
BYLAWS OF THE WEST DENVER CHAPTER, TROUT UNLIMITED (DRAFT)**Article I: Organization and Purposes**

Section 1. - The name of the organization shall be the West Denver Chapter, Trout Unlimited, hereinafter referred to as the Chapter.

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 nonprofit, non-political, and non-sectarian organization. The Chapter shall function exclusively for charitable, educational, and scientific purposes.

Section 3. - The Chapter shall be a subsidiary organization under the authority of Trout Unlimited, Inc., a Michigan nonprofit corporation, hereinafter referred to as Trout Unlimited. The Chapter shall carry out the aims and purposes of Trout Unlimited and adopts by reference hereof the Articles of Incorporation and Bylaws of Trout Unlimited. The Chapter acknowledges and agrees that all policies and objectives to be pursued by the Chapter, or by any member or members thereof, representing or claiming to represent the Chapter, will be in accordance with the policies, purposes, and objectives of Trout Unlimited.

Section 4. - The Chapter shall not promote or oppose the candidacy of any person seeking election to public office and the Chapter shall not participate or intervene in any campaign on behalf of any candidate for public office. No substantial part of the activities of the Chapter shall be in carrying on propaganda or otherwise attempting to influence legislation.

Section 5. - The Chapter shall do whatever is within its ability to promote the purposes set forth in Section 2.

Section 6. - The Chapter shall conduct the activities described as "Core Chapter Functions" in the Trout Unlimited Chapter/Council Handbook, as such handbook may be amended from time to time.

Article II: Membership

Section 1. - Any person who is interested in the activities of Trout Unlimited is eligible for membership in the Chapter. Any member of the Chapter shall be an active member of Trout Unlimited.

Section 2. - Payment of dues to Trout Unlimited shall automatically make one a member of the Chapter provided that the individual resides in the Chapter's geographical area. Nothing, however, shall restrict individuals from different areas from becoming members of the Chapter as long as their memberships in Trout Unlimited shall not have expired or otherwise terminated.

Section 3. - Payment of dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and the Chapter. Separate Chapter dues or fees are prohibited. Newsletters must be sent to all members as a matter of right. Members of the Chapter shall enjoy all the rights and privileges of membership in the Chapter.

Section 4. - The Bylaws of Trout Unlimited shall govern the suspension or expulsion of members.

Article III: Officers and Duties

Section 1. - The executive officers of this organization 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 executive officers shall be chosen and elected by the membership at the Annual Membership Meeting, as defined in Article VIII, Section 1.

Section 2. - The President shall preside at all meetings and, with the approval of the Board of Directors, shall appoint all Committee Chairs not otherwise provided for, shall be the general executive officer, and shall be an *ex-officio* member of all Chapter Committees. The President may sign and execute in the name of the Chapter all contracts, agreements and other obligations of the Chapter, subject to the approval of the Board of Directors.

Section 3. - The Vice President shall serve in the absence or inability of the President to act in the administration of the Chapter.

Section 4. - The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Annual Membership Meeting and shall be the custodian of all records, papers, files, and books of the Chapter. The Secretary shall attend to the giving and serving of all notices of the Chapter, affix the Chapter seal (or a substitute) to all documents to which it should be attached, and attest the same when necessary.

Section 5. - The Treasurer shall have custody of all funds of the Chapter. When necessary or proper, the Treasurer shall endorse on behalf of the Chapter for collection all checks, notes, drafts, and other obligations and shall deposit same to the credit of the Chapter in such bank or banks as the Board of Directors may designate. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the Treasurer, who shall also cause to be entered regularly in the

books of the Chapter to be kept for the purpose full and accurate accounts of monies received and paid on account of the Chapter, and, whenever required by the Board of Directors, shall render a statement of the Chapter's cash account. The Treasurer shall, unless otherwise determined by the Board of Directors, cause to be executed and filed with the President at the direction of the Board of Directors, a bond in the amount to be determined by the Directors, and shall at all reasonable times exhibit the Chapter's books, records, and accounts to any Director upon application, and shall perform generally all the duties pertaining to the office of Treasurer of a Chapter under the control of the Board of Directors.

