

Bylaws of the Twin Cities Chapter of Trout Unlimited.
Approved by Chapter Membership on October 29, 2019

Article I. Organization and Purposes

Section 1.

- The name of the organization shall be:
Twin Cities Chapter of Trout Unlimited (abbreviated as TCTU)
Only this name, or its abbreviation, shall be used in official chapter communications.

Section 2.

- The purpose of the Chapter shall be to conserve, protect and restore cold-water 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. (Herein after referred to as "Trout Unlimited")
- 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 TCTU 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 TCTU Chapter.

Section 3.

- The Bylaws of Trout Unlimited shall govern the dismissal of Chapter members. As of September 23, 2018, the Bylaws of Trout Unlimited state in Article II Section 3, paragraph c:

"A chapter may dismiss a member from the chapter's membership (not from Trout Unlimited National membership) for cause deemed to be detrimental to Trout Unlimited, by a simple majority vote of the chapter membership at a regularly scheduled meeting of the chapter membership. The dismissal from chapter membership may be appealed by the affected member to the council only or to the Board of Trustees, if there is no council in the state. "

- The Board of Directors of TCTU may suspend a member from chapter membership for cause deemed to be detrimental to Trout Unlimited by a simple majority vote, with the suspension to be in effect until the next regularly scheduled Chapter Meeting, upon which chapter members may vote on dismissal.

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.

- TCTU is committed to attracting a diverse group of members. The Chapter welcomes all members without regard to race, color, religion or belief, national, social or ethnic origin, sex (including pregnancy), age, physical, mental or sensory disability, HIV Status, sexual orientation, gender identity and/or expression, marital, civil union or domestic partnership status, past or present military service, family medical history or genetic information, or family or parental status. TCTU will not tolerate discrimination or harassment based on any of these characteristics.

Article III. Membership Meetings

Section 1.

- The Annual Meeting of the Chapter shall be held on a date set by the Board of Directors.
- Elections for Directors will be conducted during the Annual Meeting.
- The President and the Treasurer shall present annual reports to the members.
- Additional business will be conducted if needed.
- If either the President or the Treasurer cannot be present at the Annual Meeting, the President will appoint another Board Member to perform his/her duties.

Section 2.

- Notice of the Annual Meeting shall be sent to each member at least sixty (60) days prior to the meeting. The meeting notice shall include the date, time, place and agenda. Notice may be sent electronically and/or in print. Any additions or changes to the agenda must be proposed by Chapter members at least fifteen (15) days prior to the meeting.

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, Board of Directors or upon the written request of the lesser of ten percent (10%) of the members or thirty (30) 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. Notice may be sent electronically and/or in print.
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Section 5.

- *Robert's Rules of Order, Newly Revised* shall govern meetings on all matters relating to order and procedure, unless otherwise indicated in these bylaws.

Section 6.

At any meeting of the members, the lesser of thirty (30) members or 10% of the members shall constitute a quorum, unless otherwise stipulated in these bylaws. The vote for any particular question before a meeting shall be by show of hands unless a majority of members present and entitled to vote shall demand that the voting be by ballot. The only items of business that may be conducted without a quorum are approval of the minutes, an agenda which provides for a program, and adjournment of the meeting.

Article IV. Board of Directors

Section 1.

- The Board of Directors is responsible for the general supervision of the Chapter's affairs and finances, and for selecting the officers from among the Board members.
- The Board of Directors is responsible for overseeing an annual audit of the Chapter's finances, including selecting a party without check signing authority or other authority over the chapter's accounts to lead the audit.

Section 2.

