

Trout Unlimited Southern Wisconsin Chapter

BYLAWS

Article 1 Organization and Mission

(1) Definitions.

- a) "Board" means the Executive Board of the Chapter.
- b) "Chapter" means the Southern Wisconsin Chapter, Trout Unlimited.
- c) "Chapter Delegate" means the person or persons designated to represent the Chapter on the Wisconsin Council of Trout Unlimited.
- d) "Council" means the Wisconsin Council of Trout Unlimited, a Wisconsin non-profit corporation.
- e) "Endowment Fund" means the Southern Wisconsin Chapter, Trout Unlimited Endowment Fund.
- f) "Trout Unlimited" means the Michigan non-profit corporation, with its principal offices in the vicinity of Washington D.C. and which is the national organization under which the Chapter operates.

(2) The name of the organization is Southern Wisconsin Chapter, Trout Unlimited.

(3) The mission of the Chapter is to conserve, protect and restore our trout fisheries and their watersheds. We shall celebrate our successes.

(4) The Chapter shall-operate as a non-profit, non-political and non-sectarian organization.

The Chapter shall operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

No substantial part of the activities of the Chapter shall be done to influence legislation.

No activity of the Chapter shall involve participation in or intervention in any political campaign on behalf of or in opposition to any candidate for public office.

(5) The Chapter shall endeavor to fulfill the mission of Trout Unlimited and the Chapter's activities shall not conflict with the articles of incorporation, bylaws, purposes, policies and objectives of Trout Unlimited.

(6) In its actions, the Chapter shall not discriminate for or against any person by reason of sex, race, creed, color, sexual orientation, national origin, age, or ancestry.

Article 2 Membership

(1) Any person who is a member of Trout Unlimited shall be eligible for membership in the Chapter.

(2) The Board may expel a Trout Unlimited member from Chapter membership upon a determination that the member has: a) acted in a manner that undermines the mission of the Chapter, b) failed or refused to work within the framework of the Chapter, or c) been convicted of a criminal or civil offense that discredits the Chapter.

(3) Prior to a decision by the Board on whether to expel a member, the Board shall give reasonable notice of the matter under consideration to the affected member and provide the member an opportunity to be heard.

(4) An expelled Chapter member may request the Board bring the matter of expulsion before the membership and within 30 days the Board shall schedule the matter for consideration and a vote at a membership meeting. The vote of the membership shall decide the question.

(5) Upon the application of an expelled member, the Board may reinstate membership upon a determination that reinstatement is in the best interests of the Chapter.

Article 3 Membership Meetings

(1) The Annual Meeting of the members of the Chapter shall be held on the second Tuesday in April at the time and place designated by the Board. The meeting shall be for the purpose of electing officers, Chapter Delegate(s) and Directors whose terms are ended, to fill any vacancies and take action on such other matters as may be determined by the Board, the President or a majority of members present and voting.

The Board may set a different date for the convenience of the Chapter.

The Secretary shall use reasonable means to ensure that Chapter members are notified of the meeting and the matters to be considered at least 25 days prior to the meeting. No matter that has not been adequately noticed may be decided at the annual meeting without the unanimous consent of those present and voting.

(2) Special meetings of the members may be called by the Board and shall be called upon written or electronic request to the Chapter Secretary by not less than ten percent of the members. Notice of the special meeting shall be provided in the same manner as the Annual Meeting and shall include a concise statement of the matter(s) to be decided by the members. No matter that has not been adequately noticed may be decided at a special meeting without the unanimous consent of those present and voting.

(3) Monthly meetings may be held at a date, time and place determined by the Board.

(4) Any action taken at meetings of members shall be by vote of more than half of the members present and voting. At all member meetings the Secretary or his or her designee shall have available a list of current members and the list shall conclusively determine eligibility to vote.

(5) Other than the election of Officers and Directors, any action taken at a membership meeting may be held open for reconsideration at the next membership meeting upon a determination by the Board that the action taken would substantially undermine the Chapter mission, its approved policies or practices, or the democratic framework for decision-making. Notice of the decision of the Board to suspend the decision shall be provided to the membership at least 10 days prior to the next membership meeting. At the next membership meeting the matter shall be reconsidered and the decision of the members shall be final.”

Article 4 Officers

(1) The officers of the Chapter shall be: a President, a Vice-President, a Secretary, and a Treasurer.

(2) President.

The duties of the President are to:

- a) Act as the chief administrative officer of the chapter and exercise supervision over the organization, its officers and directors and its activities.
- b) Represent and speak for the Chapter to other organizations and to the public.
- c) Preside at meetings of the Board and membership.
- d) With the Secretary or Treasurer, as appropriate, sign and execute in the name of the Chapter, all contracts, other agreements and obligations, and resolutions as approved by the Board.
- e) Submit reports of the operations of the Chapter to the members as directed by the Board.
- f) In consultation with the Board, name the chair of all committees created by the Board.
- g) By virtue of his or her office, hold membership on all Chapter committees except a committee to nominate officers and Directors for election.
- h) By virtue of his or her office, serve as a Chapter Delegate on the Council or appoint a member to serve in his place.
- i) Promptly report to the Board all matters that may substantially affect the interests of the Chapter.
- j) Perform additional duties assigned by the Board.