Section 6. - 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.

Section 7. - The Board of Directors may designate other officers to be signatories on Chapter checks.

Section 8. - The Officers and Directors shall have custody of Chapter property appropriate to their respective functions and shall be accountable to the Board, upon request, for said property. The Secretary shall maintain an inventory, which shall be updated annually.

Article IV: Removal of Officers and Directors

Section 1. - Elected Officers or Directors may be removed from office by a two-thirds (2/3) vote of the members present and voting at a regular or special meeting of the membership for which due notice of the action has been given. (See Article VIII.)

Section 2. - Appointed Officers or Directors may be removed from office by a two-thirds (2/3) vote of the Officers and Directors present and voting at a regular or special meeting of the Board of Directors for which due notice of the action has been given. (See Article VIII.)

Article V: Election, Term, Vacancy

Section 1. - Officers and Directors shall be elected by a vote of the membership at the Annual Meeting of the Chapter for one-year terms and may succeed themselves. (See Article VIII.)

Section 2. - All Officers and Directors will serve until the next election.

Section 3. - A majority vote of those members present and in good standing will be sufficient to elect all Officers and Directors. A member may simultaneously hold more than one position but shall be entitled to only one vote.

Section 4. - In the event of a vacancy in any office, the President, with the concurrence of the Board of Directors, shall appoint a member to serve until the next election.

Section 5. - The Nominating Committee shall nominate members for each elected office. Said nominations shall be made and sent to all members with the notice of Annual Meeting. Nothing, however, will deny nominations from being made from the floor during the Annual Meeting. All Officers and Directors must be active members of the Chapter. (See Article VII, Section 5.)

Article VI: Board of Directors

Section 1. - The Board of Directors shall consist of no fewer than four (4) elected members and as many appointed members as the Board shall deem necessary in addition to the elected Officers listed in Article III, above. The appointed Directors shall be the Chairs of the elected and appointed committees set forth Article VII, below.

Section 2. - The Board of Directors shall be responsible for the operation, conduct, and supervision of the Chapter's affairs.

Section 3. - The Board of Directors shall meet on a regular basis. Special meetings may be called by the President or upon the request of at least four (4) members of the Board.

Section 4. - Five (5) members of the Board of Directors shall constitute a quorum and a majority vote of those present and voting is required. "Present" in this context means physically in one place.

Section 5. - Notice of any special meeting must be communicated in writing at least seven (7) days in advance.

Section 6. - Each Officer and Director shall be entitled to only one vote. Proxy votes shall not be allowed.

Article VII: Committees

Section 1. - The following functions shall be represented on the Board of Directors by Committee Chairs.

A. Education Director: Coordinates all Chapter educational programs.

B. Member Services Director: Oversees membership activities, such as updating and correcting the membership list, as well as activities to build and sustain membership (e.g., seeking renewals from members whose renewal dates are imminent). Except when necessary for the purpose of meetings, the Member Services Director shall not disclose,

transfer, sell, barter, or lease to any person the names or addresses of the members or the membership list without prior approval of the Board of Directors.

C. Resource Director: Focuses the Chapter on legislative, regulatory, and administrative actions that affect Trout Unlimited's mission of conserving, protecting, and restoring coldwater fisheries and their watersheds.

D. Projects Director: Oversees and coordinates all of the Chapter's work projects.

E. Communications Director: Coordinates all communications with the membership and assures that functions such as the Chapter newsletter editor, Web-site manager, and Program Chair are filled.

Section 2. The Board of Directors may create or remove Committees as deemed necessary from time to time for the efficient management of the Chapter.

Section 3. - Selection of Committee members shall be the responsibility of the respective Committee Chair.

