

PISGAH CHAPTER TROUT UNLIMITED CHAPTER BYLAWS
As revised by chapter vote 09/13/2018

Article I. Organization and Purposes

Section 1. The name of the organization shall be Pisgah 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, conservation, 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.

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 bylaws of Trout Unlimited shall govern the suspension or expulsion of chapter members. The Chapter Board of Directors may suspend or expel a member

from the Chapter, but not from Trout Unlimited for non-compliance with the Chapter and State Council bylaws.

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 on a date set by the Board of Directors, to elect officers and Directors and conduct other business of the Chapter. The President and the Treasurer shall present annual reports to the members.

Section 2. Notice of the Annual Meeting shall be sent to each member at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the annual Meeting and the slate of candidates nominated for election by the Nominating Committee. Notice to be distributed via e-mail to the PCTU mailing list, published in the PCTU chapter on-line newsletter, and mailed to members without e-mail if requested.

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 or upon the written request of the lesser of ten 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. Notice to be distributed via e-mail to the PCTU mailing list, published in the PCTU chapter on-line newsletter, and mailed to members without e-mail.

Section 5. *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only current members of The Pisgah Chapter of Trout Unlimited shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

Article IV. Board of Directors

Section 1. The Board of Directors is responsible for the general supervision of the Chapter's affairs and finances. An official meeting of the Board of Directors shall have a quorum consisting of one-half (1/2) of the number of current, duly-elected or board-appointed directors. All shall be members in good standing with the Pisgah Chapter of Trout Unlimited.

Section 2. The Board of Directors shall consist of no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1. Each non-officer Director shall serve a two-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 current members of and must remain in good standing with the Pisgah Chapter of Trout Unlimited.

Section 3. The Board of Directors shall meet regularly, but no less than 6 times per year. Upon notice, the meetings of the Board of Directors may be conducted by telephone. The Board of Directors may also act by email vote, provided all members of the Board of Directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4. In the event of the absence of the President and Vice-President, the secretary, or, in his/her absence, some other member may call the meeting to order, in which case a chairman pro tem. shall be elected to hold office during that session, unless such office is terminated by the entrance of the president or vice president, or by the election of another chairman pro tem., which may be done by a majority vote of the board members eligible and present.

Section 5. Special meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including fax or electronic mail.

Section 6. If a director is unable to serve for any reason or if a director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term by the remainder of the board.

Section 7. The Board of Directors may recommend the removal of any director whenever, in its judgment, the interest of the chapter would be served. A two-thirds (2/3) majority of board members present and in good standing shall be required to proceed to deliver such recommendation for removal.

The board shall deliberate and vote on the recommendation not less than twenty-five (25) days and not more than sixty (60) days after providing notice of same to the affected member and to the chapter membership via email, newsletter, bulletin, postal mail, the Chapter website or other conveyance. A two-thirds (2/3) majority vote of board members present and in good standing shall be required to approve the recommendation and remove the member from the board.

Section 8. With the exception of the removal of an officer or board member as outlined in Article IV Section 7 and/or Article V Section 6, a simple majority vote of board members present is sufficient to approve any official action at any regular or special meeting of the board.

Article V. Officers and Duties

Section 1. 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 Secretary and Treasurer. The officers shall be chosen and elected by the membership at the annual membership meeting.

Section 2. The President shall serve as general executive officer and shall appoint the chairs of all Chapter committees. The President shall oversee all activities of the chapter and, when present, preside at all membership and board meetings.

Section 3. The Vice President shall assume the duties of the President if the President is absent or unable to perform the President's duties. The Vice President shall perform the duties assigned by the Board of Directors and the President.

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. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Chapter, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of the Chapter above \$500 shall be signed by the President and counter-signed by the Treasurer. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors deems appropriate and may require that the Treasurer be bonded. 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 website. The Secretary shall also maintain the correspondence of the Chapter.

Section 6. The Board of Directors may recommend the removal of any officer whenever, in its judgment, the interest of the chapter would be served. A two-thirds (2/3) majority of board members present and in good standing shall be required to proceed to deliver such recommendation for removal.

The board shall deliberate and vote on the recommendation not less than twenty-five (25) days and not more than sixty (60) days after providing notice of same to the affected member and to the chapter membership via email, newsletter, bulletin, postal mail, the Chapter website or other conveyance. A two-thirds (2/3) majority vote of board members present and in good standing shall be required to approve the recommendation and remove the officer from office.

Article VI. Election, Term, Vacancy

Section 1. The Chapter officers shall be elected for two-year terms. No officer shall serve more than two (2) consecutive two-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. 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 3. 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.

Section 4. The Nominating Committee shall nominate members for each elected office. Potential nominees must be contacted by a Board member prior to their name being placed into nomination. Nominations may also be made from the floor at the Annual Meeting.

Article VII. Committees

Section 1. The Chapter may establish standing committees, whose members shall be appointed by the chair of each committee:

A. Communications: This committee is responsible for the chapter web-site, newsletter and press releases. This committee does not require Board membership.

B. Membership: This committee is responsible for membership services, membership lists and efforts to recruit and retain members.

C. Education: This committee is responsible for education programs and youth activities.

D. Conservation: This committee is responsible for activities and projects that directly support Trout Unlimited's conservation agenda.

