

BYLAWS OF POTOMAC-PATUXENT CHAPTER OF TROUT UNLIMITED

Article I

The Organization and Purposes

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

Section 2 - The purpose of the Chapter shall be the preservation, protection and enhancement of the coldwater resource. 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 shall be a subsidiary organization under the authority of Trout Unlimited, a Michigan non-profit 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 that all policies and objectives to be pursued by the Chapter, or by any member or members thereof, 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 carrying on propaganda or otherwise attempting to influence legislation.

Section 5 - The Chapter will do whatever is within its ability to foster sound judgment in the management of salmonid species and their habitat.

A. By way of illustration and not by limitation, the Chapter will be concerned with: (1) trout water (refers to trout, salmon and steelhead waters) as a resource and especially with the preservation and enhancement of the quality and quantity of trout waters; (2) the adequate inventory of trout water as a resource and its classification in such manner that its orderly arrangement will be conducive to the development programs; (3) fostering the concept of wild trout fishing as a sport and heritage to be protected for future generations; and (4) promoting the concept of quality trout fishing and to encourage the adoption of fishing regulations that will encourage quality trout fishing.

B. The Chapter will initiate and complete appropriate habitat improvement projects.

C. The Chapter will endeavor to work with constituted authorities (state and federal) and other conservation organizations to help achieve the mission of Trout Unlimited.

D. The Chapter will become involved with local, state and national resource issues and engage in such activities that will benefit the coldwater resource.

Section 6 - The Chapter shall to the extent practical, engage in the following activities:

A. Educational: The Chapter will publish a newsletter to help educate its members and sponsor programs to educate its members and the public alike.

B. Public Relations: The Chapter will actively seek public exposure via press releases, sports shows, and radio and television public service announcements.

C. Membership: The Chapter will have an active membership recruitment program which shall include membership retention and new chapter formation where appropriate.

D. Fund Raising: The Chapter shall engage in fund raising activities (national banquets, raffles, corporate and foundation grant requests, etc.); provided however that all funds so raised shall be used exclusively for the purposes as set forth herein.

Article II

Membership

Section 1 - Any man, woman or child who is interested in the activities of Trout Unlimited is eligible for membership.

Section 2 - Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter provided that individual resides in the Chapter's geographical area. Nothing however shall restrict an individual from a different area from becoming a member of the Chapter so long as his/her dues are current with Trout Unlimited.

Section 3 - Payment of annual dues to Trout Unlimited is the only requirement of membership into Trout Unlimited and the Chapter and therefore, separate Chapter dues or fees are prohibited. Newsletters must be sent to all members as a matter of right.

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

Section 5 - Voting members shall be defined as members whose dues are currently in force at the time of membership.

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 Board of Directors. The executive officers shall be chosen and elected by the membership at the annual membership meeting .

Section 2 - The President shall preside at all meetings; with the approval of the Board, appoint all committees not otherwise provided for; be general executive officer; and ex-officio member of all committees.

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

Section 4 - The 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 either the President or the 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 5 - The Treasurer shall at all reasonable times exhibit his or her books, records and accounts to any Director upon application, and shall perform generally all the duties appertaining to the office of Treasurer of a Chapter to the control of the Board of Directors.

Section 6 - The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. 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 the members or the membership list without approval of the Board of Directors. He or she 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.

Section 7 - 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.

Article IV

Election, Term, Vacancy

Section 1 - The President shall be elected by a vote of the membership at the annual meeting of the Chapter for a one year term and President shall be eligible for only one successive term.

Section 2 - All other officers shall be elected by a vote of the membership at the annual meeting of the Chapter for a one year term and said officers shall be eligible to succeed themselves for two consecutive one-year terms.

Section 3 - The term of office of all elected officers shall be one year. All officers will serve until the next election.

Section 4 - In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next election.

Section 5 - A majority vote of those members present and in good standing will be sufficient to elect all officers and no member shall hold more than one office at any time.

Section 6 - 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.

Article V

Board of Directors

Section 1 - The Board of Directors shall consist of no less than six members in addition to the officers listed in Article III above. These six members shall be elected to serve a three year term, and, in order to provide for continuity, their terms shall be staggered so that no more than one-third of the Director's terms expire in a given year.

Section 2 - The Board of Directors shall be responsible for the general supervision of the affairs of the Chapter.

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 members of the Board.

Section 4 - Five members of the Board of Directors shall constitute a quorum and a majority vote of those present is required.

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

Section 6 - The Board of Directors may create additional elected offices should it deem it necessary.

Section 7 - In the case of unexpected events requiring prompt action, the officers may be polled by telephone and grant approval for a proposed action. Approval by at least 2/3 of the Board of Directors will be required for any such emergency action.

Article VI

Committees

Section 1 - Each of the following functions should be represented by one or more committees:

A. Communications. The key elements of this function are communications of Chapter activities to the Chapter membership and to the outside world.

B. Membership. This committee should be responsible for membership services such as updating and correcting the master list, and membership development to build and retain membership.

C. Resource Management and Protection. These committees are focussed on chapter activities that directly support Trout Unlimited's mission of protecting, preserving and enhancing the coldwater resource, with emphasis on specific watersheds deemed appropriate by the Board of Directors.

D. Fund Raising. The Board of Directors shall establish individual committees for each fund raising event (eg., clinic, raffles, etc.).

E. Leadership Development. This committee will constantly focus on the need to provide a continuous flow of new leaders . This committee may also serve as a nominating committee to build a base of elected officers and directors who will become the future leaders of the chapter.

F. Legal. This committee should provide legal advice and seek to recruit volunteer lawyers to help the Chapter when it needs legal assistance particularly for legal battles over issues.

G. Other. The Board of Directors shall establish other committees deemed important to the

membership, such as programs, library, refreshments, outings, etc.

Section 2 - Special Committees may be appointed by the President as necessary with the approval of the Board of Directors.

Section 3 - Selection of committee members shall be the responsibility of the respective committee chairpersons.

Article VII

Membership Meetings

Section 1 - The Annual Meeting of the Chapter shall be held at the May general membership meeting, or on an alternate date set by the Board of Directors when necessary, for the purpose of electing officers and Directors.

Section 2 - Notice of the Annual Meeting must be sent to each member at least fifteen (15) days in advance. Notice must include the time, place and agenda of the Annual Meeting including the slate of officers nominated by the Nominating Committee.

Section 3 - The Chapter shall hold regular monthly meetings (or bi-monthly) at a date, time and place 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 all Special Meetings must be sent to all members at least seven (7) days in advance.

Section 6 - At any meeting of the membership, ten percent (10%) of the Chapter's membership shall constitute a quorum. A majority vote of those present is controlling. Proxy voting is permissible; written authorization of proxy is required.

Article VIII

Annual Reporting

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

- a. Financial Report
- b. The Action Plan (the goals and objectives for the Chapter).

c. The Activity Report (evaluation of the Chapter's accomplishments against the previous year's Action Plan).

Section 2 - The Annual Report shall be submitted no later than the date set by the Council.

Article IX

Fiscal Year

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

Article X

Amendment Of Bylaws

Section 1 - The Bylaws may be amended at any regular membership meeting, upon proper notice being given, by a two-thirds majority vote of those present, provided those present constitute a quorum.

Article XI

Bylaws Provisions

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

Article XII

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, 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 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 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 XIII

Tax Exemption

Section 1 - 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.

These bylaws have been officially adopted by the members in attendance of the Potomac-Patuxent Chapter of Trout Unlimited on this 19th day of October, 1995. As witness thereunto, we the undersigned affix our seal:

Michael Pochettino
President

Rick Mannas
Vice-President