

**TROUT UNLIMITED**  
**NUTMEG CHAPTER 217**  
**BYLAWS**  
**February 9, 2012**

**Article I. Organization and Purposes**

Section 1. The name of the organization shall be the Nutmeg Chapter, (hereinafter referred to as the "Chapter"), as further described in Article I, Section 3, recognized by the national organization as Chapter 217 of the State of Connecticut.

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 a subsidiary organization of Trout Unlimited, Inc., a Michigan non-profit corporation (hereinafter referred to as "TU") and is under its authority. The Chapter shall carry out the aims and purposes of TU and all policies, objectives and activities pursued by the Chapter and its members shall be in conformity with the Bylaws and policies of TU. 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.

Section 6. The chapter shall conduct the activities described in the TU Leadership Handbook, as such handbook may be amended from time to time.

**Article II. Membership**

Section 1. Payment of annual dues to TU is the only requirement for membership in TU 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 TU shall automatically make one a member of the Chapter, if the member resides in the Chapter's geographical area. Any TU 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 TU 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 Chapter shall hold regular membership meetings at a date, time and place chosen by the Board of Directors.

Section 2. 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 3. *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 TU 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 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 in addition to the officers pursuant to Article V, Section 1 and no more than 12 members in total.

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 TU.

Section 3. The Board of Directors shall meet regularly, but no less than 6 times per year. The date, time and location is published in the newsletter distributed to members.

Upon notice, the meetings of the Board of Directors may be conducted by telephone, by Skype or other electronic means. 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 election at the next regularly scheduled meeting of the Chapter members or at a special meeting called for this purpose.

Section 7. If for any reason an elected Board member is unable, unwilling or unfit to continue in that office, or in the board's opinion is not performing the duties of that office in a satisfactory manner, the Board may relieve the board member of the duties and may fill the board seat with a member in good standing to serve the remainder of that term.

Section 8. If a Board member is absent from 4 Board meetings in a year, the Board at its discretion, may relieve the board member of the duties and may fill the board seat with a member in good standing to serve the remainder of that term.

Section 9. The Board may have an Honorary Board with an unlimited number of Honorary Board Members. An Honorary Board member may be someone who the board wishes to participate in board affairs, but who may not be able to commit fully to regular attendance and participation in board affairs. Honorary Board members shall be able to speak but not vote at Board meetings.

#### **Article V. Officers and Duties**

Section 1. The officers of the Chapter shall be: President, Vice President(s)—first and second, Secretary, and Treasurer, all of whom shall be voting members of the Chapter's Board of Directors (herein referred to as the "Board"). All officers must be

members in good standing of TU. 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 Board of Directors at its May Board of Directors meeting. The officers shall serve for a period of one year, corresponding to the chapter's fiscal year. The board may create additional elected officers to assist officers should it be deemed necessary. Duties of assistant officers shall be the same as, and subordinate to those of the corresponding officer.

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(s) shall assume the duties of the President if the President is absent or unable to perform the President's duties. The Vice President(s) shall perform the duties assigned by the Board of Directors and the President.

Section 4. 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 \$200 shall be signed by the President and counter-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 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 to the membership.
- B. Submit a complete Annual Financial Report (AFR) for the chapter to TU prior to the deadline set by TU. The AFR will be in compliance with the policies and requirements of TU 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 TU.

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 distribute Board Minutes to Board members prior to the ensuing Board meeting, shall be custodian of all records/papers/files and books of the Chapter, and shall attend to all of the giving and serving of all notices of the chapter and attest the same when necessary.

The Secretary shall assist the Treasurer in preparing the AFR. 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. Officers: Election, Term, Vacancy**

Section 1. The Chapter officers shall be elected for one-year terms. No officer shall serve more than four (4) consecutive one-year terms in the same office, but an officer may again hold the same office after a one-year period out of office. The four consecutive terms limitation may be waived by the Board at its discretion.

Section 2. In the event of a vacancy in any office but President, the Board shall appoint an individual to serve until the next election. If the office of President becomes vacant, the board shall appoint a board member to serve until the next election.

Section 3. A majority vote of those Board members present and in good standing will be sufficient to elect all officers. If a Board majority is not available, a majority of officers will suffice.

