

2008 REVISED BYLAWS
ROCKY MOUNTAIN FLYCASTERS CHAPTER OF TROUT UNLIMITED, INC.

(Incorporated March 2, 1990 under the Colorado Nonprofit Corporation Act & subject to the July 1, 1998 Colorado Revised Nonprofit Corporation Act)

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Article I. The Organization and Purposes

Section 1. The name of the organization is ROCKY MOUNTAIN FLY-CASTERS CHAPTER of TROUT UNLIMITED, hereinafter referred to as the Chapter.

Section 2. The purpose of the Chapter shall be the preservation, protection, and enhancement of coldwater resources. 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 presenting themselves as spokespersons for the Chapter, 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 management of salmonid species and habitat. 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.
- A. The Chapter will initiate and complete appropriate habitat improvement projects.
 - B. The Chapter will endeavor to work with constituted authorities (state and federal) and other conservation organizations to help achieve the mission of Trout Unlimited.
 - C. The Chapter will become involved with local, state, and national resource issues and engage in such activities that will benefit coldwater resources.
 - D. The Chapter shall do whatever is within its ability to promote the purpose set forth in Section 2.

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

- A. Education: The Chapter will establish and sustain various media channels including, but not limited to, an Internet web site, and an Internet discussion forum to help 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 (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.
- E. The Chapter shall conduct the activities described as, "core chapter functions" in the Trout Unlimited Chapter/

Council Handbook, as such handbook may be amended from time to time.

Article II. Membership

Section 1. Any person who is interested in the activities of Trout Unlimited is eligible for membership. Any Member of the Chapter shall be an active member of Trout Unlimited.

Section 2. Payment of annual dues to Trout Unlimited shall automatically make one a Member of the Chapter provided that the 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. Members of the Chapter shall enjoy all the rights and privileges of membership in the Chapter.

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

Article III. Officers and Duties

Section 1. The officers of this organization shall be: a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be ipso facto and ex-officio members of the Board of Trustees. These officers shall be chosen and elected by the membership at the annual membership meeting.

Section 2. The President shall be the general executive officer, which shall include the following duties:

- A. Preside at all meetings of the general membership, the Board of Trustees, and the Volunteer Leadership Council.
- B. Appoint all committees not otherwise provided for.
- C. Be an ex-officio member of all committees except for those committees for which the President delegates ex-officio membership to the Vice President.

Section 3. The Vice President shall serve as President Pro Tem in the absence or inability of the President to carry out the duties listed in Section 2, above.

- A. The Vice President shall be responsible for all arrangements for chapter meetings to include:
 - 1. selection of and reservations for meeting venues,
 - 2. obtaining guest speakers and setting up equipment for their presentations, and
 - 3. arrangements for demonstrations and displays. The Vice President may delegate specific functions to other chapter Members but the Vice President shall remain responsible for overseeing the performance of all such delegated functions.
- B. The Vice President shall be an ex-officio member of specific committees when that function is delegated by the President.

Section 4. The duties of the Secretary shall include the following:

- A. Keep the minutes of all meetings of the Board of Trustees, joint meetings of the Board of Trustees with the Volunteer Leadership Council, and the annual membership meeting.
- B. 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 prior approval of the Board of Trustees.
- C. He or she shall be the custodian of the corporate seal and all records, papers, and files of the Chapter. He or she shall affix the seal to all documents to which it should be attached, and attest the same when necessary.
- D. The Secretary shall perform all other duties appertaining to the office of Secretary as may be determined by the Board of Trustees.

Section 5. The Treasurer shall be the custodian of all funds of the Chapter, which shall include the following duties:

- A. 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 Board of Trustees may designate.
- B. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the President or the Treasurer; however, if payable in the amount of \$1,000.00 (one thousand dollars) or more, they shall be signed by both the President and the Treasurer.
- C. 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 Trustees, shall render a statement of his or her cash account.
- D. The Treasurer shall, at all reasonable times, exhibit his or her books, records, and accounts to any Trustee upon request.
- E. At the beginning of each fiscal year, the Treasurer shall prepare a proposed financial budget for consideration and approval by the Board of Trustees.
- F. The Treasurer shall perform all other duties appertaining to the office of Treasurer as may be determined by the Board of Trustees.

Article IV. Board of Trustees

Section 1. The title, "Trustee" and its plural, is used in these Bylaws as a substitute for the more common title, "Director" as used in the Articles of Incorporation of the Chapter and in the Colorado Revised Nonprofit Corporation Act.

Section 2. The Board of Trustees shall be responsible for the general supervision of the affairs of the Chapter. The Board of Trustees has fiduciary responsibility for the assets of the Chapter including, but not limited to:

- A. Approval of an annual operating budget.
- B. Approval of all expenditures of Chapter funds. Regularly

recurring expenditures may be approved en bloc by the Board of Trustees.

