

GUADALUPE RIVER CHAPTER
TROUT UNLIMITED
BYLAWS

ARTICLE I

Section 1 - The name of the organization shall be The Guadalupe River Chapter, Trout Unlimited

Section 2 - The Chapter shall be unincorporated and operated as a non-profit organization, non-political and non-sectarian, to conserve and preserve the trout as a game fish, to promote trout angling in a sportsmanlike manner, and to work with and encourage constituted authorities and other conservation organizations to that end, through scientific, yet practical, trout management; through land, water and watershed management to provide desirable food and habitat; through fishing regulations to preserve and increase the trout population and through dissemination of full and accurate information to the members and the general public.

Section 3 - The Chapter shall not promote or oppose the candidacy of any person seeking election to public office. No substantial part of the activities of the Chapter shall involve dissemination of propaganda, or otherwise attempting to influence legislation, unless done in a matter conforming with T. U. National's directives.

Section 4 - The aims and activities of the Chapter will at all times be in conformity with those of Trout Unlimited.

ARTICLE II

Section 1 - The annual meeting of this Chapter shall be held during the month of April of each year at a time and place designated by the Board of Directors. It shall be the duty of the Chapter Secretary to cause a written notice of the annual meeting to be mailed to each of the members of record, directed to the member's last known post office address, at least thirty (30) days immediately preceding said meeting. Provided, however, that a failure to mail such notice, or any irregularity in the same, shall not affect the validity of any such annual meeting, or any proceedings at such meeting.

Section 2 - Special meetings of the members may be called by a majority vote of the Board of Directors; or upon demand, in writing, signed by not less than one-half of the members in good standing. A notice indicating briefly the cause for calling said special meeting shall be mailed by the Chapter Secretary, at least thirty (30) days prior to the date of such meeting, to each member of record in good standing. Members may waive notice of a special meeting. However, when all the members meet, in person or by proxy, such a meeting is valid for all purposes and any proper action may be taken at such a meeting.

Section 3 - Regular monthly, bi-monthly, quarterly or semi-annual meetings shall be held at a time and place determined by the President of the Chapter.

Section 4 - At any meeting of the members a majority of those present who are in good standing constitute a quorum of the members for all purposes. Representation may be effected by valid proxy

Section 5 - At each meeting of the members every member shall be entitled to a vote, either in person, or by proxy appointed by an instrument in writing subscribed by such member or by the member's duly authorized attorney. The vote for directors, and upon any question before a meeting, shall be by voice vote 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 secret ballot.

Section 6 - At each meeting of the members a true and complete list, in alphabetical order, of all the members entitled to vote at such meeting, certified by the Chapter Secretary shall be present. Only the persons appearing on such a list shall be entitled to vote.

Section 7 - The Chapter shall, in every case, conduct its activities in accordance with the bylaws of the parent organization, as well as its own bylaws. The Chapter's aim and purposes shall be to support the parent organization in its credo, as set forth in its statement of philosophy, policy and objectives.

ARTICLE III

Section 1 - The property and affairs of the Chapter shall be managed and controlled by a Board of Directors composed of twelve (12) elected members, and the executive officers, as hereinafter provided. The full Board of Directors shall be composed of twelve (12) elected members, the executive officers and the immediate past president. At the annual membership meeting in April 1986, three members, each with three-year terms, of the Board of Directors shall be elected. At the annual membership meeting in 1987, three members, each of whom will have three-year terms, shall be chosen. At the annual meeting in April 1988, five members, each of whom shall have a three-year term, shall be chosen. Thereafter, each third year in succession five members will be chosen with three members chosen during the annual election conducted during the intervening years. One Junior Associate member shall be elected at the annual membership meeting in April, for a term of one (1) year. The Junior Board member must meet qualifications set forth by a nominating committee selected by the Board of Directors. It is expressly provided and intended that a year is hereby determined as being that year between the annual meeting dates. The aforesaid twelve (12) member Board of Directors shall be elected by a direct vote of the members of the Chapter. If the office of any Director, Vice-President, Secretary or Treasurer becomes vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors shall elect a successor at any regular or special meeting and the successor shall hold office for the unexpired term.

Section 2 - The Board of Directors, as constituted at any annual meeting of the membership, shall meet at the same place the annual meeting is held and immediately thereafter, for the transaction of such business as may arise. The regular meetings of the Directors shall be held at a time and at a place as the Board of Directors shall decide. Special meetings of the Board may be called by the President on ten (10) days notice mailed to each Director or delivered to them personally. If all Directors waive notice of a special meeting such meeting shall be valid.

Section 3 - Not less than ten (10) Board members, in person or by written and signed proxy, shall be necessary to constitute a quorum of the Board for the transaction of business.

Section 4 - The President shall serve as chairman of the Board of Directors, and in his/her absence the Vice President of Chapter Affairs shall serve, and in his/her absence whichever Director the Board shall elect.