Section 4. - Two (2) months prior to the Annual Meeting, the President shall appoint a Nominating Committee, which shall be chaired by the Immediate Past-president, consisting of two (2) additional members, none of whom shall be a candidate for an elected office

Article VIII: Membership Meetings

Section 1. - The Annual Meeting of the Chapter shall be held in the fall of each year, on a date set by the Board of Directors, for the purpose of electing Officers and Directors. The President shall present an annual report to the members. New Officers and Directors shall assume their duties at the next regular membership meeting after the election results are announced.

Section 2. - Notice of the Annual Meeting must be communicated to each member at least thirty (30) days in advance. Notice must include the time, place, and agenda of the Annual Meeting, including the slate of officers to be presented by the Nominating Committee.

Section 3. -The Chapter shall hold regular meetings at dates, times, and places chosen by the Board of Directors.

Section 4. - Special meetings may be called by the President or Board of Directors and must be called upon written request of ten percent (10%) or more of the membership.

Section 5. - Notice of the time, date, place, and business of any special meeting must be communicated to all members at least seven (7) days in advance.

Section 6. - At the Annual Meeting or any special meetings, ten percent (10%) of the Chapter's membership present and voting shall constitute a quorum. A majority vote of those present is controlling. Proxy votes shall not be allowed. In the absence of any rule to the contrary, *Roberts' Rules of Order, Newly Revised*, shall govern all proceedings.

Article IX: Annual Reporting and Recognition

Section 1. - The Chapter shall submit the Annual Report to the State Council, the Regional Vice President, and the National Office. The Annual Report shall consist of:

a. - Financial Report

b. - Action Plan (the Chapter's goals and objectives for the fiscal year), and

c. - Activity Report (evaluation of the Chapter's accomplishments over the preceding fiscal year).

Section 2. - The Chapter/Council Handbook sets forth the form and due-dates for these reports.

Section 3. - Chapter recognition in annual awards programs conducted by Trout Unlimited shall be contingent upon receipt of the Chapter's Annual Report by the Council President and the Regional Vice President. Awards shall be based on the accomplishments documented in the annual reports, and nominations shall be based upon the joint recommendation of the Council President and the Regional Vice President to the Awards Committee.

Section 4. - Trout Unlimited's Board of Trustees may authorize exclusion of chapters from national programs, withholding rebates, revocation of the Chapter's charter with due cause, and must deliberate and decide upon these sanctions upon the joint recommendation of the Council President and the Regional Vice President.

Article X: Fiscal Year

Section 1. - The Chapter's fiscal year shall be October 1 through September 30.

Article XI: Amendment of these Bylaws

Section 1. - These Bylaws may be amended at any regular meeting of the membership, upon proper notice being given, by a two-thirds (2/3) majority vote of those present and voting, provided those present constitute ten percent (10%) of the members in good standing present. Proxy voting shall not be permitted.

Article XII: Bylaw Provisions

Section 1. - Any of these Bylaws that may be in conflict with the Articles of Incorporation, Bylaws, or policies of Trout Unlimited will be void.

Article XIII: Chapter Assets

Section 1. - No part of the income or net earnings of the Chapter shall inure to the benefit of, or be distributable to, any member, Officer, or Director 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, and reimbursement may be made for any expenses incurred for or on behalf of the Chapter by any Officer, Director, agent or employee, member, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, Officer, or Director of the Chapter or any other private individual shall be entitled to share in the Chapter's funds or property in any dissolution of the Chapter or otherwise.

Section 2. - No part of the assets of the Chapter shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or any other individual.

Section 3. - Upon dissolution of the Chapter, all of its assets shall be paid over or transferred to the State Council or, if none exists, to Trout Unlimited.

Article XIV: Tax Exemption

Section 1. - Notwithstanding any other provision hereof, the Chapter shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization that is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

Article XIV: Certification

Section 1. - These Bylaws have been officially adopted by the undersigned members of the West Denver Chapter, Trout Unlimited, on this (first) day of (December 1999).

Sandy Long, President

John S. Connolly, Vice President

Henry B. Ledyard, Secretary

Richard B. Kruse, Treasurer

Member

Member

Member

Member

Member

Member