

MAINE COUNCIL OF TROUT UNLIMITED

Bylaws as duly amended and adopted on December 15, 2011.

ARTICLE I THE ORGANIZATION AND PURPOSES

Section 1: The name of the organization is Maine Council of Trout Unlimited, (hereinafter referred to as "Council"). The geographic area of the Council shall be the State of Maine. It shall be made up of and include all Trout Unlimited Chapters in the State of Maine.

Section 2: The purpose of the Council shall be to conserve, protect and restore coldwater fisheries and their watersheds in the geographic area of the Council. The Council shall operate as a non-profit, non-political and non-sectarian organization. The Council shall function exclusively for charitable, educational and scientific purposes.

Section 3: To carry out its purposes, the Council shall:

- A. Establishing liaison among member chapters, assisting the chapters in solving problems ranging from membership recruitment to fundraising.
- B. Interpreting and providing guidance to chapters in carrying out the policies and objectives of Trout Unlimited.
- C. Building state and/or regional Trout Unlimited membership and establishing new chapters.
- D. Providing a vehicle for communication between chapters and the national organization via representatives elected from the Council to the National Leadership Council and Board of Trustees of Trout Unlimited.
- E. Serving as a line of communication with government agencies, and speaking as a unified voice for Trout Unlimited on state and regional fisheries management matters.
- F. Raising funds by solicitation and conducting fund raising activities provided, however, that all funds so raised shall be used exclusively for the purposes of the Council as set forth in these Bylaws.
- G. Arbitrate any conflict of policy within the Council or Chapters.
- H. Develop youth education programs.
- I. Annually review the effectiveness of the Chapters within the Council and assist in the rechartering of Chapters.

Section 4: The Council shall be an affiliated subsidiary organization operating under the authority of Trout Unlimited, a Michigan non-profit corporation, hereinafter referred to as Trout Unlimited. The Council adopts by reference the Articles of Incorporation and Bylaws of Trout Unlimited, as amended from time to time, and further acknowledges that any action taken by the Council shall be in accordance with policies and objectives of Trout Unlimited. All chapters of

the Council shall conform to the policies and Bylaws of the Council and Trout Unlimited. The Council and Chapters will operate within the umbrella of Trout Unlimited's IRS 501(c)(3) non-profit status.

Section 5: The Council shall neither promote nor oppose the candidacy of any person seeking election to public office. No substantial part of the activities of the Council's shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

Section 6: The Council shall not conduct or carry on any activity 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, as amended from time to time.

ARTICLE II COUNCIL MEETINGS

Section 1: The votes at all regular and special meetings of the Council shall be by delegate vote.

- A. The elected officers of the Council may each cast one delegate vote.
- B. Each delegate may each cast one vote.

Section 2: Meeting schedule.

- A. The Annual Council meeting shall be held in the month of December at a location and time designated by the delegates at the preceding Annual meeting. The delegates shall elect officers of the Council for the subsequent year at this meeting.
- B. Thirty (30) days advance notice by phone, mail or email shall precede all Council Meetings. Provided, however, that a failure to mail such notice, or any irregularity in the same, shall not affect the validity of any such meeting, or proceedings of the same.

Section 3: Special meetings of the Council may be called by the Chair or upon written application of a majority of Council Members with ten (10) days advance notice, as the need arises.

Section 4: The Council may vote outside Council meetings by conducting polls of Council Delegates by phone, mail or email. This shall include all Council Delegates of record. Result of such votes shall be made known in writing to all council delegates not more than 10 days following such votes and shall be recorded by the Secretary in the formal minutes of the next regular meeting.

Section 5: A quorum for Council meetings shall exist so long as at least 50% of the then current chapters are represented. Proxy votes are permitted.

Section 6: All delegates to Council meetings shall be members in good standing of Trout Unlimited. All chapters in the Council area shall be auxiliaries to the Council.

ARTICLE III OFFICERS

Section 1: Members of the Council shall be as follows:

- A. The President of each Chapter or his or her representative; and,
- B. The Vice President of each Chapter or his or her representative; and,
- C. One Delegate from each Chapter for every fifty (50) members or each major fraction thereof.

Section 2: The Executive Officers of the Council shall be:

- A. Chair
- B. Vice Chair
- C. Treasurer;
- D. Secretary;
- E. National Leadership Council Representative;

All of whom shall be chosen and elected by the Members of the Council at the Annual Meeting of the Council to serve during the next calendar year.

The Secretary shall notify Trout Unlimited of the name, address, phone number and email of the duly elected National Leadership Council Representative immediately following the election.

Section 3: If the office of Vice Chair, Secretary, Treasurer, or National Leadership Council Representative is vacant by reason of death, resignation, disqualification, or otherwise, the Chair may appoint a temporary officer to fill the vacancy until the next regular Council meeting, at which time a successor shall be elected to hold office for the unexpired term.