ARTICLE IV

Section 1 - The executive officers of this Chapter shall be: (1) a President; (2) a Vice President of Chapter Affairs; (3) a Vice President of Fisheries; (4) a Vice President of Membership; and either (5) a Secretary/Treasurer or (5) a Secretary; and (6) a Treasurer, all of whom shall ipso facto be chosen and elected by the Board of Directors either at a meeting held immediately following the regular annual membership meeting or at the Board's first meeting following date of said annual membership meeting.

Section 2 - If an executive office, other than President, becomes or is vacant by reason of death, disqualification or otherwise, a successor shall be elected by the Board of Directors to hold office for the unexpired term.

Section 3 - The Board of Directors may appoint such other subordinate officers as they shall deem necessary, who shall have such authority and perform such duties as may be prescribed by the Board of Directors. In its discretion, the Board of Directors, by vote of the majority thereof, may leave unfilled for any period as it may fix by resolution, any subordinate office. Under this authority, the Board of Directors may select an Executive Director to have active charge of

the business of the Chapter, under the direction of the President and Board of Directors, and who may, at the same time, be an elected officer

Section 4 - The President shall be the chief executive officer of the Chapter. The President shall have the responsibility for the general and active management of the business and affairs of the Chapter. With the Treasurer, the President may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter, subject to the advance approval of all the other officers of the Chapter, and shall see that their duties are properly performed. The President shall submit a report of the operations of the Chapter to the members at each annual meeting, and from time to time shall report to the Directors all matters within his/her knowledge and which the interest of the Chapter may require to be brought to their notice. The President shall do and perform other such duties as from time to time may be assigned to him/her by the Board of Directors. The Office of President shall not be held by one person for more than 2 years in succession. If the Office of President should become vacant, the person who completes the unexpired term of President is eligible to hold the Office of President for a successive term.

Section 5 - The duties of the Vice-President of Chapter Affairs shall include: planning and/or organizing the chapter's involvement in events with the public and other organizations; chapter promotion; and assisting the President, other officers, and the Directors as needed or directed. The Vice-President of Chapter Affairs shall preside at any meeting of the members from which the President may be absent and serve as chairman of the Board of Directors in the absence of the President. In event the office of President is vacant for any reason, the Vice-President of Chapter Affairs shall become President and serve as such for the unexpired term. The Vice-President may perform any of the duties of the President, when directed to do so by the Directors.

Section 6 - The duties of the Vice-President of Fisheries shall include: the management of trout purchases; acquiring the necessary permits from Texas Parks and Wildlife for trout stockings; scheduling and coordination of stocking events; negotiating and acquiring leased properties for fishing access; and assisting the President, other officers, and the Directors as needed or directed.

Section 7 - the duties of the Vice President of Membership shall include: the management of all functions and documents relating to all levels of membership; the management of the Lease Access program membership, Orientations, Rules and Requirements, and program permits; the communication with National T.U. either directly or through a chapter coordinator, the communication with the Chapter Treasurer in relation to membership funds; and assisting the President, other officers, and the Directors as needed or directed

Section 8 - The Chapter Treasurer shall have custody of all funds and securities of the Chapter. With the President, the Chapter Treasurer may sign and execute in the name of the chapter, all contracts, agreements and other obligations of the Chapter, subject to the approval of the Board of Directors. When necessary, or proper, the Chapter Treasurer shall endorse on behalf of the Chapter for collection, all checks, notes, drafts and other obligations and shall deposit same to the credit of the Chapter in such bank or banks as the Directors may designate. All checks or warrants for the disbursement of funds for the Chapter shall be signed by either the Chapter President or the Chapter Treasurer. The Chapter Treasurer shall regularly enter in the books of the Chapter, for the purpose of full and accurate records, accounts of monies received and paid on account of the Chapter, and whenever required by the Board of Directors, shall render a statement of the Chapter cash account.

Section 9 - The Chapter Treasurer shall, if requested in writing by the Board of Directors, cause to be executed and file with the President at his/her direction, a bond in an amount to be determined by the Directors and he/she shall, at all reasonable times, exhibit the books, records and accounts of the Chapter to any Director upon application and shall perform generally all the duties appertaining to the offices of Treasurer of a Chapter subject to the control of the Board of Directors.

Section 10 - The chapter Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. The Chapter Secretary shall keep an accurate and current record of all memberships. The Chapter Secretary shall be the custodian of all records, papers, files and books of the Chapter, and shall keep such documents in his/her possession, except those items required to be in the possession of the Chapter President or Treasurer for conducting the

day to day business of the Chapter. Except when necessary for the purpose of meetings, the Chapter Secretary shall not disclose to any person the names or addresses of members or the membership list, without approval of the Board of Directors. The Chapter Secretary shall attend to the giving and serving of all notices of the Chapter.

ARTICLE V

Section 1 - Until otherwise decided, the Chapter emblem shall be the Trout Unlimited patch design with "Guadalupe River Chapter" set below.