C. Approval of all projects and activities that will require expenditure of chapter funds.

Section 3. The Board of Trustees will consist of the four elected officers (President, Vice President, Secretary and Treasurer), the immediate Past President, and two Chapter Members elected by the membership as Trustees at Large.

Section 4. The Board of Trustees shall be chaired by the President and shall meet on a regular basis at a date, time, and place designated by the President.

Section 5. The presence of at least four members of the Board of Trustees shall constitute a quorum for the conduct of business. A majority vote of those present or represented by written proxy is required to adopt any motion or resolution.

Section 6. Special meetings of the Board of Trustees may be called by the President or upon the request of at least four (4) members of the Board of Trustees. Notice of any special meetings of the Board of Trustees must be given in advance to all Trustees, and the notice must include the subject matter to be considered. At the discretion of the President, special Board meetings may be conducted via e-mail or by telephonic conference.

Section 7. The Board of Trustees may create additional officer positions should it deem that necessary. Such additional officers shall be nominated and elected pursuant to Article V.

Section 8. Personal liability of a Trustee to the Chapter or to its Members for monetary damages for breach of fiduciary duty as a Trustee is eliminated, with certain exceptions. Those exceptions are delineated in ARTICLE ELEVEN of the Articles of Incorporation.

Article V. Nominations, Elections, Terms, Vacancy of Officers and Trustees

Section 1. Not later than 30 days prior to the Annual Meeting of the Chapter, the incumbent Board of Trustees shall nominate candidates for each officer position and for the two Trustees at Large. Said nominations shall be included in the Notice of

Annual Meeting that shall be posted on the Chapter's Internet website not less than ten (10) days prior to the Annual Meeting. Said posting shall constitute the required notice to all Members. Nothing, however, will deny nominations from being made from the floor by Members during the Annual Meeting.

Section 2. At the Annual Meeting of the Chapter, a majority vote of those Members present, including Members represented by a valid proxy, will be sufficient to elect all officers and Trustees. No Member shall hold more than one office at any time.

Section 3. The President shall be elected for a one-year term of office. The President may serve unlimited terms but no more than two consecutive terms.

Section 4. The Vice President, Secretary, Treasurer, and two Trustees at Large shall each be elected for one-year terms of office. Each of them shall be eligible to be re-elected for unlimited successive terms.

Section 5. In the event that there is no candidate for a second Trustee at Large, or if only one Trustee at Large is elected, the Board of Trustees shall fill the vacancy pursuant to Section 8, below.

Section 6. The Board of Trustees, by a two-thirds vote of its members, may remove any officer or Trustee at Large from office whenever, in its judgment, the interest of the Chapter would be served thereby.

Section 7. Any officer or Trustee who wishes to relinquish their responsibilities prior to expiration of their term of office should send a letter of resignation to the Board of Trustees en bloc.

Section 8. In the event of a vacancy in the President's office, the Vice President shall become Acting President until the next Annual Meeting of the Chapter. In the event of a vacancy in the office of the Vice President, Secretary, Treasurer, or an elected Trustee at Large, the Board of Trustees, by a majority vote, shall appoint a Member to serve in the vacant position until the next election.

Article VI. Volunteer Leadership Council

Section 1. The Volunteer Leadership Council (hereafter, the Council) provides a platform and forum for Members to voluntarily and actively participate in the formulation and implementation of programs, projects and activities of the Chapter. The purposes of the Council are threefold:

1. Support the Chapter officers in the day-to-day administration of Chapter operations,
2. Propose new resource management projects to the Board of Trustees for the Board's approval and authorization of expenditures, and
3. Recruit and organize the human and other resources needed to carry out projects.

Section 2. Participation in the Council by Chapter Members is voluntary and unlimited as to the number of Members, but dependent upon Council participants demonstrating an active interest in supporting the functions mentioned in Section 1.

Section 3. Chapter members interested in participating on the Council should make their interests known to the President, including an indication of the particular activities in which the Member would like to participate.

Section 4. The range of activities the Council is expected to support includes, but is not limited to, the following:

- A. **Communications:** Establish and promote communications channels to the chapter membership and to the outside world.
- B. **Membership Administration and Promotion:** Maintain an accurate list of the Chapter's membership, the contents of which are not to be disclosed outside the chapter without approval of the Board of Trustees. Recruit new members. Greet newcomers and visitors at general membership meetings.
- C. **Chapter General Meetings and Social Events:** Arrange for meeting places and guest speakers. Arrange for demonstrations and displays of angling techniques and arts. Organize social events that provide fun and entertainment for members and guests.

