

TROUT UNLIMITED

Chapter Bylaws

ARTICLE I

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

Section 2 - The Chapter shall be unincorporated and the purposes for which the Chapter is formed are as follows: To act exclusively for charitable, educational and scientific purposes and specifically to preserve and conserve trout and other salmonoid fish as game fish and to work with and encourage constituted authorities and other conservation organizations to that end, through scientific, yet practical, trout management; through proper land, water and watershed management to provide desirable food and habitat; through sound fishing regulations to preserve the trout and other salmonoid fish populations; and, without holding classes or engaging in other normal school activities, to provide fellowships and scholarships and to hold educational conferences in cooperation with scientific and conservation departments of education institutions and to publish the findings of such conferences, or the reports of scientific research and related information in the field of conserving and preserving trout and other salmonoid fish as game fish for the education of both members and the general public.

Section 3 - 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 political campaign on behalf of any candidate for public office. No substantial part of the activities of the Chapter shall be carrying on propoganda or otherwise attempting to influence legislation.

Section 4 - The Chapter hereby approves and adopts the Articles and Bylaws of Trout, Unlimited, a Michigan corporation (hereinafter referred to as 'Trout, Unlimited'). The aims and activities of this Chapter will at all times be in comformity with those of Trout, Unlimited.

ARTICLE II

Section 1 - The annual meeting of this Chapter shall be held at a place and at a time, in either (month) Jan. or Feb., which shall be designated by the Board of Directors. It shall be the duty of the Secretary-Treasurer to cause a written notice of each annual meeting to be mailed to each of the members of record directed to his last known post office address, at least thirty (30) days immediately preceding said meeting. Provided, however, that a failure to mail such notice, or any irregularity in the same, shall not affect the validity of any such annual meeting, or any proceedings at such meeting.

Section 2 - Special meetings of the members may be called upon the request by a majority vote of the Board of Directors; or upon demand in writing signed by not less than one-half of the members in good standing; by mailing of a notice by the Secretary-Treasurer, indicating briefly the object or objects thereof, at least thirty (30) days prior to the date of such meeting to each member of record in good standing. Provided, however, that if all members waive notice of such meeting no notice of such meeting shall be required and when all the members shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice and at such meetings any proper action may be taken.

Section 3 - Regular monthly, bi-monthly, quarterly, or semi-annual meetings shall be held at a time and place determined by the membership or Board of Directors.

Section 4 - At any meeting of the members a majority of those present who are in good standing or/and those represented by proxy, shall constitute a quorum of the members for all purposes.

Section 5 - At each meeting of the members every member shall be entitled to a vote in person or by proxy appointed by an instrument in writing subscribed by such member, or by his or her duly authorized attorney. The vote for directors, and upon any question before a meeting, shall be by acclamation unless a majority of members present and entitled to vote shall demand that the voting for that meeting, or any particular question before the meeting, be by ballot.

Section 6 - At each meeting of the members, a true and complete list in alphabetical order of all the members entitled to vote at such meeting, certified by the Secretary-Treasurer, shall be present. Only the persons appearing on such list shall be entitled to vote.

Section 7 - The Chapter shall, in every case, conduct its activities in accordance with the Articles and Bylaws of Trout, Unlimited, as well as with these Chapter Bylaws. The Chapter's aims and purposes shall be to support the parent organization, Trout, Unlimited, in its credo as set forth in its statement of philosophy, policy and objectives.

ARTICLE III

Section 1 - The property and affairs of the Chapter shall be managed and controlled by a Board of Directors composed of six (6) elected members and the executive officers as hereinafter provided. The full Board of Directors shall be composed of the six (6) elected members, the executive officers and the immediate past President. At the annual membership meeting in (place) Warrenton, Virginia, there shall be chosen from the qualified membership two (2) persons to serve as members of the Board of Directors, each of whose term shall expire at the end of three (3) years and two (2) members whose terms shall expire at the end of two (2) years. Also, two (2) members whose terms shall expire at the end of one (1) year. At each annual meeting beginning in (year) 1978 there shall be chosen and elected from the qualified membership two (2) members, each of whose terms shall be for three (3) years. It is expressly provided and intended that a year is hereby determined as being the year between the regular annual meeting dates. The aforesaid six (6) members of the Board of Directors shall be elected by a direct vote of the members of this Chapter. If the office of any Director, the Vice-President or Secretary-Treasurer is vacant by reason of death, resignation, disqualification or otherwise, his or her successor shall be elected by the Board of Directors at any regular or special meeting and such successor shall hold office for the unexpired term.

Section 2 - The Board of Directors as constituted at any annual meeting of the membership, shall meet at the same place the annual meeting is held and immediately thereafter, for the transaction of such business as may arise. The regular meetings of the Directors shall be held at a time and at a place as the Board of Directors shall decide. Special meetings of the Board may be called by the President on

ten (10) days notice mailed to each Director or delivered to him or her personally. If all Directors waive notice of special meeting such a meeting shall be valid.

Section 3 - Not less than four (4) Directors shall be necessary to constitute a quorum of the Board for the transaction of business. Any Director, excepting as to the executive officers, who shall be absent from three (3) consecutive meetings of the Board of Directors shall stand automatically removed unless such action is excused by formal resolution of the Board.

Section 4 - The President shall serve as Chairman of the Board of Directors, and in his or her absence the Vice-President shall serve, and in his or her absence whomever Director the Board shall elect.

