

Donegal Chapter of Trout Unlimited Bylaws

Article I **Organization and Purposes**

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

Section 2 The purpose of the Chapter shall be to conserve, protect, restore, and sustain 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 Bylaws 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 Bylaws 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 Officer should have previously served on the Board of Directors or must have background or experience equivalent to Board membership 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.

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 and of all Membership Meetings. He/she shall be the custodian of all records, papers, files, and books of the Chapter. The Secretary shall provide updated Officer and Board of Director contact information to Trout Unlimited within 30 days of any change.

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 live 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 live 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 With the exception of the immediate past President, any Board Officer that has reached his/her term limit must sit out for one year before they are eligible for reconsideration as a Board Director.

Section 5 A simple majority vote of those Chapter Members present and in good standing or participating live by remote access, such as videoconferencing, 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. This committee shall be named within 30 days of the beginning of a President taking office. The Nominating Committee shall nominate and present to the Board of Directors for approval one (1) or more candidates for each Officer and Board Director 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 and by other communication methods as may become available through advances in internet technology. 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) *non-officer Board Directors* in addition to the four (4) Officers listed in Article III. The six (6) Board Directors shall be elected by a vote of the Chapter Membership at the Annual Meeting of the Chapter to serve a two-year term and shall be eligible to serve for up to two (2) consecutive two-year terms. Voting shall be live by Members attending the meeting or participating live by remote access, such as videoconferencing.

Any non-officer Board Director that has reached his/her term limit and has not been elected as a Board Officer must sit out for one year before becoming eligible for reconsideration as a Board Director. The number of Directors on the Board shall be limited to fifteen (15) persons. The number of Directors shall not exceed two times the number of Officers to allow for Co-Chairpersons in those cases when it is deemed appropriate.

All Directors must be Members in good standing of Trout Unlimited.

Section 2 The Board of Directors is responsible for the general supervision of the Chapter's affairs. Each Board Member may have a specific assignment as chair of a specific committee.

Section 3 The Board of Directors shall meet on a regular basis but not less than six times per year. Board Members must attend each regularly scheduled meeting in order to maintain their position on the Board unless excused by the President. Attendance may be in-person or virtual using videoconferencing.

The Board of Directors, by a two-thirds vote of those in attendance at a Board of Director's meeting, may remove any Board Member when it is determined to be in the best interest of the Chapter. A Director may resign from the Board at any time by providing a letter of resignation to the Chapter Secretary

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 email. Upon notice, the meetings of the Board of Directors may be conducted by telephone or by other communication methods as may become available through advances in internet technology. 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 Fifty (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 except removal of a Director as specified in Section 3.

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.

Section 7 All elections to the Board of Directors shall be as described in Article IV and Article V above. No person shall serve more than eight (8) consecutive years (combined Officer and Board Director terms). After serving a total of eight (8) consecutive years, a Board Director or Officer must sit out for one year before they are eligible for reconsideration as a Board Director or Officer.

Article VI Committees

Section 1 The primary functions of the Chapter shall be overseen by the following committees:

- 1) **Conservation** – This committee is responsible for leading the Chapter in conservation projects that are consistent with the Chapter’s mission. These projects shall also support the mission to reconnect, restore, protect, and sustain cold-water watersheds. Responsibilities shall include but not be limited to landowner and partnership engagement, project construction and management, buffer establishment and maintenance, maintaining the Chapter’s plant nursery, and securing funding for said construction projects.
- 2) **Communications** – This committee is responsible for providing clear, accurate, timely, and consistent information across all Chapter communication channels to those both inside and outside of the Chapter organization. The communications shall 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. Areas of responsibility shall include but not be limited to ensuring unified branding and messaging across Chapter communication channels including the Chapter newsletter, website, social media, and relevant printed or digital materials that elevate and promote the Chapter mission.
- 3) **Education** – This committee is responsible for providing conservation education to the Chapter’s members and Lancaster County at large. Areas of responsibility shall include but not be limited to enhancing and increasing participation in the Chapter’s youth programs such as Trout in the Classroom, providing programs for the Chapter’s membership meetings, engaging with area colleges, universities, and other organizations within the Lancaster County community to inform the community of the Chapter’s mission.
- 4) **Fundraising** – This committee is responsible for providing leadership to secure funds sufficient to cover costs required for the Chapter’s activities and projects. Areas of responsibility shall include but not be limited to: Chapter fundraising events and donor engagement activities. This committee shall provide support to the other committees where needed.
- 5) **Initiatives** – This committee is responsible for organizing and coordinating engagement activities with diverse groups within the community. Areas of responsibility shall include but not be limited to engaging veterans, women, and youth.
- 6) **Membership/Volunteers** – This committee is responsible for building and sustaining the membership of the Chapter. This committee shall also manage and/or coordinate volunteer resources and programs for Chapter activities. Areas of responsibility shall include but not be limited to regularly monitor the Chapter’s roster as provided by Trout Unlimited, engage with the membership in order to learn their interests and talents, recognize and reward volunteers for their service to the Chapter, coordinate with the other committees as needed.