ARTICLE VI

Section 1 - Any person of good reputation in the community and who is a member in good standing in the parent organization of Trout Unlimited shall be eligible for membership in the Guadalupe River Chapter, Trout Unlimited. An applicant may be considered through the sponsorship of another member or by applying in writing

Section 2 - The following causes shall be considered automatic suspension in the Chapter:

(a) Default in payment of annual dues to Trout Unlimited or Chapter dues, if any, for more than 30 days.

(b) Conviction or willful violation of any of the fish and game laws of any state or of the United States.

(c) The Board of Directors may suspend a member from membership for any just cause, whenever the Board shall deem. Any conduct of a member that results, or is likely to, in injury to the Chapter and its members shall be considered just cause for suspending such offending member. The action of the Board of Directors shall be reviewed by the membership at the next membership meeting, at which time the member shall be reinstated or expelled by a majority of the members.

ARTICLE VII

Section 1 - All monies or other assets coming into or belonging to this Chapter, whether from dues, contributions or otherwise, shall be used only for the purposes of promotion, developing and advancing the purposes for which this Chapter is created, less necessary operating and other actual expenses.

Section 2 - No officer or Director shall receive, be paid, or charge any salary as such. Expenses of executive officers incident to activities on behalf of the Chapter may be paid at the direction of the Board of Directors.

Section 3 - All property, real, personal and mixed, which the Chapter shall ever receive, shall be used exclusively for educational and scientific purposes, including the conservation, preservation and increasing of the trout population on the North American continent. No part of the net earnings or other property of the Chapter shall inure to the benefit of any private member or individual

ARTICLE VIII

Section 1 - The bylaws of this Chapter 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 bylaws, in whole or in part, shall have been given each member of record at least thirty (30) days preceding such meeting of the members. However, proposed amendment to these bylaws shall be accompanied by a recommendation of the Board of Directors either for or against this adoption.

ARTICLE IX

Section 1 - The Board of Directors may authorize the creation of an Executive Committee composed of the President, Vice President(s), Secretary, Treasurer and one or more members of the Board, to act with the authority of the Board of Directors between meetings of the Board of Directors. The minutes of the executive committee meeting shall be read at the next meeting of the Board of Directors in the entirety.

ARTICLE X

Section 1 - At all times, when the organization as a whole or any part thereof, including meetings of the Board of Directors, the Executive Board or Committees, is duly and formally convened for the purpose of deliberation and transaction of business, THE ROBERTS RULES OF ORDER AND PROCEDURE shall govern the meetings, as the case may be, on any matters relating to order and procedure, including nominations and elections.

ARTICLE XI

Section 1 - No officer, Director or member of this Chapter shall incur or be authorized to incur any debt or any other financial obligation on behalf of the Chapter without authority of the Board of Directors. The amount of any such debt should not exceed an aggregate of \$500.00 at any time without prior approval of the Board of Directors. The Board of Directors may authorize such obligations or debt only in pursuance of the normal business of the Chapter.

ARTICLE XII

Section 1 - If any portion of these bylaws are held to be invalid by law, the remainder of the bylaws are not affected.

ARTICLE XIII

Section 1 - The Chapter shall designate a nominee for Trout Unlimited's National Leadership Council, (NLC), Representative. The purpose of the NLC is to give the State Council a greater role to: Set, prioritize, and implement TU's National Conservation Agenda; Provide a framework for issue-based coordination and collaboration among states; Strengthen and empower State Councils with leadership and staffing resources.

The duties of NLC Representative shall require the nominee to be able to devote significant amounts of time to that position by actively participating in conference calls, documentation reviews, at least one NLC work group, and attend the annual National Trout Unlimited meeting.

The nominee shall possess following qualifications: Have a broad view of TU's nation-wide mission; Have strong communication skills and an ability to work well in group situations; Have the ability to use email and the internet; Have the trust of the Board of Directors to carry-out the duties. The nominee is required to solicit the Board's input on matters that significantly effect the Chapter, and give periodic progress reports on the activities of the NLC to the Board and membership.

Section 2 - A nominating committee consisting of three people appointed by the President, and headed by the President, or a designee of the President, shall select a list of candidates that are qualified for the National Leadership Council Representative. The list of qualified candidates shall be submitted to the Board, the nominee will be chosen by a vote of the Board of Directors for a term of one year, the election to be held in the month of April, and finalized at the April meeting. The nominee shall be limited to serving four terms in succession. If for any reason, the position becomes vacant, the President may appoint a replacement for the balance of the un-expired term. Failure to adequately perform the duties of the position, or a loss of confidence, may be grounds for replacement by the Board.

Section 3 - The Chapter's nomination for NLC Representative shall be considered the de facto NLC Representative, unless and until, the chapter becomes subordinate to a State Council, or National Trout Unlimited changes

the selection process. At that time, the Chapter will submit a nomination consistent with the requirements of the State Council and National organization.