

EAST JERSEY CHAPTER TROUT UNLIMITED BY-LAWS

Adopted 2011

ARTICLE I.

Section 1.

The name of the organization shall be East Jersey Chapter, Trout Unlimited.

Section 2.

The purpose of the Chapter shall be to conserve, protect and restore coldwater 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. 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.

Any person in good reputation in his community and who is a member in good standing of the parent organization of Trout Unlimited shall be eligible for membership in the East Jersey Chapter, Trout Unlimited. An applicant may be considered through the sponsorship of another member or by applying in writing.

Section 2.

A member may be expelled from membership in the chapter by vote of two thirds of the members in good standing for any cause whatever, but only after full and open discussion of such cause. After a 30 day written warning notice a member may be temporarily suspended from membership by unanimous vote of the Board of Directors should the conduct of such member be such as to be or likely to be tending to operate of result

injuriously to this chapter and its members. Such temporary suspension by the Board of Directors must be reviewed by the membership at the next regular meeting of the chapter, at which time the suspended member shall be reinstated or expelled by a two thirds vote of the members in good standing present at the meeting, but a minimum of 25.

Section 3.

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 4.

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 5.

The By-laws of Trout Unlimited shall govern the suspension or expulsion of chapter members.

Section 6.

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. 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 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 East Jersey Trout Unlimited shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

ARTICLE IV.

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 no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1 and no more than _____ members. Each non-officer Director shall serve a three-year term, with Directors' terms staggered to provide for continuity. The immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. All Directors shall be current members of East Jersey Trout Unlimited.

Section 3.

The Board of Directors shall meet regularly, but no less than six 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, 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 directors shall be chosen and elected by the membership at the annual membership 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.

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 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. All checks for the disbursement of funds of the Chapter above \$200 shall be signed by the President and counter-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 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 5.

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 web-site. The Secretary shall also maintain the correspondence of the Chapter. These responsibilities may be delegated to another director.

ARTICLE VI. Election, Term, Vacancy**Section 1.**

The Chapter officers shall be elected for two-year terms. No officer shall serve more than two (2) consecutive two-year terms in the same office, but an officer may again hold the same office after a one-year period out of office.

Section 2.

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 3.

A majority vote of those Chapter members in good standing present at the annual business meeting will be sufficient to elect all officers and directors.

Section 4.

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

ARTICLE VII.**Section 1.**

All monies or other assets coming into or belonging to this chapter whether from fees, contributions, or otherwise, shall be used only for the purposes of promoting, developing, and advancing the purposes for which this chapter is created, less necessary operating and other actual expenses.

Section 2.

No officer or Director shall receive, be paid, or charge any salary as such. Expenses of executive officers and Directors incident to activities on behalf of the chapter may be paid at the direction of the Board of Directors.

Section 3.

All property, real, personal and mixed, which the chapter shall ever receive shall be used exclusively for educational, recreational and scientific purposes, including the conservation, preservation and increasing of the trout population on the North American Continent. No part of the net earnings or other property of the chapter shall inure to the benefit of any private member or individual.

ARTICLE VIII.

Section 1.

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

Section 2.

The by laws of this chapter may be added to, amended or repealed in whole or in part by a majority vote of the members in good standing present at any annual meeting or special meeting. Provided, however, that written notice of the intention to add to, or amend, or repeal the by-laws, in whole or in part, shall have been given each member of record in good standing at least thirty (30) days preceding such meeting of the members.

ARTICLE IX.

Section 1.

The Board of Directors may authorize the creation of an executive committee composed of the President, First Vice President, Second Vice President, Secretary, and Treasurer, to act with the authority of the Board of Directors between regular meetings of the Board of Directors for special situations requiring immediate attention, to be decided on by the President. All actions taken must be presented to the Board of Directors at the next meeting thereof.

Section 2.

The East Jersey Conservation Committee was established by the Board of Directors in 1991. The Committee's purpose is to identify and address conservation issues of importance to the chapter and to report their findings to the Board of Directors and membership. The Conservation Committee shall meet regularly at a time and place determined by the Committee Chairman and all chapter members are encouraged to attend. The Conservation Chairman shall be a board member and report to the Board of Directors at its monthly meetings. The Chairman shall appoint the conservation committee members with the approval of the board. All activities of the conservation committee will be approved by the Board of Directors.

Section 3.

The Nominating Committee shall be composed of a Chairman, selected by the President, the chapter's immediate past President, a director to be chosen by the chairman and a member chosen by the President. The purpose of the Nominating Committee is to study the qualifications of potential nominees to the Board and the proposed executive officers and submit its recommendations for these positions to the Board of Directors.

ARTICLE X.

Section 1.

At all times when the organization as a whole or any part thereof, including meetings of the Board of Directors, the Executive Board, or committees, is duly and formally convened for the purpose of deliberation and transaction of business, The Robert's Rules of Order and Procedure shall govern the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.

ARTICLE XI.

Section 1.

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any members, trustees or officers of the Corporation, but all such property and proceeds shall revert to the State Council. These assets will be held and/or redistributed in consultation with Trout Unlimited.

Adopted this 9th day of March, 2011

Secretary