(3) Vice President.

The duties of the Vice President are to:

- a) Assume the duties of the President in the event of the absence or incapacity of the President.
- b) If the office of the President becomes vacant, serve as President for the remainder of the term.
- c) Arrange programs for monthly membership meetings.
- d) Perform additional duties assigned by the Board.

(4) Secretary.

The duties of the Secretary are to:

- a) Prepare the minutes of the meetings of the Board and the membership.
- b) With the President, as appropriate, sign and execute in the name of the Chapter all resolutions, contracts, and other agreements and obligations of the Chapter, as approved by the Board.
- c) Be the custodian of any seal and all records, papers, and files of the Chapter except those required to be kept by the Treasurer.
- d) Maintain copies of all currently in force written resolutions issued by the Board and signed by the President.
- e) Arrange to send all required notices unless another means is provided by the bylaws.
- f) File with Trout Unlimited and the Council a current list of the names and addresses of each officer, Director and Chapter Delegate.
- g) Perform all the customary duties of the office and additional duties assigned by the Board.

(5) Treasurer

The duties of the Treasurer are to:

- a) Maintain control and be responsible for all funds and financial instruments, as directed by the Board.
- b) Except as otherwise provided by the Board or these bylaws, maintain control and an inventory of all physical assets of the Chapter.

- c) With the President, as appropriate, sign and execute in the name of the Chapter, all contracts and other agreements and obligations of the Chapter as approved by the Board.
- d) Endorse and deposit on behalf of the Chapter all checks, notes, drafts and other financial instruments in such bank(s) or other financial institution(s) as the Board may direct.
- e) Disburse Chapter funds, including from the Endowment Fund and funds held in trust by the Chapter when authorized and upon the concurrence of the President. All disbursements shall be signed by the Treasurer and cosigned by any other officer except as otherwise authorized by the Board. No disbursements shall be made without authorization of the Board.
- f) Administer the Endowment Fund in accordance with the resolution creating the Fund, as amended, and as directed by the Board.
- g) Cause to be entered regularly in the books of the Chapter full and accurate accounts of monies received and paid by the Chapter.
- h) Promptly render an accounting whenever required by the Board or the Chapter.
- i) Execute and file with the President a bond in the form and amount as the Board may require.
- j) At all reasonable times exhibit his or her books, records and accounts to any officer or Director.
- k) Arrange for electronic inspection by the President, or his or her designee, of all accounts maintained by the Chapter.
- l) Generally perform all customary duties of the office and additional duties assigned by the Board.

Article 5 Executive Board

(1) The Executive Board of the Chapter shall be composed of the elected officers of the Chapter, the immediate past President and six elected Directors.

(2) Subject to the authority of the members assembled and the bylaws, the Board shall determine policy, manage Chapter assets and direct the affairs of the Chapter. The Chapter Delegate(s) to the Council shall act in accordance with the policies and directives of the Board.

(3) The Board may create committees and positions as it determines necessary to further the mission of the Chapter. The Board may appoint Chapter members or non-members to the committees and positions in the manner it deems appropriate.

(4) The Board, as newly constituted at an Annual Meeting shall meet immediately thereafter.

(5) The Board shall meet at least quarterly. Additional meetings of the Board may be scheduled by the President or a majority of the Board.

(6) The President, or his or her designee, shall notify Board members of the date, time and place of a Board meeting at least 7 days prior to the meeting. Meetings may be held with less advance notice if agreed to by a majority of all the members of the Board.

(7) Chapter members may attend Board meetings, however, the Board may, in the interests of the Chapter, go into closed session to consider and take action on matters requiring confidentiality. Only those matters requiring confidentiality may be discussed in closed session.

(8) The Board may not transact business in the absence of a quorum. Six members of the Board of whom three are Directors constitute a quorum.

(9) If the President and Vice President are absent from a meeting of the Board, the Board shall appoint a Director to preside.

Article 6 Election, Appointment and Removal of Officers, Directors and Chapter Delegate(s)

(1) Unless otherwise provided in the bylaws, any Chapter member is eligible to hold any position in the Chapter.

(2) Officers, Directors and Chapter Delegate(s) shall be elected at the Annual Meeting. Voting shall be by secret ballot unless the members present unanimously consent to an alternative procedure.

(3) No officer, Director or Chapter Delegate may be nominated, appointed or elected to serve more than six consecutive years in a particular position.

