

## **SPRING CREEK CHAPTER of TROUT UNLIMITED (#185) BYLAWS**

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

Section 1. The name of the organization shall be Spring Creek Chapter of Trout Unlimited.

Section 2. The purpose of the Chapter shall be to conserve, protect and restore Spring Creek's coldwater fishery and watershed. 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 a subsidiary organization of the national organization known as Trout Unlimited, Inc. (referred to hereafter as Trout Unlimited or TU), 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 and logo and any Chapter affiliation with other organizations and businesses shall conform to TU policies.

Section 4. The Chapter and any Member acting on behalf of the Chapter 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 by a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, hereafter referred to as the IRS Code, as amended.

### **Article II. Membership**

Section 1. Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited. 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 Spring Creek 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 Spring Creek Chapter by requesting this change from Trout Unlimited.

Section 3. The Bylaws 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 shall be held each January, usually on the date of the January membership meeting, to elect Directors and conduct any other business of the Chapter.

Section 2. Notice of the Annual Meeting shall be sent to Members at least thirty (30) 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 for Director being presented by the Nominating Committee.

Section 3. Nominations of eligible candidates for Director may be made by (i) the Nominating Committee, and/or (ii) any Chapter Member in good standing who is in attendance at a meeting at which Directors will be elected.

Section 4. A majority vote of those Chapter Members in good standing present at the Annual Meeting will be sufficient to elect any Director(s).

Section 5. The Chapter shall hold regular membership meetings on dates and times and at places chosen by the Board of Directors. Notice of these meetings shall be regularly announced to Members electronically.

Section 6. Special membership 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.

Section 7. Only current Members of Spring Creek Chapter of Trout Unlimited shall be permitted to vote at any meeting of the Members, and no proxy voting shall be allowed.

Section 8. *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including nominations and elections

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

**Section 1.** The Board of Directors is responsible for the general supervision of the Chapter's affairs and finances.

**Section 2.** The Board of Directors shall consist of the President, the Vice-President, the Secretary, the Treasurer and at least three (3) and no more than eight (8) non-officer Directors. Directors shall be elected to serve a three-year term, and may be re-elected for subsequent terms, 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 first two-year term of his or her successor and shall have all the rights and privileges of the other Directors, including the right to vote. All Directors shall be current Members of Spring Creek Chapter of Trout Unlimited.

**Section 3.** The Board of Directors shall meet regularly, but no less than six (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.** 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, the vacant Director position shall be filled for the remainder of the unexpired term by a majority vote of the current Board Members.

**Section 7.** In the event a Director is absent for three (3) consecutive meetings of the Board of Directors without the prior approval of the President, that Director's membership on the Board of Directors may be terminated. The Board of Directors shall, at the meeting next following the third consecutive unapproved absence of such Director, consider the matter of termination, and shall afford such Director the opportunity to present information relevant to that consideration to the Board of Directors.

**Section 8.** All Chapter Directors shall have an active e-mail address in order to facilitate communications with the Chapter, the Pennsylvania State Council, and Trout Unlimited.

## **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 and shall be Members in good standing of Trout Unlimited. No person shall hold more than one (1) office at any time. The Officers shall be elected to two-year terms by the Board of Directors. The President and Vice President shall not serve more than two consecutive terms but may again hold the same office after a one-year period out of office. In the event of a vacancy in an officer position, the Board shall appoint a Director to the vacated office for the remainder of the unexpired term. To provide for continuity of the services of the Treasurer and the Secretary, no limit has been placed on the number of consecutive terms they may serve.

**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 possible, 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 other duties assigned by the Board of Directors and/or the President.

**Section 4.** The Treasurer shall have custody of all funds of the Chapter. With the President or Secretary, the Treasurer may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter. 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. 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 it to the membership in a manner requested by the Board.

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. 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.

E. Pass on to the succeeding Treasurer all financial accounts and financial records of the Chapter.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors. 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 pass on the minutes of the meetings of the Board of Directors to the succeeding Secretary.

## **Article VI. Committees**

Section 1. The Chapter may establish standing committees. The Chair of each Committee shall be appointed by the President, and the members of each Committee shall be appointed by the Chair of the Committee.

A. Communications: This committee is responsible for the promotion of Spring Creek Chapter of Trout Unlimited and the missions of the Chapter and of Trout Unlimited. It is also responsible for the Chapter web-site and newsletter which are designed to educate and inform Members and the public.

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 the conservation agenda of the Chapter and Trout Unlimited.

E. Banquet: This committee is responsible for organizing and carrying out the Chapter Banquets, a major fund-raising activity.

F. Financial Development: This committee is responsible for Chapter fundraising activities other than the Banquets.

G. Nominating: This committee shall assist the Board of Directors with leadership development and shall submit a slate of candidates for election to the Board of Directors at the Annual Meetings. The committee shall be comprised of three (3) Spring Creek Chapter Members: one (1) Member shall be a current member of the Board of Directors not eligible for or not seeking re-election to the Board and two (2) Chapter Members who are not current members of the Board.

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

### **Article VII. Fiscal Year**

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

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

Section 1. These Chapter bylaws may be amended at any general or special meeting of the membership 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 the Spring Creek Chapter 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 prior 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 eligible to vote shall be sufficient to pass the amendment.

### **Article IX. 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. Should there be a dissolution of the Chapter, the Board of Directors shall, after paying and making provision for the payment of all liabilities of the Chapter, distribute all of its remaining assets to such other non-profit institutions whose missions are similar to those of the Chapter, and are as described in Section 501(c) (3) of the IRS Code, and as may be directed by any applicable Bylaw, regulation or policy of Trout Unlimited.

Section 5. Should it not be possible to convene a quorum of the Board of Directors to carry out the dissolution process as described in Section 4, then any Director or Chapter Member may request the Pennsylvania Council of Trout Unlimited to oversee the dissolution of the Chapter.

CERTIFICATION

We hereby certify that the foregoing is a true and correct copy of the Bylaws of the Spring Creek Chapter of Trout Unlimited, a Pennsylvania Nonprofit Corporation, and that the said Bylaws are in full force and effect as of the date hereof.

s/ Judi Sittler \_\_\_\_\_  
Judi Sittler  
President

s/ Robert Eberhart \_\_\_\_\_  
Robert Eberhart  
Secretary

Date Effective: May 16, 2011