

## Bylaws of the Clear Fork River Chapter #667 of Trout Unlimited

### Article I. Organization and Purpose

*Section 1.* The name of the organization shall be Clear Fork River Chapter #667 Trout Unlimited.

*Section 2.* The purpose of the Chapter shall be to conserve, protect, restore, and promote the appreciation and conservation of coldwater fisheries and their watersheds by improving the aesthetic and recreational value of the human engagement with these watersheds through fly fishing. The Chapter shall focus its efforts in and around the coldwater fisheries and watershed areas located within the geographical area designated by Trout Unlimited for our Chapter. 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. All policies, objectives, and activities pursued by the Chapter and its members shall support and be in conformity with the aims, purposes, bylaws, and policies of Trout Unlimited (TU). 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 its Directors while acting in their capacity as a Director or member of this chapter, 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 as defined by Trout Unlimited. Any Trout Unlimited member in good standing from a different chapter's geographic area may choose to become a member of this 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 of the names, addresses, contact information, or other personal information of the members.

## Article III. Membership Meetings

*Section 1.* The Annual Meeting of the Chapter shall be held on a date set by the Board of Directors, normally to take place in the month of February, of each year, to elect Officers and Directors and to conduct other business of the Chapter. The Annual Meeting may be held in person or conducted virtually through video conferencing as deemed appropriate by the sole decision of the majority vote of the Executive Committee. The President and the Treasurer shall present annual reports to the membership. Newly elected Board Officers and Directors will assume their offices at the conclusion of the Annual Meeting.

*Section 2.* Notice of the Annual Meeting shall be sent and/or emailed to each member at least fifteen (15) days prior to the meeting and will also be posted on the Chapter website. 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. Normally meetings are held once each month of the year (except in June, July, and August) on the second Monday of the month, but may be held on any other day of the week as required by the availability of the venue or due to other scheduling or facility considerations.

*Section 4.* Special meetings may be called by the President, or upon the written request of any two (2) of the Directors or Officers, or by twenty (20) members of the Chapter. 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. The written request can be in the form of an e-mail.

*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 in good standing of the Clear Fork River Chapter #667 Trout Unlimited shall be permitted to vote at any meeting of the members. Motions from the floor and votes from the membership will be accepted through video conferencing from all members participating in the meetings in that manner. No proxy voting shall be allowed.

#### 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 be comprised of appointed and elected members. Appointed Members of the Board of Directors shall be elected Officers of the Chapter who are automatically appointed to serve on the Board of Directors consequent to their election to Office and during their term of service for that Office. Elected Members of the Board of Directors shall be regular non-Officer Chapter members elected by the Chapter membership to serve on the Board of Directors.

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*Section 3.* The Board of Directors shall consist of no fewer than six (6) and no more than eleven non-Officer (11) elected Directors pursuant to Article V, section 1. Each elected Director shall serve a six-year term, with Directors' terms staggered to provide for continuity. The immediate past President, if possible, shall be a non-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 Trout Unlimited.

*Section 4.* The Board of Directors shall meet regularly but no less than two (2) times per year. Normally the Board of Directors meets prior to two or more of its monthly Chapter meetings. Upon notice, the meetings of the Board of Directors may be conducted by telephone or virtual conferencing. 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 5.* 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 6.* Special meetings of the Board of Directors may be called by the President or by any two (2) Directors or other Officers 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 fax or e-mail.

*Section 7.* 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. If a Director is inactive for one year, this Director may be removed from the Board by a vote of the Board of Directors.

## Article V. Officers and Duties

*Section 1.* The Officers of the Chapter shall be: President, Vice President, 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 membership at the Annual Meeting of the membership. A slate of candidates for Officers shall be put forward by the Nominating Committee; Officer candidates can also be proposed for nomination from the floor.

*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.

In addition, the President shall:

- A. Develop and present the annual budget with the assistance of the Treasurer
- B. Be responsible for executing contracts and agreements
- C. Communicate to the general public about Chapter affairs and Board decisions
- D. Coordinate grant writing and financial development
- E. Assist the Treasurer in preparing and submitting the Trout Unlimited Annual Financial Report (AFR) form
- F. May serve as ex-officio member of any committee except the Nominating Committee
- G. In support of the Treasurer, the President may sign and execute, in the name of the Chapter, any contracts, agreements, and other obligations of the Chapter as needed.

