

# Chapter ByLaws

## NARRAGANSETT CHAPTER TROUT UNLIMITED BYLAWS

### Article I. Organization and Purposes

Section 1. The name of the organization shall be Narragansett Chapter, Trout Unlimited (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 is an unincorporated subsidiary organization of Trout Unlimited, Inc., a Michigan non-profit corporation (“Trout Unlimited” or “TU”) 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 (individually a “Member” and collectively the “Membership”) 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. No one or more of the Chapter nor any Member of the Membership acting on its behalf shall finance, promote or oppose the candidacy of any person seeking election to public office or either 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 minimum annual dues to Trout Unlimited or achievement of “Lifetime Member” status 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 minimum annual dues to Trout Unlimited or achievement of “Lifetime Member” status 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 By-laws of Trout Unlimited shall govern the suspension or expulsion of Chapter members.

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 (“Annual Meeting”) shall be held in December of each year to elect Officers and Directors and conduct other business of the Chapter. The President and the Treasurer shall present annual reports to the Members at the Annual Meeting.

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.

Section 3. The Chapter shall hold regular meetings of the Membership 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 Membership or twenty-five (25) 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. *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 Trout Unlimited shall be permitted to vote at any meeting of the Membership and no proxy voting shall be allowed.

Section 6. Any officer may be removed at any regular or special Chapter Membership meeting, by a two-third (2/3) vote of the Members in attendance, whenever, in the judgment of such Members, the interest of the Chapter would be served.

### **Article IV. Board of Directors**

Section 1. The board of directors of the Chapter (“Board of Directors”) is responsible for the general supervision of the Chapter’s affairs and finances.

Section 2. All members of the Board of Directors (“Director(s)”) shall be current members of Trout Unlimited and Members of the Chapter. The Board of Directors shall consist of no fewer than three (3) non-officer Members and the Officers elected pursuant to Article V, Section 1 and no more than seven (7) members. Each non-officer Director shall serve a three (3)-year term, with Directors’ terms staggered to provide for continuity. The immediate past President shall be

an ex-officio voting member of the Board of Directors for the term of his or her successor. The Conservation Committee chairperson will be an ex-officio voting member of the Board.

Section 3. Regular meetings of the Board of Directors shall be scheduled on a periodic basis, but no less than 6 times per year. With no less than seven (7) days prior notice, the meetings of the Board of Directors may be conducted in person or by telephone. The Board of Directors may also act by electronic mail vote, provided all members of the Board of Directors are permitted the opportunity to participate in and the results of all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4. A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5. Special meetings of the Board of Directors 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 election at the next regularly scheduled meeting of the Membership or at a special meeting called for this purpose.

Section 7. Each year at the regular scheduled meeting, a nominating committee shall be formed consisting of two (2) non-officer Directors and three (3) non-officer members in good standing. At the November general meeting, the Nominating Committee shall present a slate of directors and executive officers, and shall accept such nominations that may be presented from the floor.

Section 8. Directors shall not be absent from more than three (3) consecutive Board of Director meetings in any year without good cause shown.

## Article V. Officers and Duties

Section 1. The officers of the Chapter shall be: President, Vice President, Secretary, and Treasurer. In the event the same person holds the office of Secretary and Treasurer, that Officer shall be known as the Secretary/Treasurer. If this is the case, an Assistant Secretary/Treasurer shall be assigned. The officers, all of whom shall be voting members of the Chapter's Board of Directors, must be members in good standing of Trout Unlimited and the Chapter. 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 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 also perform the duties assigned by the Board of Directors and/or the President.

Section 4. The Treasurer shall have custody of all funds and property records of the Chapter. Together with the President, the Treasurer or Secretary/Treasurer, if the same person holds both offices, 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 or Secretary/Treasurer, if the same person holds both offices, 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. 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 or Secretary/Treasurer, if the same person holds both offices, be bonded. The Treasurer or Secretary/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 or Secretary/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 (as defined in the Bylaws of Trout Unlimited) and/or Trout Unlimited.

Section 5. The Secretary or Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and the 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 web-site. The Secretary shall also maintain a file of the correspondence of the Chapter in written and/or electronic medium.

[Section 6. The Assistant Secretary/Treasurer shall assume the duties of the Secretary/Treasurer if the Secretary/Treasurer is absent or unable to perform the Secretary/Treasurer's Duties. The Assistant Secretary/Treasurer shall also perform the duties assigned by the Board of Directors and/or the President.]

#### **Article VI. Election, Term, Vacancy**

Section 1. The Chapter Officers shall be elected for one (1)-year terms. The President may serve no more than three (3) consecutive one (1)-year terms. Other Officers may hold unlimited consecutive one (1)-year terms. No Officer shall serve more than three (3) consecutive two (2)-year terms, but an Officer may hold the same office again after a one (1)-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 Annual Meeting.

Section 3. A majority vote of those Chapter Members in good standing present at the Annual Meeting will be sufficient to elect all Officers and Directors. Absentee ballots are permitted and will be provided to a Member of the Chapter in good standing upon request when multiple nominations for Officer and/or Director positions have been made for election at an Annual Meeting. Either electronic or paper ballots will be provided. All absentee ballots must be received by the Secretary by noon of the day prior to the Annual Meeting.

Section 4. The Nominating Committee shall nominate Members for each elected Officer position at the October regularly scheduled meeting. Nominations may also be made from the floor at the November regularly scheduled meeting.

## **Article VII. Committees**

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

- A. Communications: This committee is responsible for the Chapter web-site, Facebook page, and newsletter.
- 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 and conservation efforts of the Chapter consistent with the Trout Unlimited 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.

Section 2. Additional standing or ad hoc committees may be established from time to time by the President or the Board of Directors.

## **Article VIII. Fiscal Year**

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

## **Article IX. Amendment of By-Laws**

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 Membership 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 Membership, 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 X. 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 reasonable 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.