

TROUT UNLIMITED

THAMES VALLEY CHAPTER BY-LAWS

The Thames Valley Chapter By-laws adopted on October 14, 2013 are hereby repealed and the following By-laws are substituted.

ARTICLE I: Organization and Purposes

Section 1: Name – The name of the organization shall be the Thames Valley Chapter of Trout Unlimited herein after referred to as the ‘Chapter.’

Section 2: Purpose – The purpose of the Chapter shall be to conserve, protect and restore and help maintain 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: Association with Trout Unlimited – The Chapter is a subsidiary organization of Trout Unlimited, Inc., a Michigan non-profit corporation and as such 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 By-laws and policies of Trout Unlimited. The Chapter’s use of the Trout Unlimited name, logo and Chapter affiliation with other organizations and businesses shall conform to Trout Unlimited policies.

Section 4: Geographic Area Represented by the Chapter – The Chapter represents members of Trout Unlimited in all of the towns in New London and Windham Counties. Additionally the Chapter represents members in the towns of Andover, Columbia, Coventry, Hebron, Mansfield, Union, and Willington (all in Tolland County). The Chapter also represents members in the town of East Haddam in Middlesex County as well as members from outside these areas who specifically request to be assigned to this Chapter.

Section 5: Restriction on Supporting Candidates and Legislation – 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 6: Limitations – 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. The Chapter shall not give scholarships to individuals but may give scholarship money to a college, university, or other institution while allowing that institution to choose the scholarship recipient.

ARTICLE II: Membership

Section 1: Dues – 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: Membership Eligibility – 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. A Trout Unlimited member in good standing from a different chapter's geographic area may request to become a member of the Chapter by contacting Trout Unlimited.

Section 3: Suspension or Expulsion – The By-Laws of Trout Unlimited shall govern the suspension or expulsion of chapter members.

Section 4: Membership List – No Chapter or chapter officer, director or member may transfer, sell, barter, or lease to any person or entity the membership list or names, addresses, contact information or other personal information of the Chapter members.

ARTICLE III: Membership Meetings

Section 1: Annual Meetings –The Annual Meeting of the Chapter shall be held on a month and date set by the Board of Directors. During this meeting the Chapter members present shall elect the Chapter's Officers and new Directors to the Board. The President and Treasurer shall present reports to the members and any other business of the Chapter may be conducted.

Section 2: Notice of the Annual Meeting – The Chapter's secretary shall convey notice of the pending Annual Meeting to all Chapter members at least fifteen (15) days prior to the meeting. Publishing such notice on the Chapter's website by the required date meets this requirement. Such notice shall include date, time, place and agenda of the annual meeting and the slate of all candidates running for office.

Section 3: Regular Monthly Meetings – Regular monthly meetings (except in June, July and August) shall be held at a time determined by the Board of Directors

Section 4: Special Membership Meetings – Special meetings of the Chapter members may be called by the President or Board of Directors or upon a request in writing signed by the lesser (10%) of the members or thirty (30) members of the Chapter *and delivered to the Board President. Not less than 10 days prior to the special meeting the Secretary shall inform all Chapter members of the meeting and provide them with the time, place, and purpose of the meeting.*

Section 5: Voting – Only current members of Trout Unlimited shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

Section 6: Rules of Order – *Robert's Rules of Order, Newly Revised* – shall govern the meetings on all matters relating to order and procedure, including nominations and elections.

ARTICLE IV: Board of Directors

Section 1: Purpose – The Board of Directors is responsible for the general supervision and oversight of the Chapter affairs and finances.

Section 2: The Board – The Chapter shall be governed by a Board of Directors. This ‘Board’ shall consist of no fewer than three (3) and no more than twelve (12) non-officer members and the Chapter’s Officers pursuant to Article V, Section 1 of these By-laws. Each non-officer Director shall serve a three (3) year term, with Directors’ terms staggered to provide for continuity. For continuity of knowledge and experience, 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 Trout Unlimited. If the maximum number of Directors is not exceeded, any member of the Chapter who wishes to serve on the Board of Directors may request to join the Board at any meeting of the Board. A majority vote of the Board is required to appoint the member as a Director. Such appointed directors must be confirmed by a vote of the members at the next annual meeting.

Section 3: Meetings of Board of Directors – The Board of Directors shall meet regularly, but no less than 6 times per year at such times and places as the Board shall decide. Upon notice, the meetings of the Board of Directors may be conducted by telephone or televideoconference. 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 meeting.

Section 4: Quorum – A quorum of at least half of the serving Board members is required for the transaction of business. A simple majority vote of those present is required to approve any official action.

Section 5: Special Board Meetings – Special meetings *of the Board* may be called by the President or any two (2) members of the Board. Unless notice is waived by all Board members, the Secretary will notify all Directors of any Special meeting providing them with the date, place, time and agenda. Notice of any special meeting must be given at least seven days in advance and may be given in writing or by electronic communication, including fax.

Section 6: Vacancies and Replacements – If a Director is unable to continue serving for any reason the Board of Directors may fill the vacant position with a member of the Chapter who is willing to serve. The newly appointed Board member will serve throughout the remainder of the unexpired term of the former Board member he/she is replacing. Such appointment must be confirmed by a vote of the Chapter’s members at the next annual meeting.