*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.

*Section 4.* The Secretary shall record and keep the minutes of all meetings of the Board of Directors and of the Annual Meeting or any other meeting of the membership in which Chapter business or elections are held.

In addition, the Secretary shall also:

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- A. Record for all regular Chapter meetings and events, a synopsis of each event and a brief description of the presentation speaker, topic, or other program activity along with any substantive information and member input.
- B. Keep the minutes of the Board of Director's meetings and the minutes and synopses of Chapter meetings and events in a notebook binder for this purpose. This binder is to remain in the care of the Chapter and is to be retained by the current Secretary. Such meeting minutes and event synopses which are recorded and kept in the binder shall also be posted in digital format to the Chapter's website and maintained in a digital archive.
- C. Assist the Treasurer in preparing the AFR form, as needed.
- D. Assist the President, as needed, in sending notices to members of the Chapter, as required by these bylaws or otherwise. Notice may be in writing, by fax, e-mail, or by postings on the Chapter's website.
- E. Maintain a file copy of correspondence and significant transactions of the Chapter, as warranted.

In the absence of the President and Vice President, the Secretary shall perform the duties of the President as assigned by the Board of Directors.

*Section 5.* The Treasurer shall have custody of all funds and property 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. All transactions and disbursements of funds of the Chapter exceeding \$500 shall be authorized in writing by both the President and Treasurer, except when advance authorization is given in writing or by e-mail by the President to the Treasurer for specifically expected disbursements of more than \$500. The Treasurer may sign and execute in the name of the Chapter those contracts, agreements, and other obligations, approved by the President, as necessary to facilitate Chapter functional, financial, or fiduciary responsibilities. 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.

In addition, 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 TU. The AFR will be in compliance with the policies and requirements of TU 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. Make all necessary filings with the Internal Revenue Service and state and local authorities.
- D. Maintain entity registration in the System for Award Management (SAM) every year as necessary for the acceptance of federal grant awards.
- E. Maintain active status by renewal with the State of Ohio Secretary of State's office as a not for profit entity as needed.
- F. Upon request, permit access to the Chapter's books, records, and accounts by any Chapter Officer, Director, or designated representative of the State Council of Trout Unlimited.

## Article VI. Election, Term, and Vacancy

*Section 1.* The Chapter Officers shall be elected for two-year terms. No Officer shall serve more than four (4) consecutive two-year terms in the same office unless approved to do so by the Board of Directors. An Officer may again hold the same office after a one-year period out of office.

*Section 2.* Upon election to office, Officers are automatically appointed to serve on the Board of Directors. Their term shall correspond with their time of service as an Officer unless they are thereafter elected to the Board of Directors by a vote of the Chapter membership.

*Section 3.* In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until a special election is held at the next regularly scheduled Annual Meeting. A special election may be called at any time for filling any vacant chapter office or for filling the remainder of the term of any vacant office position with nominee(s) provided by the Nominating Committee or taken from the floor at

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any special meeting of the membership for this purpose.

*Section 4.* A majority vote of those Chapter members in good standing, present at the Annual Meeting either in person or by virtual video conferencing, will be sufficient to elect all Officers and Directors

*Section 5.* The Nominating Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Meeting.

## Article VII. Committees

*Section 1.* Standing Committees of the Board of Directors:

The President, with the approval of a majority of the Board, may establish committees as appropriate, with the exception of the Nominating Committee, which shall be appointed by and under the direction and authority of the Board of Directors. Committees may have different types or functions, for example they may be for administrative purposes, for ongoing operational activities, or ad hoc for limited purposes or needs. Except for the Nominating Committee, the President shall appoint the committee Chair, with committee members then appointed by the committee Chair.