ARTICLE IIIa OFFICERS DUTIES

Section 1: The Council Chair shall be the chief executive officer of the Council. He or she shall have the general and active management of the business and affairs of the Council. With the Treasurer, he or she may sign and execute in the name of the Council, all contracts, agreements and other obligations of the Council, subject to the approval of the Council. When necessary and proper, the Chair shall endorse on behalf of the Council for collection, all checks, notes, draft and other obligations and shall deposit same to the credit of the Council in such bank or banks the Council may designate. All checks or warrants for the disbursement of funds for the Council shall be signed by the Treasurer or Chair. The Chair shall submit a report of the operations of the council to the Members at each Annual Meeting, and from time to time shall report to the Council all matters within his or her knowledge and which the interests of the Council may require to be brought to the notice of the Members. The Chair shall not be held by any one individual for more than two (2) consecutive terms.

Section 2: The Vice Chair shall preside at any Council meeting from which the Chair may be absent, and serve as Chair of the Council in the absence of the Chairman. In the event of the Chair's seat being vacant for any reason, the Vice Chair shall become Chair and serve as such for the unexpired term. He or she may perform any of the duties of the Chair when directed to do so by the Council or the Chair.

Section 3: The Treasurer shall have custody of all funds and securities of the Council. With the Chair, he or she may sign and execute in the name of the Council, all contracts, agreements, or any obligations of the council, subject to the approval of the council. When necessary and proper, the Treasurer shall endorse on behalf of the Council for collection, all checks, notes, draft and other obligations and shall deposit same to the credit of the Council in such bank or banks the Council may designate. All checks or warrants for the disbursement of funds for the Council shall be signed by the Treasurer. He or she shall cause to be entered regularly in the books of the Council to be kept for such purpose, full and accurate accounts of monies received and paid on account of the Council, and whenever required by the Council shall render a statement of his or her cash account. The Treasurer shall submit a complete Annual Financial Report (AFR) for the Council 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 Council and any additional items prescribed within the AFR form. The Treasurer will also make all necessary filings when due with the Internal Revenue Service and state and local authorities. The Treasurer shall, upon request, at all reasonable times, exhibit his or her books, records, and accounts to any Council Member upon written application. The Executive Committee may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Executive Committee deems appropriate and may require that the Treasurer be bonded.

Section 4: The Secretary shall record and preserve the minutes and other records of all meetings of the Council, and shall attend to the giving and serving of all notices of the Council and attest to the same when necessary. He or she shall keep an accurate and current record of the names and addresses of all Council Members. The Secretary shall keep an up to date copy of the Council bylaws. Except when necessary for the purpose of meetings, he or she shall not disclose to any person the names and addresses of Members of the Council without approval of the Council.

Section 5: The National Leadership Council Representative shall represent the Council at all meetings called by the National Board of Directors of Trout Unlimited, to serve as a liaison between the Council and the National Organization and report to the Council on matters of national and state interest. He or she shall present a report of the proceedings of national meetings to the Council at the next regular Council meeting. The duties of the NLC Representative shall be as provided in the Bylaws of Trout Unlimited.

Section 6: The Past Chair shall carry out such duties as may be assigned by the Chair.

ARTICLE IIIb Terms of Office

- A. The term of the NLC Representative shall be one year. All other officers shall serve one year terms.

- B. Officers may serve for multiple terms, except that the Chair may not serve more than two consecutive terms. As provided in the Bylaws of Trout Unlimited, the NLC Representative shall serve a maximum of five consecutive one year terms.
- C. The Chair shall fill any vacancies which may occur in offices of the Council subject to approval by the Executive Committee and ratification at the next Council meeting.
- D. Any officer may be removed at any regular or special Council meeting, at which a quorum is present, by a two-thirds vote of the delegates in attendance. (subject to the presence of a quorum).
- E. Any officer who shall be absent for two consecutive meetings shall be automatically removed from office, unless any such absence is excused in advance by the Chair.

ARTICLE IV COMMITTEES

Section 1: Executive Committee. The Executive Committee shall be the elected officers of the Council and all committee chairs.

- A. The Executive Committee of the Council shall be comprised of the Chair, the Vice Chair, the Secretary, the Treasurer, and National Leadership Council Representative. The Executive Committee may act on behalf of the Council, provided that all actions of the Executive Committee shall be subject to review and ratification by the Council at its next meeting.
- B. The Executive Committee shall meet a minimum of 2 times a year, with time and place to be determined by the Executive Committee. Special meetings may be called as required. A quorum shall be a majority of those present.

Section 2: The Chair of the Council may appoint Interim Committees from the Council to convene when deemed necessary by the Chair of the Council, provided that all actions of the Chair shall be subject to review and ratification by the Council at its next meeting (subject to the approval of the Executive Committee).

The purpose of these committees shall be to stimulate, organize and coordinate Trout Unlimited activity in each respective area of concern within the State of Maine.

Section 3: A Nominating Committee shall be formed at the October Council meeting, consisting of at least one representative from each Chapter, for the purpose of presenting a slate of candidates for Council offices and National Leadership Council Representative to the Council at the Annual meeting in December.