Section 4. The Leadership Development and Nominating Committee shall nominate members for each elected office. Said nominations shall be made and sent to all members in the April newsletter with the notice that the slate of nominated officers and Board members will be voted upon at the May Board meeting. Nothing, however, will deny nominations from being made from the floor during the April membership meeting or the May Board meeting.

Section 5. If for any reason an elected officer is unable, unwilling, or unfit to continue in that office, or in the Board's opinion is not performing the duties of that office in a satisfactory manner, the Board may relieve the officer of the duties of that office and fill the office with a Board member in good standing to serve the remainder of the term.

## **Article VII. Committees**

Section 1. Standing Committees:

The Chapter may establish standing committees, whose members shall be appointed by the chair of each committee. The following functions shall be represented by committees. While committee chairs may appear and speak at Board meetings, it is not required that a committee chair be a Board member.

- A.        Communications, Information and Education:  
Oversee communication between the chapter and TU HQ, oversee publicity and public relations, oversee publication of a chapter newsletter, and oversee chapter website content and availability.
  
- B.        Membership:  
Responsible for membership services, membership lists and efforts to recruit and retain members.  
Oversee membership services such as updating and correcting the master list, and membership development to build and sustain membership (e.g. follow through with members whose renewal date is coming up.)
  
- C.        Resource Management and Protection -- "*Conservation*":  
Responsible for activities and projects that directly support TU's conservation agenda.
  
- D.        Annual Banquet:  
Organize and implement plans for the annual banquet, including booking the location; creating and collecting tickets and payments; soliciting, storing and displaying prizes, and all activities inherent in this event. The banquet chair administers the banquet budget, the amount to be determined by the board.
  
- E.        Financial Development:  
Responsible for chapter fundraising
  
- F.        Leadership Development and Nominating:  
Responsible for assisting assist the Board of Directors with leadership development, leadership succession, and submitting slates of candidates for elections.

Focuses on providing a flow of new leaders by implementing the programs outlined in the *TU Leadership Handbook*. This committee should build a base of elected officers and directors, who will become the future leaders of the Chapter, and also serve as a Nominating Committee to solicit, interview and nominate from the membership candidates for officers and board positions.

G. Social:

Arrange for meeting places, greet newcomers, and set up fishing and angling arts programs and other activities designed to provide fun, education, and entertainment for members and guests alike.

H. Education and Youth Outreach:

Responsible for education programs and youth activities.

I. State Council Representation Committee

This committee shall consist of the President and Vice President(s) and additional chapter members appointed by the board, the number of which will be in accordance with the bylaws of the state council.

The committee is charged with ensuring the Chapter is represented, through attendance by at least three committee members, at each quarterly State Council meeting. At these meetings committee members will convey the Chapter's positions on Council issues, gain information about other chapters' activities, collaborate and coordinate with other chapters' representatives to advance TU aims across the state, and carry out any Council roles necessary and conferred on them to sustain the Council's coordination of Connecticut chapters' efforts.

At the Chapter Board meeting following a State Council meeting, the committee will report, via at least one spokesperson, on the Council meeting proceedings and outcomes, and noteworthy activities of the other Connecticut chapters.

Section 2. Ad-hoc Committees:

Ad-hoc committees may be appointed by the president as necessary with the approval of the Board. The president shall appoint the chair of an ad-hoc committee with the approval of the Board.

Section 3. Selection of committee members shall be the responsibility of the respective committee Chair, who is advised to consult with the Leadership Development and Nominating Committee for recommendations, as appropriate.

Section 4. If for any reason a chair is unable, unwilling, or unfit to continue in that position, or in the Board's judgment not performing the duties of that position in a satisfactory manner, the Board may relieve the chair of the duties and fill the position with a member in good standing to serve the remainder of that term.

**Article VIII. Fiscal Year**

Section 1. The Chapter's fiscal year shall be the same as that of TU, October 1 through September 30.

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

Section 1. These chapter bylaws may be amended at any Board meeting. Amendment of the bylaws shall require a two-thirds vote of those present and voting. Any amendment to these bylaws shall be consistent with the bylaws of TU. 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 TU, 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 TU.

Section 3. The Chapter may not acquire or hold any new interest in real property, including easements, except with prior written approval from TU.

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 TU.

APPROVED:

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Ron Merly, President

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Date

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Rich Rosen, Secretary

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Date