



**By-Laws**

**Emerald Necklace Chapter  
of Trout Unlimited**

**Cleveland Ohio**

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## **Article I.—Organization & Purposes**

**Section 1.**—The official name of the organization shall be the Emerald Necklace Chapter #133, Trout Unlimited, Inc. as incorporated in the State of Ohio and hereinafter referred to as “Chapter”. Where applicable, the term “TU ENC” is permitted as a Chapter title reference in presentations, email, internet, and print media communications. The geographic area of the Chapter shall be determined by the Ohio Buckeye Council of Trout Unlimited.

**Section 2.**—The Chapter is a subsidiary organization of Trout Unlimited, Inc., hereinafter referred to as “TU” or “Trout Unlimited”. Trout Unlimited, Inc. is a Michigan non-profit corporation. Under its authority, the Chapter shall carry out the aims and purposes of Trout Unlimited and all of its policies, objectives, and activities with those pursued by the Chapter and its members to be in conformity with the By-laws and policies of Trout Unlimited. The Chapter’s use of the TU name, logo, and Chapter affiliations with other organizations and businesses shall conform to TU policies and guidelines.

**Section 3.**—The purpose and mission of the Chapter shall be to conserve, protect, restore, and sustain northern Ohio coldwater fisheries and their watersheds. The Chapter will support TU’s future-state vision and nationwide conservation projects as well as other Ohio TU Chapter’s conservation projects, as approved by the Board of Directors. The Chapter shall operate as a non-profit, non-political, and non-sectarian organization. The Chapter shall function exclusively for educational, scientific, and charitable purposes.

**Section 4.**—The Chapter and each member acting on its behalf shall not (A.) finance, promote, or oppose the candidacy of any person seeking election to public office and shall not participate or (B.) 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.

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## **Article II.—Membership**

**Section 1.**—Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and the TU ENC Chapter. The Chapter shall not assess any additional dues or fees and shall not establish classes of membership. The Chapter may assess fees for special events and outings. Guest speaker fees shall not be required for attendance at any Chapter meeting

**Section 2.**—Payment of annual dues to Trout Unlimited shall automatically qualify an individual as a member of the Chapter, providing the member resides in the Chapter's geographical area. Any Trout Unlimited member in good standing from a different TU Chapter's geographic area may elect to become a member of the TU ENC Chapter upon request to Trout Unlimited. Any Trout Unlimited member in good standing living within the Chapter's geographic area may elect to become a member of another Chapter of Trout Unlimited.

**Section 3.**—The By-laws of Trout Unlimited shall govern the suspension or expulsion of Chapter members.

**Section 4.**—No Chapter member, or chapter officer, or director, or member is allowed to transfer, sell, barter, or lease to any person, or entity, or organization the Chapter's membership list, or any of the names, addresses, contact information or other personal information identifying Chapter's members

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## **Article III.—Membership Meetings**

**Section 1.**—The Annual Meeting of the Chapter shall be held on a date set by the Board of Directors, purpose of which will be to elect Directors and conduct other Chapter business of the Chapter. The President and the Treasurer will be required 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 along with the slate of candidates nominated for election. The Chapter is to notify its members of the Annual Meeting via email, print media, and internet postings on the Chapter's website.

**Section 3.**—The Chapter shall hold regular member meetings at a date, time and location determined by the President. The frequency of meetings shall be determined by the President, but generally meetings should be routinely scheduled during the months of September through March. The Chapter may elect to notify its members of monthly meetings via email, print media, and internet posting on the Chapter website

**Section 4.**—Special meetings may be called by the President or Board of Directors or upon the written request by twenty (20) members. Notice of all special meetings must be given to Chapter members at least fifteen (15) 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.

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## **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 no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1 and no more than eleven (11) 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 in good standing of Trout Unlimited. Directors may serve multiple terms.

**Section 3.**—The Board of Directors shall meet regularly, but no less than 2 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.**—Five (5) members of the Board 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 election at the next regularly scheduled meeting of the Chapter members or at a special meeting called for this purpose

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## **Article V.—Chapter Officers & Duties**

**Section 1.**—The executive officers of the Chapter shall be:

- A.** President
- B.** Vice President
- C.** Treasurer
- D.** Secretary

They shall be voting members of the Chapter's Board of Directors. All executive officers must be members in good standing of Trout Unlimited. No person shall hold more than one (1) executive office at any time, except for the offices of Treasurer and Secretary. The executive officers shall be nominated and elected by the Board of Directors.

**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 Chapter's fiscal year shall be October 1 to September 30 or such other fiscal year as shall be adopted by Trout Unlimited.

**Section 5.**—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 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. The Board authorizes the Treasurer and the President to expend up to \$500 per commitment without Board approval.

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**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 6—Duties of Secretary shall include:**

- A.** Keeping minutes of all meetings of the Board of Directors and the general membership
- B.** Maintaining a hard-copy archive of official Chapter documents and correspondence;
- C.** Supporting Chapter Officers in their due diligence of TU policy and fiscal requirements along with maintaining a calendar of official due notices
- D.** Assisting Chapter Officers at implementing and facilitating Chapter meetings and Chapter sponsored events
- E.** Tracking, and serving as liaison to, Chapter sponsors, external support entities, donors, charities, event planning, venues, and vendors
- F.** Assisting the Treasurer in preparing the (AFR) Annual Financial Report form.

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

**Section 1.**—The Chapter President shall be elected by a vote of the Board of Directors for a two-year term. The President shall serve no more than two (2) successive two-year terms.

**Section 2.**—The Chapter officers shall be elected for two-year terms. No officer shall serve more than three (3) 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 3.**—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 4.**—A majority vote of those Chapter members in good standing present at the annual business meeting will be sufficient to elect all Directors.

**Section 5.**—Nominations of Directors may also be made from the floor at the Annual Member meeting.

**Section 6.**—On a case by case basis, the Board of Directors may authorize an officer to continue in his present position beyond the office term limit if no other volunteer is willing to perform the duties. The incumbent may remain in the office on an annual vote of the Board of Directors. Every effort should be made by the Board of Directors to solicit new volunteer leaders for officer positions.

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## **Article VII.—Committees**

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

- A. Communications:** This committee is responsible for assisting with the Chapter website and newsletter.
- B. Membership:** This committee is responsible for working with the Secretary to provide membership services, maintain 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.

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

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

**Section 1.**—These Chapter by-laws may be amended at any Annual Meeting or Special Meeting if at least 30 chapter members are present. Amendment of the by-laws 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 by-laws shall be consistent with the by-laws of Trout Unlimited. All proposed amendments to the by-laws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment. The Chapter may elect to notify its members of amendments to these by-laws via electronic communications and posting on the Chapter website.

**Section 2.**—If any amendment of these by-laws is required in order to make them consistent with the by-laws of Trout Unlimited, a vote of a majority of those present and permitted to vote shall be sufficient to pass the amendment.

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## Article X.—Assets & 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 Buckeye Council. These assets will be held by the Ohio Buckeye Council and/or redistributed in consultation with Trout Unlimited.

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Adopted this \_6 th\_day of September, 2011

*R. Bobby*

Richard Bobby, President