E. Financial Development: This committee is responsible for chapter fundraising.

F. Nominating: This committee shall assist the Board of Directors and officers with leadership development and submit a slate of candidates for elections.

G. Endowment Fund:

1. This committee shall consist of the President and Treasurer of the Chapter, and three (3) additional elected members, all of whom shall be voting members. The committee shall elect its chairperson and Secretary annually. The Treasurer of the Chapter shall act as the treasurer for the committee.

2. The term of office of each elected member shall be three (3) years with one (1) replacement member being elected at each Chapter Annual Meeting from a slate proposed by the Nominating Committee. Vacancies will be filled by appointment by the Chapter President and approved by the Board. (For the first election, 1 member will be for a 1 year term; 1 for a 2 year term; and 1 for the full 3 year term)

3. Elected members may not serve more than two (2) successive three (3) year terms, but may serve additional terms after a one (1) year lapse.

4. Duties of the Endowment Committee:

- a) The committee shall administer the Endowment Fund as defined in accordance with Article IX. below.
- b) The committee shall provide advice and counsel to the Board on proposed grants from the Endowment Fund.
- c) The committee shall develop, promote, and administer programs for planned giving.

Section 2. Additional standing or ad hoc committees may be established from time to time by the President or the Board of Directors. All standing committees are reviewed annually by the Board of Directors with committees deleted or added as deemed necessary to the function of the Chapter.

Article VIII. Fiscal Year

Section 1. The Chapter's fiscal year shall be the same as that of Trout Unlimited.

Article IX. Endowment Fund

Section 1. The Pisgah Chapter Trout Unlimited Endowment Fund, hereafter referred to as the FUND, was established by a resolution of the Board in January 2014 and ratified by the Membership in February 2014. The following sections set forth the purposes, procedures, and policies governing the operation of the FUND.

Section 2. The purpose of the FUND is to enrich the Chapter and to foster long-term financial stability by providing a continuing source of funds for projects, and events that are beyond the scope and capacity of the operating budget, or to supplement the operating budget within the restrictions indicated below. It will also serve to collect and hold gifts memorializing or honoring members to provide a lasting tribute to them.

Section 3. Procedures and Policies of the FUND

A. Initial funding of the FUND will be made by recommendation of the Chapter Endowment Committee (described in Article VII, above) and approved by the Board, in whatever amount and using whatever funds they deem appropriate.

B. All Memorials for deceased Chapter members, donations honoring a member, Bequests, not otherwise designated, and any other gifts specifically designated for the FUND, shall be retained in perpetuity in the FUND, with only earned income

available for distribution. The principal of the FUND shall never be invaded unless these bylaws are amended as in paragraph J below. No gifts for restricted uses will be accepted by the FUND.

C. Income from the FUND may be used for any purpose approved by the Board; however, the intent of the FUND is to supplement the general operating budget by funding projects and events beyond its scope. Earnings can be applied to the general operating budget if the Board feels this is the best use for them, but it is not intended that FUND earnings become a regular part of the operating budget, so this use is discouraged.

D. In general, the FUND should be managed in a conservative manner with an emphasis on generating earnings rather than growth of principal. Recommendations to invest, divest, buy, sell, exchange and in all other respects to manage and control the assets of the FUND, as in their judgment and discretion, and as they deem wise and prudent, are to be made by the ENDOWMENT COMMITTEE and executed by the Treasurer. Because they have overall responsibility for the Chapter's operation, including the FUND, the Board may review and override, by a two-thirds (2/3) vote, investment decisions made by the ENDOWMENT COMMITTEE.

E. All assets in the FUND are the property of the Chapter and are to be held in separate accounts and not commingled with other Chapter funds. The FUND shall be audited or reviewed at least every two (2) years and always when a new Chapter Treasurer is elected.

F. Promotion and administration of the FUND shall be one of the duties of the ENDOWMENT COMMITTEE.

G. Members of the ENDOWMENT COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by deliberate acts of bad faith. No member shall be personally liable as long as he/she acts in good faith. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member.

H. A detailed record of income from the FUND's investments will be kept and distributions shall be made as requests are received, provided the amount is available for distribution and subject to the approval of the ENDOWMENT Committee and the Board.

1. The ENDOWMENT COMMITTEE, with the advice and assistance of the Treasurer, shall determine the amount of income available for distribution according to accepted accounting principles.

2. In the event that the available funds are not distributed in any year, the remaining amount may be reclassified as principal or held as income for future distribution at the recommendation of the ENDOWMENT COMMITTEE with Board approval.

I. The ENDOWMENT COMMITTEE shall maintain all records, accounts and documents pertaining to the FUND and shall report semi-annually to the Board the status of the FUND. At least once a year, the ENDOWMENTCOMMITTEE shall render a full and complete account of the administration of the FUND to the Chapter.

J. Any amendments to the bylaws which would change, alter or amend the purpose and/or basic endowment nature of the FUND, including termination, shall be adopted by a two-thirds (2/3) vote of the members of the Chapter present at a meeting called specifically for the purpose of amending the FUND.

Article X. Amendment of Bylaws

Section 1. These Chapter bylaws may be amended at any Annual Meeting or Special Meeting if at least the lesser of 30 chapter members or 10% of the Chapter's members are present. 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 30 days 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 XI. 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.

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