

BYLAWS
HARRY AND LAURA NOHR CHAPTER OF TROUT UNLIMITED

Article I. Organization and Purposes

Section 1. The name of the organization shall be Harry and Laura Nohr Chapter of Trout Unlimited.

Section 2. The purpose of the Chapter shall be to conserve, protect and restore coldwater fisheries and their watersheds. The chapter may acquire land for conservation purposes if appropriate. 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 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 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 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.

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.

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 members and no proxy voting shall be allowed.

Article IV. Board of Directors

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

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 and no more than six (6) non-officer members. Each non-officer Director shall serve a three-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 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. 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 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 appointment of the Board as soon as one is available.

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, 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 perform the duties assigned by the Board of Directors and the President.

Section 4. The Treasurer shall have custody of all Non-Project Chapter Funds and Non-Project Chapter Property. The President or 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 or assigned officer shall endorse for collection on behalf of the all Chapter Funds, all checks, notes, drafts and electronic credits and transfers designated as Funds and shall deposit same and all other such designated revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates.

The Board Directors shall authorize disbursement of funds more than \$400. If necessary, an electronic vote by Board members shall constitute authority. 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. The Treasurer shall keep full and accurate records of monies received and paid on account of the Chapter and provide regular financial reports as directed by the Board. If funds in addition to the General Fund exist, financial reports will be provided for each.

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 follow 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. The Treasurer may with authorization by the Board, contract the services of a CPA for tax filings.

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 web-site. The Secretary shall also maintain the correspondence of the Chapter.

Article VI. Election, Term, Vacancy

Section 1. The Chapter officers shall be elected for one-year terms. No officer shall serve more than three (3) consecutive one-year terms in the same office, but an officer may 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. Nominations may also be made from the floor at the Annual Meeting.

Article VII. Committees

Section 1. The Board or President may establish standing committees, or ad hoc committees, whose members shall be appointed by the chair of each committee. The President shall appoint the chair of any committee with the approval of the Board. The following are standing committees that the chapter may have in affect at any time but not limited to:

Projects: The Chairman of Projects shall manage Chapter stream conservation projects as authorized by the Board and maintain custody of all Chapter Project funds and property.

The Chairmen of Projects or Designated Co-Leader may sign and execute in the name of the Chapter, all contracts, agreements, and other obligations pertaining to Projects of the Chapter, subject to the approval of the Board of Directors.

When necessary or proper, the Chairman of Projects shall endorse for collection on behalf of the Chapter Project Fund, all checks, notes, drafts and electronic credits and transfers designated as Project funds and shall deposit same and all other such designated revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates.

Maintain a bank account separate from the Chapter's General Funds, for the express purpose of carrying out Chapter Stream Project activities. Keep full and accurate accounts of monies received and paid on the account of Chapter Projects, including providing detail record of income and disbursements designated by the Board or Treasurer to the Treasurer for reporting to the Board. The Project account will be subject to any accounting review as designated by Article I, Section 3 of the bylaws.

Trust Fund: This committee communicates with and meets with the court appointed bank trustee and communicates results with Board. The Harry and Laura Nohr Trust is managed by a court appointed trustee and not controlled by the Chapter.

Communications: This committee is responsible for the chapter web-site and newsletter.

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

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

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

Financial Development: This committee is responsible for chapter fundraising.

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

Article VIII. Fiscal Year

Section 1. The Chapter's fiscal year shall be the same as that of Trout Unlimited; Oct 1 – Sept 30.

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 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 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 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.

Adopted this 19th day of April 2017
Gordon Grieshaber, Secretary
Tim Fraley, President