ARTICLE IV

Section 1 - The executive officers of this Chapter shall be: a President, a Vice-President, and a Secretary-Treasurer, all of whom shall ipso facto and exofficio be members of the Board of Directors. The executive officers shall be chosen and elected by the Board of Directors either at a meeting held immediately following the regular annual membership meeting or at the Board's first meeting following date of said annual membership meeting, to serve until the next regular annual membership meeting.

Section 2 - If an executive office, other than President, becomes or is vacant by reason of death, disqualification or otherwise, a successor shall be elected by the Board of Directors to hold office for the unexpired term.

Section 3 - The Board of Directors may appoint such other subordinate officers as they shall deem necessary who shall have such authority and perform such duties as may be prescribed by the Board of Directors. In its discretion the Board of Directors, by vote of the Majority thereof, may leave unfilled for any period as it may fix by resolution, any subordinate office. Under this authority, the Board of Directors may select an Executive Director to have active charge of the business of the Chapter under the direction of the President and Board of Directors, and who, may at the same time be an elected officer.

Section 4 - The President shall be the chief executive officer of the Chapter. He or she shall have the general and active management of the business and affairs of the Chapter. With the Secretary-Treasurer he or she 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. He or she shall have the general supervision and direction of all the other officers of the Chapter, and shall see that their duties are properly performed. He or she shall submit a report of the operations of the Chapter to the members at each annual meeting, and from time to time shall report to the Directors all matters within his or her knowledge and which the interests of the Chapter may require to be brought to their notice. He or she shall do and perform other such duties as from time to time may be assigned to him or her by the Board of Directors. The office of President shall not be held by one person for more than 2 years in succession.

Section 5 - The Vice-President shall preside at any meeting of the members from which the President may be absent, and serve as Chairman of the Board of Directors in the absence of the President. In event the office of President is vacant for any reason, the Vice-President shall become President and serve as such for the unexpired term. He or she may perform any of the duties of the President when directed to do so by the Directors.

Section 6 - The Secretary-Treasurer shall have custody of all funds and securities of the Chapter. With the President, he or she 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. When necessary or proper, he or she 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 Directors may designate. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the President and countersigned by the Secretary-Treasurer. He or she shall 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 his or her cash account.

Section 7 - The Secretary-Treasurer shall, unless otherwise determined by the Board of Directors, cause to be executed and file with the President at the direction of the Board of Directors a bond in the amount to be determined by the Directors and he or she shall at all reasonable times exhibit his books, records and accounts to any Director upon application, and shall perform generally all the duties appertaining to the offices of Treasurer and Secretary of a Chapter subject to the control of the Board of Directors.

Section 8 - The Secretary-Treasurer shall keep the minutes of all meetings of the Board of Directors and the membership. He or she shall keep an accurate and current record of all memberships. He or she shall be the custodian of the corporate seal and all records, papers, files and books of the Chapter. Except when necessary for the purpose of meetings he or she shall not disclose to any person the names or addresses of members or the membership list without approval of the Board of Directors. He shall attend to the giving and serving of all notices of the Chapter, affix the seal to all documents to which it should be attached, and attest the same when necessary.

ARTICLE V

Section 1 - Until otherwise decided the Chapter emblem shall be the Trout Unlimited patch design with "Rapidan Chapter" set below.

ARTICLE VI

Section 1 - Any person of good reputation in his or her community and who is a member in good standing of the parent organization of Trout Unlimited shall be eligible for membership in the Rapidan Chapter, Trout Unlimited. An applicant may be considered through the sponsorship of another member or by applying in writing.

Section 2 - The following causes shall be considered an automatic suspension from membership in the Chapter:

- a) Default in payment of annual dues for more than 30 days.
- b) Conviction of a willful violation of any of the Fish and Game Laws of any state or of the United States.
- c) A member may be suspended from membership by the Board of Directors for any cause whatever, whenever the Board shall deem the member undesirable. Any conduct of a member which is, or is likely to be, or tends to operate or result, injuriously to this Chapter and its members shall be considered just cause for suspending such offending member. The action of the Board of Directors may be reviewed by the membership at the next regular membership meeting at which time the member shall be reinstated or expelled by a majority vote of the members.

ARTICLE VII

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, director or officer of the Chapter or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Chapter 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, director or officer of the Chapter, or any other private individual shall be entitled to share 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 other individual.

Section 3 - Upon dissolution of the Chapter, all of its assets shall be paid over or transferred to one or more exempt organizations of a kind described in Section 501(c) (3) of the Internal Revenue Code of 1954.

Section 4 - Notwithstanding any other provision hereof, this Chapter shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which 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 VIII

Section 1 - The bylaws 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 at any regular or special meeting. Provided, however, that written notice of the intention to add to, or amend, or repeal the bylaws, in whole or in part, shall have been given each member of record at least thirty (30) days preceding such meeting of the members. Or the same may be added to, amended,

or repealed in whole or in part, at any regular or special meeting, without notice, by a vote of at least two-thirds of the qualified members present.

ARTICLE IX

Section 1 - The Board of Directors may authorize the creation of an executive committee composed of the President, Vice-President, Secretary-Treasurer and one or more members of the Board, to act with the authority of the Board of Directors between meetings of 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 ROBERTS 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.

These bylaws were read and adopted at a meeting of this chapter held on
October 10th 1977 at Warrenton, Va.
DATE LOCATION

Signed and approved this 10th day of October 1977.

Henry R. Woolman, 3rd
PRESIDENT

ATTEST:

Thomas W. Adcox
SECRETARY