

OVERMOUNTAIN CHAPTER

TROUT UNLIMITED

BY-LAWS

ARTICLE 1 ORGANIZATION AND PURPOSES

Section 1. The name of the organization shall be the Overmountain 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 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 name, logo and Chapter affiliation with other organizations and business 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©(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. Any Trout Unlimited member in good standing from a different chapter's geographic area may elect to become a member of the Chapter by notifying TU National of the desire to do so.

Section 3. The By-laws 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 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 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 disseminated via the Chapter newsletter, the local newspapers, and e-mail to members 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 for Board of Directors presented by a Nominating Committee. The number of members who appear at the annual meeting will be considered to be a “quorum.”

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 Board of Directors or upon written request of at least 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 Trout Unlimited shall be permitted to vote at any meeting of the members and 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 consist of no fewer than three (3) non-officer members and the officers pursuant to Article V, Section 1 and no more than nine (9) members. All Directors shall be current members of Trout Unlimited.

Section 3. The Board of Directors shall meet regularly, but no less than four (4) times per year. In lieu of a called or regular meeting, and upon notice, the meetings of the Board of Directors may be conducted by telephone. The Board of directors may also vote by email 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. The President or any two (2) members of the Board of Directors may call a special meeting. 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 an officer position becomes vacant, the vacant position shall be filled by the Board of Directors. Persons appointed as a new Board member shall serve on an interim basis pending ratification at the next annual meeting of the membership.

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. The officers shall be chosen and elected by the Board of Directors. In the event that a candidate for President is not available, then six members of the Board of Directors shall be selected to serve on a rotating basis, each serving two months at a time to include one Board meeting and one regular membership meeting.

Section 2. The **President (or rotating President)** shall serve as general executive officer for the Chapter for a designated time period determined by the Board of Directors.

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. If there are "rotating presidents," then there shall not be a Vice President position. Should the assigned "rotating president" be absent or unable to perform his or her duties, the Board of Directors shall appoint a successor.

Section 4. The **Treasurer** shall have the responsibility for the management of the Chapter's finances and regular reporting to the Directors and membership. With the President, the Treasurer may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter. 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 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 IRS and state and local authorities as appropriate.
- D. Upon request, permit access to the Chapter's books, records and accounts by any Chapter Officer, Director or designated representative of the Tennessee 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 via the Chapter **Communication's Coordinator** as required by these bylaws or otherwise. Notice may be given in writing or by electronic communication, including fax, electronic mail or by posting on the Chapter's website. The Secretary shall also maintain the correspondence of the Chapter. *

ARTICLE VI. ELECTION, TERM, VACANCY

Section 1. The Chapter officers shall be elected by the Board of Directors to serve for one year. No officer shall serve more than three (3) consecutive one-year terms, but an officer may hold the same office after a one-year period out of office.

Section 2. A majority vote of those Chapter members in good standing present at the annual business meeting will be sufficient to elect directors. *

Section 3. The Nominating Committee shall nominate candidates for the Board of Directors. Nominations may also be made from the floor at the Annual Meeting.

ARTICLE VII. COMMITTEES

Section 1. The chapter may establish standing committees, whose members shall be appointed by the chair of each committee:

- A. **Communications:** This committee is responsible for the chapter website, newsletter, announcements of meetings, and other communications to the membership, TNTU, and TU National as deemed necessary by the Board of Directors.

- B. **Membership:** This committee is responsible for membership services, membership lists and efforts to recruit and retain members.
- C. **Other:** The Board of Directors may establish additional standing or ad hoc committees from time-to-time as necessary to carry out the mission of the Chapter. Some examples:
 - a. **Education:** This committee is responsible for education programs and youth activities.
 - b. **Conservation:** This committee is responsible for activities and projects that directly support Trout Unlimited's conservation agenda.
 - c. **Financial Development:** This committee is responsible for chapter fundraising.
 - d. **Nominating:** This committee shall assist the Board of Directors and officers with leadership development and submit a slate of candidates for election to the Board of Directors.

ARTICLE VIII. FISCAL YEAR

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

ARTICLE IX. AMENDMENT OF BY-LAWS

Section 1. These Chapter bylaws may be amended at any Annual or Special Meeting of the membership. Amendment of the bylaws shall require a two-thirds vote of those present and voting. Only current members of Trout Unlimited shall be permitted to vote. Any amendment to these bylaws shall be consistent with the bylaws of Trout Unlimited. All proposed amendments to the Bylaws require at least 15 days notice to the members, with the notice specifying the proposed amendment.

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 any private individual, except that reasonable compensation may be paid for services rendered to or for the Chapter in effecting one of 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. These assets will be held and/or redistributed in consultation with Trout Unlimited. The State Council and Trout Unlimited National may decide to have National hold the assets in trust pending redistribution.