ARTICLE V: Officers and Duties

Section 1: Defined – The Officers of the Chapter shall be: President, a Vice President, a Secretary, and a 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 (1) office at any time,

except for the office of Secretary and Treasurer. The officers shall be chosen and elected by the membership at the annual membership meeting.

Section 2: President – The President shall serve as general executive officer of the Chapter and shall appoint the chairs of all Chapter committees. The President shall oversee all activities of the chapter, preside at all membership and board meetings, manage the business and affairs of the Chapter. The President may sign and execute in the name of the Chapter all contracts, agreements, and other obligations of the Chapter subject to approval of the Board. The President shall have general supervision of all the other officers of the Chapter and shall see that their duties are properly performed. The President shall report to the members of the Chapter and to the Board on matters which may be of interest or concern. The President shall receive and review all bank statements of Chapter accounts. The President is authorized to spend up to \$500 without Board approval and shall apprise the Board of such expenses when made.

Section 3: Vice President – 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 such other duties as assigned by the Board of Directors and the President.

Section 4: Treasurer – 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 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 credit and transfers and shall deposit same and all other revenues to the credit of the Chapter in such bank or banks as the Board may designate. Any expenditure over \$500 must be pre-approved by the Board of Directors. All checks for the disbursement of funds of the Chapter shall be recorded in the monthly financial statement for review by the Board of Directors. 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 of 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 appropriate to report within the AFR.
- C. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
- D. The Treasurer will provide copies of all banks statements to the President for review.

E. Upon request, the Treasurer will 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 : Secretary – The Secretary shall keep the minutes of all meetings of the Board and the membership, keep an accurate and current record of Chapter membership, and be the custodian of all records of the Chapter. The Secretary shall assist the Treasurer in preparing the AFR form. The Secretary shall send all required notices to members of the Chapter, as stipulated by these By-Laws or requested by the Board and/or the President. Notice may be in writing or by electronic communications, including fax, electronic mail or by posting on the Chapter's web-site. The Secretary shall also maintain the correspondence of the Chapter.

ARTICLE VI: Election, Term, Vacancy

Section 1: Terms – The Chapter officers shall be elected for two-year terms in the same office. 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: Vacancy – 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: Vote – 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: Nominations – The Nomination Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Meeting. The President shall appoint a Nominating Committee no later than one month before the Annual Meeting.

ARTICLE VII: Committees Activities and Restrictions

Section 1: Standing Committees –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 web-site and newsletter.

B. Membership: This committee is responsible for membership services, membership lists and efforts to recruit and retain members.

C. Education: This committee is responsible for the development and initiation of education programs and youth activities.

D. Conservation: This committee is responsible for activities and projects that directly support the conservation agenda of Trout Unlimited.

E. Financial Development: This committee is responsible for chapter fundraising.

F. Nominating: This committee shall assist the Board of Directors and Officers with Leadership development and submit slate of candidates for elections to fill the terms of the Chapter's Officers and Board members and shall submit the slate at the Chapters Annual Meeting.

Section 2: The President or the Board of Directors may establish standing or ad hoc committees from time to time.

Section 3: Activities – The Chapter shall pursue the goals of Trout Unlimited through conservation, educational, and other projects. The Chapter shall coordinate with the State Council and send one or more representative to Council meetings. Projects pursued by the Chapter should emphasize membership development, communication with members and the public, and cooperation with other organizations and individuals that share Trout Unlimited's goals.

Section 4: Planning – The Board is responsible for planning. The Board shall prepare a Budget and an Annual Plan for the fiscal year which runs from April through March. The Budget and Annual Plan shall be approved prior to the start of the fiscal year. The Board shall maintain a Strategic Plan for guidance of future activities.

Section 5: Prohibited Activity – Alcoholic beverages shall not be served at Chapter functions unless they are served by a licensed bartender hired for that purpose by the Chapter or by others.

ARTICLE VIII: Fiscal Year

Section 1: Fiscal Year – The Chapter's fiscal year shall be the same as that of Trout Unlimited which is from April 1 through March 31.

ARTICLE IX: Amendment of the By-Laws

Section 1 – These Chapter bylaws may be amended at an Annual Meeting or Special Meeting if at least the lesser of 30 or 10% of the Chapters members are present. Amendment of the by-laws shall require a two-thirds vote of those present and voting. Only current members of Trout Unlimited shall be permitted to vote. Any proposed amendments to the

Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment.

Section 2: If any amendment of these by-laws 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 an amendment.

ARTICLE X: Assets and Dissolution

Section 1: Income, Earnings or Assets – No part of the income, earning 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 or more of its purposes. Chapter member officers and directors may be reimbursed for expenses incurred for or on behalf of the Chapter.

Section 2: Expenses – All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

Section 3: Real Property – 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: Dissolution – 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

These By-laws were adopted on May 1992.

These By-laws were revised on October 14, 2013.

These By-laws were revised on October 20, 2020.

/s/ Gary Lussier

Gary Lussier, President

/s/ Glenn Levasseur

Glenn Levasseur, Secretary