

## **Bylaws of the West Denver Chapter, Trout Unlimited**

### 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.

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 or acting as a representative of the 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 (See Article XIV).

Section 6. - The Chapter shall abide by the current version of "Chapter 3: Running a TU Chapter - The Basics" in the Trout Unlimited Leadership Manual.

### 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. 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 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 executive officers of the Chapter shall be: a President, a Vice President, a Secretary and a Treasurer, all of whom shall 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 order of Presidential succession shall be: Vice President, Secretary and Treasurer. The same order shall be used to determine who shall serve in the absence or inability of the President to act in the administration of the Chapter.

Section 3. - The President shall preside over all Chapter and Board meetings and, with the approval of the Board of Directors, shall appoint all Committee Chairs. The President shall be a member of all Chapter Committees. Only the President or his/her specified designee 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 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.

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 or other investment instruments 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, if still a Chapter member, shall be a member of the Board of Directors and shall assist the President in the administration of the Chapter. If the immediate Past President is no longer a Chapter member, then the most recent Past President who is still a Chapter member shall be a 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 provided they follow the directives assigned to the Treasurer as specified in Section 5 of this Article with respect to recording the financial activity.

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 periodically.

Article IV: Removal of Officers and Directors

Section 1. - Elected Officers 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. - The Executive Officers 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 Executive Officers 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 Executive Officers. 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 executive office excluding the President, the President, with the concurrence of the Board of Directors, shall appoint a member to serve until the next election.

Section 5. - In the event of a vacancy in the office of the President the order of succession of the Presidency shall take effect and the next executive officer in the line of succession will assume the office of the President.

Section 6. - The Nominating Committee shall nominate members for each elected office. Said nominations shall be made and published with the notice of Annual Meeting. Nothing, however, will deny nominations from being made from the floor during the Annual Meeting. All Officers must be active members of the Chapter. (See Article VII, Section 4.)

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#### Article VI: Board of Directors

Section 1. - The Board of Directors shall consist of the elected Executive Officers listed in Article III, the appointed Directors as defined in Article VII and as many appointed members as the Board shall deem necessary. The term "Officer" shall refer to the elected executive officers as defined in Article III, Section 1. The term "Director" shall refer to Committee Chairs as defined in Article VII, Section 1, as well as appointed Board of Director members as defined in this section.

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 Board 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 physically present and voting is required.

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

Section 6. - Each Board member 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).
  
- 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.

Section 2. - The Board of Directors may create or remove Committees as deemed necessary.

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 consisting of a Chairman, who preferably shall be the Immediate Past-president, and two (2) additional members, none of whom shall be a Candidate for an elected office. If the immediate Past President is not available, the most recent Past President shall assume the Chairmanship of this committee.

#### Article VIII: Membership Meetings

Section 1. - The Annual Meeting of the Chapter shall be held in June of each year, on a date set by the Board of Directors, for the purpose of electing Executive Officers. The President shall present an annual report to the members. New Officers shall assume their duties on the following October 1<sup>st</sup> which coincides with the beginning of the fiscal year. (See Article X, Section 1.)

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, the Chapter's membership present and voting shall constitute a quorum. A two-thirds (2/3) 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 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. Chapter Effectiveness Index (evaluation of the Chapter's accomplishments over the preceding fiscal year).

Section 2. - The Trout Unlimited Leadership Manual 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. Awards shall be based on the accomplishments documented in the annual reports, and nominations shall be based upon the recommendation of the Council President.

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.

## 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. A two-thirds (2/3) majority vote of those present and voting is controlling. 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 XV: Certification

Section 1. - These Bylaws have been officially adopted by the undersigned members of the West Denver Chapter, Trout Unlimited on the April 6, 2011.

Jon Weimer  
President

Tim Toohey  
Vice President

Dan Sullivan  
Secretary

Charles Lehman  
Treasurer