- There will be three (3) or four (4) officers as explained in Article V.
- The Board shall consist of fifteen (15) members, including officers and ex officio members. The Board of Directors will have the discretion to leave positions open until the next election if not enough qualified candidates stand for election.
- Each Director shall serve a three-year term. Terms shall be staggered, with one-third (1/3) of the Directors elected each year.
- Each officer shall serve a one-year term. No Officer shall serve more than four (4) consecutive one-year terms in the same office, but an Officer may again hold the same office after a one-year period out of office.
- Effective January 1st, 2019, no Director may stand for election more than three consecutive times. A Director may stand again for election after leaving the Board for at least one (1) year.
- The immediate past President shall be a voting ex-officio member of the Board of Directors for the first term of his or her successor.
- All Directors shall be current members of Twin Cities Trout Unlimited in good standing (not dismissed, not suspended, per Article II Section 3).

Section 3.

- The Board of Directors shall meet regularly (at least four times per year). Notice of meetings, together with the agenda, shall be provided at least seven (7) days in advance.
- Upon notice, the meetings of the Board of Directors may be conducted by teleconference and/or videoconference.

Section 4.

- A simple majority of the members of the Board of Directors shall constitute a quorum and, unless stated otherwise in these bylaws, a simple majority vote of those voting is required to approve any official action.

Section 5.

- Special Board meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by a majority of the 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 sent electronically and/or in print.

Section 6.

- If a Director is unable to serve for any reason, the vacant Director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of the Board of Directors or at a special meeting called for this purpose by the President.

Section 7.

The following voting procedures apply to all Regular and Special Board meetings:

- Board members may vote in person or by teleconference or videoconference.
- Board members may also vote by email, provided all members are given the opportunity to vote. The President is authorized to call an email vote at his or her discretion and to set the time limit for voting, subject to a minimum time limit of seventy-two (72) hours to allow for comment and debate.
- All votes shall be by roll-call vote excluding email votes. All votes shall be reported in the minutes of the Board of Directors.

Section 8.

- The Board of Directors will adopt a conflict of interest policy and have the authority to implement it.
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Article V. Officers and Duties

Section 1.

- The officers of the Chapter shall be:
 - President
 - Vice President
 - Secretary
 - Treasurer
- The Officers shall be elected by the Board.
- No person shall hold more than one (1) office at any time, except for the offices of Secretary and Treasurer. (All officers may serve on committees if they wish to do so.)
- If an Officer is unable to serve for any reason, the vacant Officer position shall be filled for the remainder of

the unexpired term by election at the next regularly scheduled meeting of the Board of Directors or at a special meeting called for this purpose.

- In order to serve, the President and Vice President must demonstrate that they have at least one (1) year of experience in an executive or board member position. This qualification will be waived if no candidate meets it.
- In order to stand for election, the Treasurer must have experience in accounting or managing the finances of a for-profit or non-profit organization. This qualification will be waived if no candidate meets it.

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.
- The President shall represent TCTU on the Board of the State Council or may appoint another Director to serve in his or her place.

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.
- If both the President and Vice President are absent or unable to perform the President's duties, the President or in the President's absence, the Board of Directors shall assign another Director to perform such duties.
- The Vice President shall perform other duties assigned by the Board of Directors and the President.

Section 4.

- The Treasurer shall oversee all accounts and assets 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 the Board of Directors designates.
- All checks for the disbursement of funds of the Chapter above \$1,000 shall be approved by the President 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 be responsible for the Chapters' compliance with Trout Unlimited's Policy on Financial Controls for Chapters and Councils and shall work with the auditor appointed by the Board in the annual audit of transactions of the Chapter.
- The Treasurer shall also:
 - 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.
 - Submit a complete Annual Financial Report (AFR) for the chapter to Trout Unlimited prior to the deadline set by National.
 - 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.
 - The Treasurer will also make all necessary filings with the Internal Revenue Service and state/local authorities.
 - Upon request and notification to the President, the Treasurer will permit access to the Chapter's books, records and accounts to any Chapter Officer, Director or designated representative of the State Council and/or Trout Unlimited.

Section 5.

- The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership.
- The Secretary shall keep an accurate and current record of all Chapter memberships. The secretary may choose to share this responsibility with the chair of the Membership Committee.
- The Secretary shall be responsible for maintaining a record of the electronic communication addresses of the members. The secretary may choose to share this responsibility with the chair of the Membership Committee.
- 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. The secretary may choose to share this responsibility with the chair of the Communications Committee.
- Notices may be sent electronically and/or in print. The Secretary shall also maintain the correspondence of the Chapter.