Section 4: The Chair shall ipso facto and ex officio be a member of all standing and interim committees of the Council.

Section 5: The Chair may call a special joint meeting with any other Council of Trout Unlimited when deemed necessary by both Councils' Executive Committees. It is understood that one of the stated goals of the Council is to expand the work of Trout Unlimited in its geographic region.

Section 6: Budget and Finance Committee. It is the responsibility of this committee to prepare and recommend a budget to the Council. The Committee shall also review and analyze the programs and operating demands of the Council and of the local chapters to project total costs and develop priorities and reasonable monetary allocations for approved programs and operational activities for the Council and local chapters. In the event that funds are provided by the Council to any chapter for specific purposes, the chapter may alter such funds only with the approval of the Budget and Finance Committee. The Treasurer shall be Chair of the Committee. The Chair shall appoint three chapter Presidents and such other members as the Council may determine, to be Committee members.

Section 7: Membership Committee. This Committee shall be responsible for maintaining current membership lists and recruiting new members.

Section 8: Youth Education Committee. This Committee shall be responsible for the development of youth programs.

Section 9: Fund Raising Committee. This Committee shall be responsible for and coordinate the raising of funds for the operation of the Council. It shall coordinate fund raising activities by the Council and assist chapters with fund raising activities.

ARTICLE V CHAPTER AND MEMBER AUTONOMY

Section 1: It shall be the right of all chapters to be members of other organizations whose activities are consistent with the mission of Trout Unlimited, and the Council. It is clearly understood that any provisions in these Bylaws that place exclusive jurisdiction and control over the chapter may be modified to allow full participation in other organizations as well as Trout Unlimited and the Council.

Section 2: It shall be the right of each chapter to choose its own projects, raise and spend its own funds and generally conduct its affairs with a minimum of control and interference from Trout Unlimited or the Council. It is further understood that the chapters and their members are not liable for any debts or obligations of Trout Unlimited or the Council.

Section 3: No chapter of the Council may join or become affiliated with any organization that conflicts with or does not actively endorse and pursue the purpose of Trout Unlimited and the Council as stated in Article I herein.

ARTICLE VI AMENDMENTS

Section 1: The Bylaws of the Council may be added to, amended or repealed by, in part or in whole, by a majority vote of the delegates present and in good standing, at any regular or special meeting; provided however that written notice by mail of the intent to add to or amend or repeal the Bylaws, in part or in whole shall be given to each delegate of record not less than thirty (30) days preceding such meeting of the Council; or the same may be added to, amended, or repealed in part or in whole at any regular or special meeting of at least two thirds (2/3) of the qualified Council Delegates present.

Section 2: These Bylaws may be interpreted and further defined by a majority Delegate vote at a regular or special Council meeting. Such interpretations shall be called "Policy Statements" and appended hereto.

Section 3: If any provision of these Bylaws shall be declared invalid or inoperative by competent authority of State or Federal Government, the Executive Committee shall suspend the operation of that section during the period of its invalidity and substitute in its place a provision which will meet the objectives to its validity, and which will be in accord with the intent and purpose of the invalid provision if possible. If any provision in these Bylaws is so said invalid, the remainder of these Bylaws and the application shall remain in effect.

ARTICLE VII FISCAL YEAR

The fiscal year of the Council shall be October 1 to September 30 or such other fiscal year as shall be adopted by Trout Unlimited.

ARTICLE VIII DISSOLUTION

In the event of the dissolution of the Council, the assets of the Council shall be held in trust by Board of Trustees of Trout Unlimited for the Chapters of the State, pending the formation of a new Council.

ARTICLE IX MISCELLANEOUS

Section 1: The Council may employ an Executive Director to perform such duties and responsibilities as the Council may determine. The Executive Director shall report to the Executive Committee.

Section 2: The Council may authorize the employment of clerical personnel and such professional and other personnel whose services are deemed necessary and appropriate to the activities and purposes of the Council.

Section 3: No part of any income, revenue, or property of the Council shall inure to the private benefit of any member.

Section 4: A Trout Unlimited Chapter from a state without a council may become a member chapter of this Council.

Section 5: Whenever notice is required under any provision of these bylaws, notice may be given by any of the following means: U.S. mail, express delivery, email or by posting of the notice on the Council's web-site. Notice of all regular shall be given no later than 30 days prior to the meeting. Notice of special meetings may be given no later than 10 days prior to the meeting, unless otherwise provided herein.

Section 6: All meetings shall be conducted according to *Roberts Rules of Order, Newly Revised*.

IN WITNESS THEREOF, these Bylaws of the MAINE COUNCIL OF TROUT UNLIMITED have been officially approved by the Chapters of Trout Unlimited in the state of MAINE on the 15th day of December in the year of 2011, as evidenced by the signatures below.

William Oleszczuk
Council Chair

Steve Brooke
Council Secretary