

***AMENDED & RESTATED CHAPTER BYLAWS***  
***OF***  
**GATEWAY CHAPTER, TROUT UNLIMITED**

**Article I. Organization and Purposes**

Section 1. The name of the organization shall be “Gateway Chapter, Trout Unlimited” (the “Chapter”).

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. (“Trout Unlimited” or “TU”), a Michigan non-profit corporation, and shall operate 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, as well as the Chapter’s 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.

Section 6. Any officer may be removed at any regular or special Chapter board meeting by a 2/3 vote of the board members in attendance whenever, in their judgment, the interest of the Chapter would be served.

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

Section 1. The Board of Directors is responsible for the general supervision of the Chapter's affairs and finances. The Board of Directors will act in accordance with the Director/Officer Guidelines dated July 12, 2018, which are attached hereto as Exhibit A and are incorporated herein by this reference (the "Guidelines").

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) 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.

## **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 and Treasurer. The officers shall be chosen and elected by the Board of Directors based upon the slate of candidates recommended by the Nominating Committee. The officers will act in accordance with the Guidelines.

**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 serve as chairman of the Nominating Committee as well as 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 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 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 two-year terms. No officer shall serve more than two (2) 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 2.** To help ensure continuity of the Board of Directors and leadership, terms of office for directors, other than those directors who serve *ex-officio* by virtue of their position as an officer of the Chapter shall be staggered such that (i) Board Member #1 and Board Member #2 shall have an initial term of one (1) year, (ii) Board Member #3 and Board Member #4 shall have an initial term of two (2) years, and (iii) Board Member #5 and Board Member #6 shall have an initial term of three years. Following the initial appointment or election to staggered terms of office, the Bylaws term of office for such directors shall be three years. A director's term of office shall commence upon appointment or election. Each such director shall hold office until the expiration of his or her term or until a successor shall have been appointed or elected and qualified.

**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.** The Nominating Committee shall nominate members for each elected office to the Board of Directors for consideration.

## **Article VII. Committees**

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

- A. **Communications:** This committee is responsible for the chapter web-site and newsletter.
- 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 Trout Unlimited's conservation agenda.
- E. **Financial Development:** This committee is responsible for chapter fundraising.
- F. **Nominating:** This committee shall assist the Board of Directors and officers with leadership development and submit a slate of candidates for elections.

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

## **Article VIII. Fiscal Year**

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

## **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 the lesser of 30 chapter members or 10% of the Chapter's 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.

**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.

**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 affecting 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 20th day of December, 2018

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Name: \_\_\_\_\_  
Title: President

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Vice President

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Secretary

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: Treasurer