The Secretary will keep all pertinent documents of historical value and may send them out periodically when requested by the Board of Directors.

Article VI. Elections

Section 1.

- Chapter Directors will be directly elected by Chapter members from a ballot prepared by the Nominations Committee and approved by the Board of Directors.
- Elections will be held at the Annual Meeting of the members of the Chapter. If elections cannot be held at the Annual Meeting, the Board of Directors will decide on a new election date and notify the Nominations committee.

Section 2.

- The Nominations Committee shall consist of five (5) members, all of whom must be members of Trout Unlimited.
- The President shall select the Chair of the Nominations Committee, who shall then select the other four (4) members.
- The Nominations Committee shall notify all Chapter members of an election at least sixty (60) days in advance. The notice shall also contain a request for nominations, providing at least fifteen (15) days for submission of nominations.
- To be eligible, a nominee must be a member of TCTU and be a Trout Unlimited member in good standing. Nominees must submit a statement outlining their qualifications and their reasons for their candidacy.
- The Nominations Committee will submit all eligible nominees to the Board of Directors at least thirty (30) days before the election date.
- The Board of Directors will approve the slate of nominees. All eligible nominees will be included on the ballot. Nominations from the floor will not be allowed.

Section 3.

- All TCTU Chapter members who are Trout Unlimited members in good standing are eligible to vote.
- Proxy votes are not permitted.
- The lesser of thirty (30) votes or 10% of the Chapter membership will constitute a Quorum.
- Elections shall be conducted by a show of hands, unless any member presents a motion for anonymous paper ballot. Motion needs a majority vote (by show of hands) to pass.
- Each chapter member will be permitted to cast a quantity of votes equal to the number of open positions for Directors, but a member need not cast all of the member's votes. Of these votes, a maximum of one (1) vote may be cast per Director. Casting multiple votes for one Director is not permitted.
- Candidates receiving the highest number of votes will be elected to fill the open positions. In case of a tie vote, the Board of Directors shall decide the winner by a simple majority vote.

Section 4.

- At the annual meeting, the outgoing president shall set a meeting of the Board of Directors to elect the new officers, within 30 days of the annual meeting.

Article VII. Committees

Section 1.

- The Board of Directors may establish standing committees/teams, whose Chairperson shall be appointed by the President. The names of the committees and chairpersons shall be published on the Chapter Web Site.

Section 2.

- Additional ad hoc committees may be established from time to time by the President or the Board of Directors. These team leads will be established and used when recruiting new members for leadership roles.

Article VIII. Fiscal Year

Section 1.

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

Article IX. Form of Notice

Section 1.

- Any notice required by these Bylaws may be given (A) by mail; (B) by publication in a Chapter newsletter sent to all members; and/or (c) when a member has provided a means of electronic communication to the Chapter, by electronic communication.

Article X. Amendment of Bylaws

Section 1.

Chapter Bylaws may be amended at any annual meeting or any special meeting of the members called for that purpose.

All Chapter members who are Trout Unlimited members in good standing are eligible to vote.

- Each chapter member will receive one vote. Proxy votes are not permitted.
- The lesser of thirty (30) votes or 10% of the Chapter membership will constitute a quorum.
- Votes shall be conducted by a show of hands, unless any member presents a motion for anonymous paper ballot. Motion needs a majority vote (by show of hands) to pass.
- Amendment of the bylaws shall require a majority of those voting.
- All proposed amendments to the Bylaws shall require at least a 30-day notice to the members, with the notice specifying the proposed amendments.
- Notice will be provided as per Article IX.
- Any amendment or revision of these Bylaws shall be consistent with the bylaws of Trout Unlimited.

Article XI. 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: To conserve, protect and restore cold-water fisheries and their watersheds.

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 TCTU Chapter shall revert to Trout Unlimited.