

Donegal Chapter Trout Unlimited By-Laws

Article I **Organization and Purposes**

Section 1 The name of the organization shall be Donegal Chapter, Trout Unlimited, herein after referred to as the “Chapter”.

Section 2 The purpose of the Chapter shall be to conserve, protect and restore the coldwater fisheries of Lancaster County 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 “Trout Unlimited”, 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 By-Laws and policies of Trout Unlimited. The Chapter’s use of the Trout Unlimited name, logo, and Chapter affiliation with other organizations and businesses shall conform to Trout Unlimited 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. The Chapter shall not charge any fees for newsletters.

Section 2 Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter provided that the individual resides in the Chapter’s geographical area (Lancaster County, PA). 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 Officers and Duties

Section 1 The officers of the Chapter shall be: a **President**, a **Vice President**, a **Secretary**, and a **Treasurer**, all of whom shall ipso facto and ex-officio be members of the Chapter's Board of Directors. The officers shall be elected by the membership at the Annual Membership meeting. All candidates for Chapter Officers must have previously served on the Board of Directors for at least one (1) term before being eligible for election. 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.

Section 2 The President: shall serve as general executive officer and shall preside at all meetings. He/she shall appoint all chairs of committees and he/she shall be an ex-officio member of all Chapter committees.

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. He/she is also eligible to serve as the Chair of a Committee. The Vice President is the only Chapter officer eligible to do this.

Section 4 The Treasurer shall have custody of all funds and property of the Chapter. The Treasurer, along with the President, may sign and execute in the name of the Chapter, all contracts, agreements and other obligations of the Chapter. The Treasurer shall endorse on behalf of the Chapter all checks, notes, drafts, electronic credits and transfers and shall deposit the same and all other revenues to the credit of the Chapter in such bank or banks as the Board of Directors may designate. The Treasurer shall sign all checks or warrants for the disbursement of funds of the Chapter. In the event that the Treasurer is unavailable or unable to sign the above mentioned checks, notes, drafts, warrants, credits and transfers, the President is authorized to sign in his/her place. He/she shall also keep full and accurate accounts of all monies received and paid on account of the Chapter, and at each meeting of the Board of Directors or whenever required by the Board of Directors, shall render a statement of the Chapter's accounts.

Section 5 The Treasurer shall also:

- 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.
- Make all necessary filings with the Internal Revenue Service and state and local authorities.
- 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 6 The Secretary shall keep the minutes of all meetings of the Board of Directors. He/she shall be the custodian of all records, papers, files and books of the Chapter.

Section 7 The immediate past President shall be an ex-officio member of the Board of Directors and shall assist the President in the administration of the Chapter.

Article IV **Election, Term, Vacancy**

Section 1 The President, Vice President, and Secretary shall be elected by a vote of the Chapter membership at the Annual Meeting of the Chapter for a one-year term. He/she may be reelected for one (1) successive term, and shall be eligible to serve for up to two (2) consecutive one-year terms.

Section 2 The Treasurer shall be elected by a vote of the Chapter membership at the Annual Meeting of the Chapter for a two-year term. He/she may be reelected for one (1) successive term, and shall be eligible to serve for up to two (2) consecutive two-year terms.

Section 3 All officers shall serve until the next election. 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 All retired officers must sit out for one (1) term before they are eligible for re-election to the same office. They are however immediately eligible to serve as a different officer, or on the Board of Directors, upon retirement from their current office.

Section 5 A simple majority vote of those Chapter members present and in good standing at the Annual Meeting will be sufficient to elect all officers.

Section 6 The Nominating Committee shall consist of three (3) Board Members, and will be appointed by the Board of Directors. They shall nominate, and present to the Board of Directors for approval, candidates for each Officer and Board Member required for election at the next Annual Meeting. All Chapter members shall be made aware of said nominations, along with the notice of the Annual Meeting via the Chapter newsletter and the Chapter website. Nominations may also be made from the floor during the Annual Meeting.

Article V **Board of Directors**

Section 1 The Board of Directors shall consist of no fewer than six (6) members, in addition to the (4) officers listed in Article III. These Board Members shall be elected by a vote of the Chapter membership at the Annual Meeting of the Chapter to serve a three (3) year term, and, shall be eligible to serve for up to two (2) consecutive three-year terms. In order to provide for continuity, their terms shall be staggered so that no more than one-third of the Directors' terms expire in any given year.

