

# Guadalupe River Chapter Trout Unlimited Bylaws

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Adopted April 2017

## Article I

### Organization and Purposes

#### Section 1.

The name of the organization shall be The Guadalupe River Chapter, Trout Unlimited.

#### Section 2.

The purpose of the Chapter shall be to conserve, protect and restore coldwater fisheries of North America and their watersheds with a focus on (but not limited to) the Guadalupe River.

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.

### Article I

#### II. Membership Meetings Section 1.

The Annual Meeting of the Chapter shall be held in the month of April on a date set by the Board of Directors, to elect 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.

#### Section 2.

The Board of Directors shall consist of twelve (12) non-officer members and the officers pursuant to Article V, section 1. Each non-officer Director shall serve a three-year term, with Directors' terms staggered to provide for continuity. Directors may serve no more than two consecutive three-year terms, but may again hold the same office after a one-year period out of office.

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 by election at the next regularly scheduled meeting of the Chapter members or at a special meeting called for this purpose.

## Article V.

### Officers and Duties

#### Section 1.

The officers of the Chapter shall be: President, Vice President of Chapter Affairs, Vice President of Membership, Vice President of Fisheries, 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 at the annual membership meeting (with the exception of the National Leadership Council and State Council, which are elected in the October board 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. If the office of president becomes vacant, the person who completes the unexpired term is eligible to hold the office of president for a successive term.

The Chapter President shall be elected for a two-year term.

No president shall serve more than two (2) consecutive two-year terms, but may again hold the same office after a one-year period out of office.

Nominees for president will be solicited by the nominations committee as described in article VIII, section 2 of the GRTU bylaws

The nominee will be chosen by a majority vote of the Board of Directors in the October board meeting

#### Section 3.

The duties of the Vice - President of Chapter Affairs include: planning and/or organizing the chapter's general meetings; assisting the President, other officers, and the Directors as needed or directed . The Vice President of Chapter Affairs shall assume the duties of the President if the President is absent or unable to perform the President's duties. The Vice President of Chapter Affairs shall perform the duties assigned by the Board of Directors and the President.

#### Section 4.

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 5.

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, lease orientations, rules and requirements, and program permits; the communication with T.U. National 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 6.

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.

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 7.

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 website. The Secretary shall also maintain the correspondence of the Chapter.

## Article VI.

### National Leadership Council

#### Section 1.

The Chapter shall designate a nominee for Trout Unlimited's National Leadership Council, (NLC). 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.

#### Section 2

##### Duties

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 is required to solicit the Board's input on matters that significantly affect the Chapter, and give periodic progress reports on the activities of the NLC to the Board and membership.

#### Section 3

##### Terms of Office

The nominee will be chosen by a majority vote of the Board of Directors in the October board meeting, for a term of one year.

NLC representatives may serve a maximum of five consecutive one year terms. Nominees for the State Council Chair will be solicited by the nominations committee as described in article VIII, section 2 of the GRTU bylaws.

The chair may be removed at any regular or special board meeting, at which a quorum is present, by a two-thirds vote of the directors in attendance.

#### Section 4.

The NLC representative should attend the TU annual meeting and the Mid- South regional meeting.

The NLC representative will be a voting officer on the GRTU board of directors.

#### Article VII

##### State Council Chair

#### Section 1.

The Chapter shall designate a nominee for the Texas State Council Chair. Until such time that Texas has more than one chapter, GRTU will elect a State Council Chair, but will not create a separate state council organization.

#### Section 2.

##### Duties

The duties of State Council Chair shall require the nominee to participate in monthly council meeting conference calls with other state council chairs; Represent the GRTU board in the council meetings; and provide reports to the board concerning the council meeting content and information which could affect TU or GRTU. The Chair should attend the TU annual meeting and the Mid- South regional meeting.

The Chair will be a voting officer on the GRTU board of directors

#### Section 3.

##### Terms of office.

The nominee will be chosen by a majority vote of the Board of Directors in the October board meeting.

The nominee will be elected to a term of two years, and may not serve more than two consecutive terms.

Nominees for the State Council Chair will be solicited by the nominations committee as described in article VIII, section 2 of the GRTU bylaws

The chair may be removed at any regular or special board meeting, at which a quorum is present, by a two-thirds vote of the directors in attendance.

#### Article VIII.

##### Election, Vacancy

#### Section 1.

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 2.

For officer positions (including National Leadership Council and State Council Chair), a nominating committee consisting of three people appointed by the President, and headed by the President, or a designee of the President, shall recommend a slate of nominees to the board of directors. Submissions for nominees will be solicited by the nominations committee from chapter members and leaders.

Officers are elected by a majority vote of the board of directors in the April board meeting. The National Leadership Council representative and the State Council Chair are elected by a majority vote of the board of directors in the October board meeting, to align with the TU national calendar.

Any member in good standing with the chapter may submit their name for consideration for any office of this chapter.

### Section 3.

For open director positions, the nominating committee described in section 2 will solicit nominees from chapter members and leaders. The nominations committee will vet the nominees and recommend a slate of candidates to members in the April general membership meeting. Directors are elected by chapter members by a simple majority vote of members present.

## Article IX.

### 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.

G. Fisheries: This committee is responsible for assisting the VP of Fisheries with management of stocking, lease agreements, and recommendations to the board for changes in those programs as necessary.

#### Section 2.

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



Article X.  
Fiscal Year

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

Article XI.  
Amendment of By-Laws

Section 1.  
These Chapter bylaws 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 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. All proposed amendments to the Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment. Proposed amendments shall be accompanied by a recommendation of the Board of Directors either for or against adoption.

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 XII.  
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.  
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 chapter president may commit funds for normal operating expenditures without

prior approval by the Board of Directors as long as the amount does not exceed an aggregate of \$500.00. Notification of such expenditures will be made to the Board of Directors as soon as practical.

The Board of Directors may authorize obligations or debt exceeding \$500 only in pursuance of the normal business of the Chapter.

Section 4.

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

Section 5.

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 \_\_22th\_\_ day of \_October\_\_\_\_\_, 2016

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William Marshall, Secretary

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Joe Filer, Chapter President

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