Nominating Committee: Appointed by, and under the authority of the Board of Directors, with the Chair appointed by the Board, all members are to be comprised of Board of Director members. This committee works with the membership, Board of Directors, and Officers to identify members willing and able to serve as chapter Officers and new Board Members. When appropriate, this Committee puts forth to the membership a slate of nominees for new chapter Officers and Board Members.

*Section 2.* General Chapter Committees and Guidelines:

The following is an outline of the scope and activities for anticipated general Chapter committees as needed. These or additional general Chapter committees shall be established, continued, or discharged by the President or by the Board of Directors

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and as approved by the Board of Directors based on Chapter needs or expertise. The duration of appointments for general Chapter committee Chairs and members shall be specified and managed by the President, or by the Board of Directors, with the approval of the Board of Directors.

Communications Committee: develops and distributes the chapter newsletter, serves as webmaster for the chapter website, and prepares other communications to members or the general public as appropriate.

Education Committee: manages the Trout-in-the-Classroom program as sponsored by the Chapter; works with and coordinates with Members and volunteers to conduct the Apple Creek fly fishing clinics for youth and adults; conducts stream macroinvertebrate monitoring, physical monitoring, and other educational events held on Apple Creek; plans and oversees fly-tying educational events at Chapter meetings; and develops other educational programs as needed.

Program Planning Committee: solicits, gathers, and evaluates ideas from members or other sources on topics for monthly Chapter meeting programs; identifies and secures prospective speakers; prepares a schedule of monthly programs and speakers for Chapter meetings and delivers this information about the program to the President and Secretary in a timely manner; coordinates with speakers in advance of their presentation, including publicity as needed, and thanks them following their presentation; assists the Secretary in preparing written summaries of speaker presentations, when appropriate, for use on the Chapter website.

Fishery Committee: Apple Creek and the Clear Fork River will continue to be the main focus of the Chapter, but other fisheries and watersheds may be addressed as warranted. This Committee plans annual stockings of Apple Creek and secures funding to purchase fish; arranges, publicizes, and manages the on-stream stocking events; works with webmaster to manage the Apple Creek fishing reports on the Chapter website; works with and coordinates with the Education Committee to arrange, publicize, and manage fly-fishing clinics, stream macroinvertebrate, physical and chemical monitoring; and other educational events held on Apple Creek, the Clear Fork River, or other fishery watersheds as warranted. This Committee identifies and facilitates activities involved with stream and riparian-

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corridor habitat improvement and conservation, including the posting of suggested rules for all anglers; advocates for the stocking and protection of the Clear Fork River; coordinates with ODNR/Division of Wildlife and other similar agencies on activities and issues which may include other watersheds (for example, Chapter participation in the lampricide treatment of Lake Erie steelhead fishery tributaries).

Finance & Development Committee: works with the President and Treasurer to assure the financial stability of the chapter; coordinates with the President and Board of Directors on fund-raising events, including providing resources for and conducting the monthly raffle; develops grant- and donor-funding opportunities; and provides financial leadership and oversight as needed.

*Section 3. Additional General or Ad Hoc Committees:*

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

Article VIII. Fiscal Year

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

Article IX. Amendment of Bylaws

*Section 1.* These Chapter bylaws may be amended at any Annual Meeting or Special Meeting if at least the lesser of thirty (30) Chapter members or 10% of the Chapter's members are present. Amendment of the bylaws shall require a two-thirds vote of those voting members present. Only current members in good standing of the Clear Fork River Chapter #667 Trout Unlimited shall be permitted to vote. Any amendment(s) 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 members and with the notice specifying the proposed amendment.

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*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 X. 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 to 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 of Trout Unlimited. These assets will be held or redistributed in consultation with Trout Unlimited.

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Adopted this 15th day of March, 2021, by the CFRTU Board of Directors, Steven A. Slack, President. Motion to approve these bylaws made by Floyd Schanbacher; David Wiesenbergs seconded. Motion passed by voice vote at the March 15, 2021 meeting of the CFRTU board of Directors.

Approved this 10<sup>th</sup> day of May 2021, by vote of the general membership. David Wiesenbergs made the motion to approve; the motion was seconded. Motion carried by unanimous voice vote without objections.