of the Chapter in such bank or banks as the Board may designate; shall cause to be entered regularly into the books of the Chapter a full and accurate account of money and property received and paid on account of the Chapter; and shall, whenever required by the Board, render a statement of any and all financial activities. The Treasurer will also prepare and financial reports required by TU in accordance with the deadlines and formats prescribed by TU. Upon approval by the Board, the Treasurer will submit these reports to TU in a timely fashion

Section 5: The Assistant Treasurer shall assist the Treasurer in the performance of all treasury functions and have the authority to sign checks.

Section 6: The Secretary: shall keep the minutes and attendance of all meetings of the Board; shall distribute Board Minutes to Board members prior to the ensuing Board meeting; shall be custodian of all records/ papers/ files and books of the Chapter; except when necessary for the purpose of meetings, 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; shall attend to all the giving and serving of all notices of the Chapter and attest the same when necessary.

Section 7: The immediate past President shall be an honorary member of the Board, and shall assist the President in the administration of the Chapter.

Article IV
Officers
Election/ Term/ Vacancy

Section 1: The President shall be elected by the Board at the May Board meeting for a one year term, or until a successor is elected or qualified. There shall be no restriction on the number of terms to which a member may be President.

Section 2: All other officers shall be elected by the Board at the May Board meeting for a one year term, and said officers shall be eligible to serve for additional terms. While not always achievable, the chapter should strive to have elected officers progress through elected positions.

Section 3: The term of office of all elected officers shall be one (1) year which shall correspond to the Chapter's fiscal year as described in Article IX. All officers serve until the next fiscal year.

Section 4: In the event of vacancy in any office but President, the Board shall appoint an individual to serve until the next election. If the office of President becomes vacant, the Board shall appoint a board member to serve until the next election.

Section 5: A majority vote of those Board members present and in good standing will be sufficient to elect all officers. If a Board majority is not available, a majority of officers will suffice.

Section 6: The Leadership Development and Nominating Committee shall nominate members for each elected office. Said nominations shall be made and sent to all members in the April newsletter with the notice that the slate of nominated officers and board members will be voted upon at the May Board meeting. Nothing, however, will deny nominations from being made from the floor during the April membership meeting or May Board meeting.

Section 7: If for any reason an elected officer is unable, unwilling, or unfit to continue in that office, or in the Board's opinion is not performing the duties of that office in a satisfactory manner, the Board may relieve the officer of the duties of that office and fill the office with a member in good standing to serve the remainder of that term.

Article V
Board of Directors
Election / Term / Vacancy

Section 1: The Board shall consist of no fewer than six (6) members in addition to the officers listed in Article III, above.

Section 2: The Board shall be responsible for the general supervision of the Chapter's affairs.

Section 3: The Board shall hold regular Board meetings at a date, time, and location chosen by them. The date, time and location are published in the newsletter distributed to members. The President may call Special Board meetings, but must, upon request of at least four (4) members of the Board, call a Special Board meeting. Notice of any special meeting must be given in writing at least seven (7) days in advance.

Section 4: A majority of the Board shall constitute a quorum (half the members, plus one). Proxy voting is permissible.

Section 5: The Board may create additional elected officers should it deem necessary.

Section 6: The Board may have an unlimited number of Honorary Board Members. An example of an Honorary Board member would be someone who the Board wishes to participate in Board affairs, but who may not be able to commit fully to regular attendance and participation in Board affairs. Honorary Board members shall be able to speak but not vote at Board meetings.

Section 7: If for any reason an elected Board member is unable, unwilling, or unfit to continue in that office, or in the Board's opinion is not performing the duties of that office in a satisfactory manner, the Board may relieve the Board member of the duties and fill the Board seat with a member in good standing to serve the remainder of that term.

Article VI
Standing Committees

Section 1: The following functions shall be represented by committees. While Committee Chairpersons may appear and speak at Board Meetings, a Committee Chairperson does not have to be a voting Board member or an elected officer.

- A. Communications, Information and Education
Oversee communication between the Chapter and the National TU Office, prepare and deliver the Newsletter, and oversee TU Website content and availability.
- B. Membership
Oversee membership services such as updating and correcting the master list, and membership development to build and sustain membership (i.e. follow 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 the Chapter's mission, as stated in Article I, Section 2.
- D. Annual Banquet
Organize and implement plans for the annual banquet, which includes booking the location; creating and collecting tickets and payments; soliciting, storing and displaying prizes, and all activities inherent in this event. The Banquet Chairperson has complete control of the banquet budget expenses, the amount to be determined by the Board
- E. Leadership Development and Nominating
Constantly focus on the need to provide a continuous flow of new leaders by implementing the programs outlined in the *TU Leadership Handbook*. This committee should build a base of elected officers and directors, who will become the future leaders of the Chapter, and also serve as a Nominating Committee to solicit, interview and nominate from the membership candidates for officers and board positions.
- F. Social
Arrange for meeting places, greet newcomers, and set up fishing and angling arts programs and other activities designed to provide fun, education, and entertainment for members and guests alike

Section 2: Ad-hoc committees may be appointed by the President as necessary with the approval of the Board. The President shall appoint the Chairperson of any ad-hoc committee with the approval of the Board.

Section 3: Selection of committee members shall be the responsibility of the respective committee Chairpersons, who should consult with the Leadership Development and Nominating Committee for recommendations, as appropriate.

Section 4: If for any reason an elected Chairperson is unable, unwilling, or unfit to continue in that office, or in the Board's opinion is not performing the duties of that office in a satisfactory manner, the Board may relieve the Chairperson of the duties and fill the Chairperson's seat with a member in good standing to serve the remainder of that term.

Article VII
General Membership Meetings

Section 1: The Chapter shall hold regular membership meetings at a date, time, and location chosen by the Board. The date, time and location are published in the newsletter distributed to members.

Section 2: Special membership meetings may be called by the President or Board and must be called upon written request of ten percent (10%) or more of the membership.

Section 3: Notice of the date, time, and place of business of all special meetings must be sent to all members at least seven (7) days in advance.

Section 4: At any special membership 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 and the National TU Office, as required thereby.

Article IX
Fiscal Year

Section 1: The Chapter's Fiscal year shall be October 1 through September 30.

Article X
Amendment of Bylaws

Section 1: The Bylaws may be amended by the Board, by a two-thirds majority of those present, provided those present constitute a quorum. Proxy voting is permitted upon any issue which has been included in the notice of the Board meeting.

Article XI
Bylaw Provisions

Section 1: Any of these Bylaws that may be in conflict with the Articles of Incorporation Bylaws or policies of TU will be void.

Article XII
Assets

Section 1: No part of the income or net assets 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 made) for services rendered to or for the Chapter in effecting one or more of its purposes. Reimbursement may be made for any expenses incurred for or on behalf of the Chapter by any officer, agent, or employee, member or any other person or corporation, pursuant to and upon authorization of the Board. No member 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. Upon dissolution of the Chapter, all of its assets shall be paid over or transferred to the State Council or, if none exists, to TU.

Section 2: No part of the assets of the Chapter shall inure to the benefit of 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.

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 de-chartered. These Bylaws have been officially adopted by current Board of Directors of the Nutmeg Chapter of TU on this fourteenth (14th) day of November, 2005.

President: Bill Blaufuss

Secretary: Ken Balog

Vice President: Bill Moskalski

Treasurer: Pete Peterson

Vice President: Burr Brown

Asst. Treasurer: Barbara Kurman

Member: Bob Eck

Member: William Field

Member: Gian Andrea Morresi

Member: Red Nichols

Member: Dwight Patrick

Member: Bucky Reed

Member: Marty Vasas