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

Section 3 Committee chairpersons shall report the activities of their respective committees and subcommittees to the Board of Directors at each scheduled board meeting. Committee chairpersons shall be responsible for establishing and maintaining a budget which is approved by the Board of Directors. Selection of committee members shall also be the responsibility of the chairperson.

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 and/or or by other communication methods as may become available through advances in internet technology 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 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 Bylaws**

Section 1 These Bylaws may be amended at the Annual Meeting, or any Special Meeting, if at least the lesser of 20 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 thirty (30) days' notice to the Chapter Members (via the Chapter's newsletter and website and/or or by other communication methods as may become available through advances in internet technology), 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 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.

CERTIFICATE OF ADOPTION

I, the undersigned and duly elected Secretary of Donegal Chapter of Trout Unlimited, do hereby certify that the foregoing document is a true and correct copy of the Bylaws of the Corporation as adopted by the Membership on the 20 day of April, 2022.

Secretary of Donegal Chapter of Trout Unlimited

Printed Name

Donegal Chapter of Trout Unlimited Bylaws Revision History

Revision dated April 2022

- Cover to Cover review.
- Corrected minor spelling, grammatical errors, and terminology throughout.
- Added clarification throughout indicating when membership voting is required, it shall be done so in person at a meeting or by other means such as videoconferencing if made available.
- Revise Article III, Officers and Duties, Section 1 to allow a candidate for an Officer position to have a background or previous experience equivalent to board membership in lieu of requiring previous board membership.
- Revise Article III, Officers and Duties, Section 6 to indicate that the Chapter Secretary will keep meeting minutes of both the Board of Directors and general Membership meetings.
- Re-write of Article IV, Elections, Term, Vacancy, Section 4 to impose Board officer term limits.
- Revise Article IV, Elections, Term, Vacancy, Section 6 to add the requirement that the Nominating Committee be appointed within 30 days of a President taking office. Also added wording for the use of internet technology when notifying Chapter members of Chapter activities.
- Re-write of Article V, Board of Directors, Section 1 to include changes to the number of Board Directors, their term limits, and a requirement that Directors must be a member of Trout Unlimited.
- Revise Article V, Board of Directors, Section 2 to strike last two sentences.
- Re-write of Article V, Board of Directors, Section 3 to revise meeting attendance requirements for Board Directors, add a policy for removal of a Board Director, and add a procedure for resignation by a Board Director.
- Revise Article V, Board of Directors, Section 4 to include an exception for the removal of a Director as specified in Section 3.
- Add Article V, Board of Directors, Section 7 to establish a limit of the number of consecutive years a Board Director may serve.
- Re-write of Article VI Committees, Section 1 to better describe a committee's function and better align it with the Chapter's organization chart.
- Revise Article VII, Membership Meetings, Section 2 to include the use of internet technology when notifying Chapter members of Chapter activities.
- Revise Article IX, Amendment of By-Laws, Section 1 to be consistent with Article VII, Membership Meetings, Section 4 as it pertains to the number of Chapter members required at a Special Meeting. Also added wording for the use of internet technology when notifying Chapter members of Chapter activities.
- Revise Signature Page to align with PA Council TU By-Laws wherein the Chapter Secretary certifies that Chapter membership has adopted the amended By-Laws.