Section 2 The Board of Directors is responsible for the general supervision of the Chapter's affairs. Each Board Member shall have a specific assignment as Chair of a specific Committee as a condition of his/her position on the Board. Newly-elected Board Members may serve as "Board Members At Large" for up to one 3-year term in order to integrate them into the Board and to train them for a specific assignment. There should be no more than three (3) "Board Members At Large" on the Board at any one time.

Section 3 The Board of Directors shall meet on a regular basis, but no less than 6 times per year. Board Members must attend at least 50% of the regularly scheduled meetings in order to maintain their position on the Board. Special meetings may be called by the President or upon the request of at least 50% of the Board Members. Notice may be given by phone or by e-mail. 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 that 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 50% 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 Notice of any special meeting must be given in writing at least seven (7) days prior to the meeting

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 VI **Committees**

Section 1 The following functions will be represented by committees:

- 1) **Membership** - Oversee membership services, such as updating and correcting the master list, and membership development to build and sustain membership (i.e., following through to seek renewals from members whose renewal date is coming up).
- 2) **Programs** - This position is responsible for securing an appropriate meeting place and for providing engaging and entertaining programs for the monthly Chapter Meetings (9 programs per year, excluding the 2 summer picnic meetings).
- 3) **Fund Raising** - This position is responsible for providing leadership for Chapter fundraising opportunities (principally the Annual Spring Banquet), and for building the fund-raising capability of the Chapter so that there is sufficient funding for the Chapter's activities and projects.
- 4) **Communications/Public Relations** - This position is responsible for providing contact and communications with those outside of the Chapter organization. This communication should be presented in a manner that is consistent with the Chapter's mission and that portrays the entire Trout Unlimited organization in a positive manner.
- 5) **Newsletter** - This position is responsible for creating, editing, and publishing, the Chapter's monthly newsletter *The Mayflyer*. In addition this position is also responsible for securing advertising for *The Mayflyer*. Note that this position may be combined with the Website committee where individuals exist with skill sets common to both functions.
- 6) **Website** - This position is responsible for creating, maintaining, and enhancing the Chapter's website. Note that this position may be combined with the Newsletter committee where individuals exist with skill sets common to both functions.

7) Conservation - This position is responsible for leading the Chapter in conservation projects that are consistent with the Chapter's mission, and for focusing the Chapter on activities that directly support Trout Unlimited's mission of conserving, protecting, and restoring coldwater fisheries and their watershed.

8) Education - This position is responsible for providing conservation-based education to Chapter members and to the general public. A special emphasis is to be placed on Youth based education. Where possible this Youth education should be integrated into schools through programs such as "Trout In The Classroom" and "Adopt A Trout".

9) Volunteer Coordinator - This position is responsible for providing overall coordination and availability of volunteer resources for the Chapter's activities, and for making available Chapter volunteer resources for appropriate conservation based activities for other organizations.

10) Nursery – This position is responsible for managing and maintaining DTU's tree and shrub nursery that provides plant material for the Chapter's Conservation activities.

Section 2 Special committees may be appointed by the President as necessary with the approval of the Board of Directors.

Section 3 Selection of committee members shall be the responsibility of the respective committee chairpersons.

Article VII **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 to conduct other business of the Chapter.

Section 2 Notice of the Annual Meeting shall be made available to Chapter members through the Chapter's newsletter and website at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the Annual Meeting, including the slate of officers and directors 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, the Board of Directors, or upon written request of the lesser of ten percent (10%) of the Chapter membership, or twenty (20) Chapter members. Notice of the time, date, place and agenda of all special meetings must be made available to all Chapter members (via the Chapter's newsletter and website) at least seven (7) days prior to the 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.

Article VIII
Fiscal Year

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

Article IX
Amendment of By-Laws

Section 1 These By-Laws may be amended at the Annual Meeting, or any 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 Chapter members (via the Chapter's newsletter and website), 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 simple 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 or net earnings 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.

Approval

The Officers and Board Members of the Donegal Chapter of Trout Unlimited have approved these By-Laws on this 20th day of December, 2011.

_____ *Wayne Boggs* _____

_____ *Gary Roulston* _____

_____ **Tom Hall** _____

_____ *Glen Nephin* _____

_____ *Ted Downs* _____

_____ *Ned Bushong* _____

_____ **Tim Suloff** _____

_____ *Faye Haering* _____

_____ *Mark McMaster* _____

_____ *Bob Albright* _____

_____ *Tom Royer* _____

_____ *Bob Kutz* _____

_____ *Glen Mattow* _____

_____ *Greg Wilson* _____

_____ **Kevin Fausey** _____

_____ *Dan Brandt* _____