D. Financial Development. Organize and conduct fundraising events such as raffles, specific fundraising campaigns, banquets and any other efforts to raise money to support the chapter's mission.

E. Resource Management Projects. Propose, organize, and implement projects that protect, preserve, and enhance coldwater resources.

Section 5. The President may assign specific duties to individual Council participants in accord with their expressed activities of interest, and may appoint committees composed of Council participants for such purposes as the President deems desirable.

Section 6. Meetings of the Volunteer Leadership Council will normally be held jointly with meetings of the Board of Trustees. At joint meetings, decisions pursuant to Article IV, Section 2 of these Bylaws (budgeting and expenditures of Chapter funds) shall be determined by the majority vote of the members of the Board of Trustees who are present. Additionally, the President may call meetings of selected Council participants for the purposes of hearing proposals and/or receiving reports.

Section 7. Any Council participant who wishes to relinquish either their participation on the Council, or any Council assignments they have accepted, should so notify the President.

Article VII. Membership Meetings

Section 1. All meetings of the Board of Trustees, any appointed committees, the Annual Meeting of the Chapter, and the Volunteer Leadership Council shall be conducted in accordance with Robert's Rules of Order.

Section 2. The Chapter shall hold general meetings of Members on a regular basis at dates, times, and places chosen by the Board of Trustees. These meetings shall be open to the public.

Section 3. At the general membership meeting that precedes the Annual Meeting of the Chapter, the President shall present an annual report for the fiscal year just-ended.

Section 4. The Annual Meeting of the Chapter shall be held in May of each year, on a date set by the Board of Trustees, for the purpose of electing officers and Trustees at Large.

Section 5. Notice of the Annual Meeting must be posted on the Chapter's Internet web site at least ten (10) days in advance of the meeting. Notice must include the time, place, and agenda of the Annual Meeting including the slate of officers nominated by the Board of Trustees pursuant to Article V, Section 1.

Section 6. Special membership meetings may be called by the President or Board of Trustees and must be called upon written request of ten percent (10%) or more of the membership. Notice of the time, date, place, and business to be conducted at any special membership meeting must be posted on the Chapter's Internet web site at least ten (10) days in advance of the special meeting.

Section 7. At the Annual Meeting or any special membership meetings, those Members who are present in person or represented by a proxy in writing authorizing an absent Member's vote on a specific issue(s) shall constitute a quorum. A simple majority vote of those present is controlling except for amendments of the Bylaws which require a two-thirds (2/3) majority pursuant to Article X. Proxy voting is permitted upon any issue which has been included in the notice of the meeting.

Article VIII. Annual Reporting and Recognition

Section 1. The Chapter shall submit the Annual Report to the office of Colorado Trout Unlimited and to the national Trout Unlimited office. The Annual Report shall include all elements, as prescribed from time, by Trout Unlimited.

Section 2. The Annual Report shall be submitted each year no later than the date designated by Trout Unlimited.

Section 3. Chapter recognition in awards programs conducted by Trout Unlimited shall be contingent upon timely receipt of the Chapter's Annual Report. Such awards shall be based upon criteria established by Trout Unlimited.

Section 4. For due cause shown and proved, the Trout Unlimited National Board of Trustees may authorize exclusion of chap-

ters from national programs, withholding of rebates, and revocation of the chapter's charter.

Article IX. Fiscal Year

The fiscal year shall be October 1 through September 30.

Article X. Amendment of Bylaws

Upon proper notice being given, these Bylaws may be amended at the Annual Meeting, or at any special membership meeting called for that purpose, by a two-thirds (2/3) majority vote of those Members present or represented by written proxy.

Article XI. Bylaws Provisions

Any of these Bylaws that may be in conflict with the Articles of Incorporation of the Chapter, or the Colorado Revised Nonprofit Corporation Act, or the Bylaws or policies 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, trustee, 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, trustee, agent, employee, or member or any other person or corporation, pursuant to and upon authorization of the Chapter's Board of Trustees); and provided further that no member, director, trustee, 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 Colorado Trout Unlimited or, if none exists, to Trout Unlimited National Organization.

Article XIII. Tax Exemption

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 501c(3) of the Internal Revenue Code of 1954, as amended from time to time.

Article XIV. Perpetuity

The Chapter, which was incorporated under the Colorado Nonprofit Corporation Act on the 2nd day of March, 1990, shall exist in perpetuity or until dissolved or revocation of the chapter's charter by Trout Unlimited.

Attest of Adoption

These Bylaws have been officially adopted by the duly required vote of the Chapter membership at the Special Meeting called for that purpose on the 14th day of May, 2008.

Attest:

_____, President _____ Date Attested

_____, Secretary _____ Date Attested