(4) At least two months before an Annual Meeting, the Board shall appoint a nominating committee and chair for the purpose of selecting nominees for positions to be filled by election at the Annual Meeting.

The committee shall be composed of at least five members, three of whom shall not be officers or Directors. The President shall not be a member of the committee.

Prior to selecting nominees, the committee shall inform the membership of the upcoming election and invite members to offer their candidacy or suggest nominees. The members shall also be informed that, in addition to the nominees selected by the committee, a member may make a nomination from the floor.

The committee may select more than one nominee for a position. Following selection of nominees and before the Annual Meeting, the committee shall make reasonable efforts to inform the members of the qualifications of the nominees.

Prior to an election at an Annual Meeting, any nominee or a member acting on his or her behalf, shall be provided an opportunity to inform the members assembled of any information relevant to his or her candidacy.

(5) The officers elected shall take office upon election and shall serve a one year term. Nonetheless, their terms shall not expire until the election of officers at the next Annual Meeting.

(6) At the Annual Meeting, an election shall be held to fill the three Director positions due to expire. The election shall be conducted in a manner that assures that, following the election, at least two of the six Directors, whether elected or appointed, are serving their first term and have not served previously as a Director or officer in the eight years preceding the election.

(7) The Directors elected shall take office upon election and shall serve a two year term. Nonetheless, their terms shall not expire until the election of Directors at the Annual Meeting held in the year the

terms expire. The terms of the Director positions shall be set so that at each Annual Meeting the terms of three of the six Directors expire.

(8) The elected Chapter Delegate shall take office upon election and shall serve a one year term. Nonetheless, his or her term shall not expire until the election of a Chapter Delegate at the next Annual Meeting. The Board may provide for the election of the number of Delegate(s) to the Council permitted by the bylaws of the Council.

(9) An officer, Director or Chapter Delegate may be removed or suspended from office for valid cause. Valid cause is limited to one or more of the following:

a) Continued, gross or willful neglect of the duties of the position.

b) Failure or refusal to disclose necessary information on matters of organizational business.

c) Unauthorized expenditures, incurrence of financial obligations, issuing of checks or misuse of funds.

d) Conviction of a criminal or civil offense that discredits the Chapter.

(10) The procedure for removal or suspension of an officer, Director or Chapter Delegate may be initiated by the Board and is as follows:

a) The Board, following an inquiry into the facts, shall give reasonable notice of the matter under consideration to the affected person and provide the member an opportunity to appear before the Board and be heard.

b) Following a decision by the Board to seek removal or suspension of an officer, Director or Chapter Delegate for valid cause, the Board shall provide reasonable notice and schedule the matter for consideration and a vote at a membership meeting.

c) At the membership meeting, the affected person shall be provided a reasonable opportunity to be heard before a vote on the matter. Upon motion, the membership may: 1) remove the officer, Director or Chapter Delegate; 2) suspend him or her pending further inquiry of the facts related to the matter or 3) delay the vote pending further inquiry of the facts related to the matter. If the membership decides to suspend rather than remove the person, the Board, following notice, may bring the matter before a membership meeting for reconsideration.

d) A decision by the membership to remove is final.

(11) In the event an officer, Director or Chapter Delegate to the Council position, other than the President, is determined by the Board to be vacant for any reason, a successor shall be appointed by the Board to hold office for the remainder of the term of the vacant position except that the Board may decide to fill the remainder of the term of a Director by election at the Annual Meeting.

Article 7 Policies and Practices

(1) A permanent Endowment Fund Committee shall be established and maintained to advise the Board in accordance with the resolution dated August 30, 2005, as amended, establishing the Fund.

(2) All funds and other assets of the Chapter shall be used exclusively to further the mission of the Chapter and Trout Unlimited. Members shall serve the Chapter without compensation and may, at the discretion of the Board, be reimbursed for necessary expenses reasonably incurred in carrying out approved Chapter activities.

(3) Upon dissolution of the Chapter, its assets shall be transferred to the Council or, if none exists, to Trout Unlimited.

(4) The parliamentary rules as set out in the current edition of Democratic Rules of Order, by Fred Francis and Peg Francis shall be followed in all meetings.

Article 8 Amendment of Bylaws

(1) Any member may propose to amend the bylaws by presenting the proposed language change in writing to the Board. Within 45 days of receipt of the proposal, the Board shall consider the proposal, develop a recommendation and schedule the proposal for consideration at a membership meeting. Prior to the membership meeting, the membership shall be provided reasonable notice of the language of the proposed amendment and the Board's recommendation.

(2) At the membership meeting at which the proposal is considered, the language of the proposed amendment may only be changed by the

unanimous consent of the members present and voting. However, unanimous consent is not required for a specific language change included in the recommendation of the Board. An approved amendment shall take effect immediately following the vote.

Dated this _____ day of _____, 2007

Jack Way, President

John Serunian, Secretary

Approved by Membership on the __ day of _____ 2007

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