

BY-LAWS of SETH GREEN CHAPTER, INC. of TROUT UNLIMITED

ARTICLE I. Name and Purpose of Corporation

Section 1. The name of the Corporation shall be SETH GREEN CHAPTER, INC. of TROUT UNLIMITED.

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 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.

Section 5. Honorary Members. Conservation officers and other similar authorities may be elected honorary members of the Corporation. Such members will be entitled to a voice at meetings of the membership or meetings of the committees, but they shall not be entitled to a vote.

ARTICLE III. Meetings of Members

Section 1. The Annual meeting of the corporation shall be held in either the month of September or October of each year, as shall be designated by the Board of Directors. The President and the Treasurer shall present annual reports to the members.

Section 2. The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors, with the exception of December, when the Board of Directors shall act for the membership, and also excepting the months of July and August unless a need is determined.

Section 3. Special meetings of members of the corporation may be called by a majority of the Board of Directors or upon a written demand signed by not less than one-half of the members in good standing.

Section 4. Secretary shall cause a written or electronic notice of each special and annual meeting to each of the members of record in writing or by electronic communication, including fax, electronic mail or by posting on the Chapter's web-site at least thirty (30) days immediately preceding said meeting. Provided, however, that a failure to mail /email such notice, or any irregularity in the same, shall not affect the validity of any annual meeting, or any proceedings at such meeting, and further provided, that if all members waive notice of a special meeting, no such notification shall be required.

Section 5. At all meetings of the members, except where otherwise provided by law, a quorum shall consist of a majority of the members present in good standing represented in person or by proxy.

Section 6. At every meeting of the members, a true and complete list, in alphabetical order, of all members entitled to vote at such meeting, certified by the Secretary, shall be present. At each meeting, only the persons appearing on such list shall be entitled to vote, in person. The vote for Directors and upon any question before a meeting shall be by acclamation, unless a majority of members present and entitled to vote shall demand that the voting for that meeting, or any particular question before the meeting, be by ballot

Section 7. 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 8. Any officer may be removed at any regular or special Chapter membership meeting by a 2/3 vote of members in attendance whenever, in their judgment, the interest of the Chapter would be served.

ARTICLE IV. 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 12 members. Each non-officer Director shall serve a two-year term, with Directors' terms staggered to provide for continuity. All Directors shall be current members of Trout Unlimited.

(a) Regular Directors. 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 12 members. Each non-officer Director shall serve a two-year (2) term, with Directors' terms staggered to provide for continuity. The Board of Directors may amend the term of individual directors to ensure continuity of leadership. The Executive Officers are included in the aforementioned. The Director Emeritus is excluded from the aforementioned.

(b) Director Emeritus' may be elected to the Board by an affirmative vote by two-thirds majority of the members at the annual chapter meeting. The term of a Director Emeritus shall be indefinite. A Director Emeritus shall be required to maintain membership in Trout Unlimited. A Director Emeritus shall have all the privileges and obligations of a regular Director except he shall not be eligible to vote, he shall not be eligible to hold executive office. A Director Emeritus may be removed

from the Board by an affirmative vote by two-thirds majority of the members at the annual chapter meeting.

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. 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 5. 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.

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. The officers shall be chosen and elected by the Board of Directors 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. In the event the office of President is vacant for any reason, the Vice-President shall become President and serve as such for the unexpired term.

Section 4. 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 Annual Financial Report (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.

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 \$250 shall be approved by the President with a written or electronic record and 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.

Article VI. Election, Term, Vacancy

Section 1. The Chapter Directors and 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 two-year period out of office.

- (a) The Treasurer shall be elected for two-year terms. The Treasurer shall serve no more than three (3) consecutive two-year terms in the same office. If a capable candidate for the office of Treasurer cannot be slated the three (3) consecutive term limit will be extended until a capable candidate can be slated.

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.

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, social media and newsletter.
- (b) Membership: This committee is responsible for membership services, membership lists and efforts to recruit and retain members.
- (c) Youth: 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) Veterans Outreach: This committee shall assist the Board of Directors and officers with development for activities and projects in support of the chapters veterans outreach.

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 bylaws may be amended at any Annual Meeting or Special by a vote of a majority of those present and permitted to vote shall be sufficient to pass the amendment. 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 and New York State Corporation Law. 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 IX. Amendments

The By-Laws of this Corporation may be added to, amended, or repealed, in whole or in part, by a majority vote of the members in good standing at any Regular or Special Meeting, provided, however, that written notice of the intention to add to, or amend, or repeal the By-Laws, in whole or in part, shall have been given to each member of record at least thirty (30) days preceding such meeting of the members. The same may be added to, amended, or repealed in whole or in part at any Regular or Special Meeting, without notice, by a vote of at least two-thirds of the qualified members present.

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 20th day of January 2016

Secretary
Lisa Green