



**Rocky Mountain Flycasters
Chapter of Trout Unlimited, Inc.
Bylaws**

**Incorporated March 2, 1990 under the Colorado
Non- profit Corporation Act
& subject to the July 1, 1998 Colorado Revised Non-
profit Corporation Act**

as revised day month, year

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Rocky Mountain Flycasters Bylaws

Article I. Organization and Purposes

- Section 1.** The name of the organization shall be Rocky Mountain Flycasters 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 Trout Unlimited name, logo and Chapter affiliation with other organizations and businesses shall conform to Trout Unlimited 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(c)(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 geographic area. Any Trout Unlimited member in good standing from a different chapter's geographic area may elect to become a member of the Chapter.
- 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 Business Meeting of the Chapter shall be held on a date set by the Board of Directors, to elect officers and Directors at Large 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 Business Meeting shall be sent to each member at least fifteen (15) days prior to the meeting. Notice will also be posted on the Chapter's internet site at least 15 days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the Annual Business Meeting and the slate of candidates nominated for election by the Leadership Development and Nominations Committee. At the Annual Business Meeting or any special membership meetings, those Members who are present in person shall constitute a quorum. A simple majority vote of those present is controlling except for amendments of the Bylaws which require a two thirds majority for approval of the changes.

Section 3. The Chapter shall hold regular membership meetings at a date, time and place chosen by the Board of Directors. Meetings will be open to the public regardless of membership status.

Section 4. Special membership meetings may be called by the President or Board of Directors or upon the written request of at least 10 percent (10%) of the members of the Chapter. 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 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, including the approval of the Annual Budget and approval of funding activities that were not accounted for in the approved annual budget. In addition, the Board of Directors is responsible for: strategic planning, long term planning, action planning, advocacy related to issues outside the Chapter related to the TU mission, Bylaws maintenance, and filing the Annual Financial Report with TU.

- Section 2.** The Board of Directors shall consist of the four officers pursuant to Article V, section 1 and three (3) non-officer Directors at Large. All Directors shall be current members of Trout Unlimited.
- Section 3.** The Board of Directors shall meet regularly, but no less than 6 times per year. Upon notice, the meetings of the Board of Directors may be conducted by telephone. 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.
- 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.** Special meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, 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.** Personal liability of a Director to the Chapter or to its Members for monetary damages for breach of fiduciary duty as a Director is eliminated, with certain exceptions. Those exceptions are delineated in the Articles of Incorporation.

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. No person shall hold more than one (1) office at any time. The officers shall be chosen and elected by the membership at the annual membership meeting.
- Section 2.** The President shall serve as general executive officer and shall appoint, with board input Chairs of all Chapter Committees. The President shall oversee all activities of the chapter and preside at all membership and board meetings.
- 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.
- Section 4.** 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 other 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 credits and transfers and shall deposit same and

all other revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of the Chapter above \$1,000 shall be signed by the President and counter-signed by the Treasurer. 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 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 and 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. Make all necessary filings with the Internal Revenue Service and state and local authorities.
- D. Upon request by any Chapter Officer, Director or designated representative of the State Council and/or Trout Unlimited, permit access to the Chapter's books, records and accounts.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership and, with the Chair of the Membership Committee, 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, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication, 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. The Chapter Officers shall be elected for one-year terms. Directors at Large will be elected for two year terms staggered such that one or two Directors at Large will remain on the Board after elections. The newly elected Board, including officers will assume their duties on January 1 of the year following the elections. The President and Treasurer may serve no more than three consecutive terms. The Vice

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President, Secretary, and Directors at Large may serve an unlimited number of consecutive terms.

Section 2. 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. 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. The Leadership Development and Nominations Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Meeting.

Section 5. Any Officer or Director at Large may be removed at any regular or special Chapter board meeting by a 2/3 vote of the board members in attendance whenever, in their judgment, the interest of the Chapter would be served.

Article VII. Leadership Council

Section 1. The Leadership Council (hereinafter, the Council) provides a forum for Members to actively participate in the leadership of the Chapter through formulation and implementation of programs, projects and activities. The Council is comprised of chairs appointed by the President of the following committees:

- A. **Communications:** Responsible for the chapter web-site, social media, traditional media outreach, newsletter and community outreach.
- B. **Membership:** Responsible for membership services, membership lists and efforts to recruit and retain members. Plans and organizes events including Membership meetings, picnics, social events, family gatherings and attendance at community events.
- C. **Youth and Adult Education:** Responsible for adult and youth education programs and activities.
- D. **Conservation:** Responsible for activities and projects that directly support Trout Unlimited's conservation agenda.
- E. **Financial Development:** Responsible for the development of chapter financial resources.
- F. **Leadership Development and Nominations:** Assist the Board of Directors and officers with year round efforts at leadership development and submit a slate of candidates at least 30 days prior to elections. Develops nominations for local, regional and national awards for approval by the Board of Directors.

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G. Veterans Services Program: Develop program and work with partners supporting active and retired military personnel to enhance mental and physical abilities through fishing, conservation work and winter activities.

Section 2. Chairs of all committees shall, upon request by the Treasurer submit budget requests for the following Fiscal Year. In addition, Chairs will, upon request by the Treasurer submit hours worked by volunteers according to the AFR requirements.

Section 3. Additional standing or ad hoc committees may be established from time to time by the President or the Board of Directors.

Section 4. The Leadership Council will typically meet with the Board of Directors but may meet as a separate Council. The Council will be chaired by the Chapter President or the President's assignee.

Article VIII. Fiscal Year

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

Article IX. Amendment of By-Laws

These Chapter bylaws may be amended at any Annual Business Meeting or Special Meeting. Amendment of the bylaws shall require a two-thirds vote of those present and voting unless amendment of these bylaws is required in order to make them consistent with the bylaws of Trout Unlimited. Then, vote of a majority of those present and permitted to vote shall be sufficient to pass the amendment. Only current members of Trout Unlimited shall be permitted to vote. Any amendments to these bylaws shall be consistent with the bylaws of Trout Unlimited. All proposed amendments to the Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment.

Article X. 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 XI. 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 or more of its purposes. Chapter

members 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 the prior written approval from Trout Unlimited.

Section 4. Upon dissolution of the Chapter, all assets of the Chapter shall revert to Colorado Trout Unlimited. These assets will be held and/or redistributed in consultation with Trout Unlimited.

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

Article XIII. 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 _____ day of _____, 20____.

President

Secretary

Date Attested

Date Attested