

**BYLAWS OF
LONG ISLAND CHAPTER, TROUT UNLIMITED**

**Article I
Organization and Purposes**

Section 1. Name of the Organization. The name of the organization shall be Long Island Chapter, Trout Unlimited.

Section 2. Charitable Purpose. 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. Subsidiary of Trout Unlimited, Inc. 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 TU name, logo and Chapter affiliation with other organizations and businesses shall conform to TU policies.

Section 4. No Participation in Campaigns for Public Office. 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. No Activities Inconsistent with a Tax Exempt Organization. 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. Requirement for Membership. 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 Dues to Trout Unlimited. 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. 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. Trout Unlimited Bylaws Govern Expulsion of Members. The Bylaws of Trout Unlimited shall govern the suspension or expulsion of Chapter members.

Section 4. No Transfer of Personal Information. 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. Annual Meeting. The annual meeting of the Chapter shall be held on a date set by the Board of Directors, to elect officers and directors and conduct other business of the Chapter. The President and the Treasurer shall present annual reports to the members.

Section 2. Notice. Notice of the annual meeting shall be sent to each member at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the annual meeting and the slate of candidates nominated for election by the Nominating Committee.

Section 3. Regular Meetings. The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors.

Section 4. Special Meetings. Special meetings may be called by the President or Board of Directors or upon the written request of the lesser of ten percent (10%) of the members or twenty (20) members. 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. Order and Procedure for Meetings. *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including motions, nominations and elections. At any meeting of the members only those who are current members as of the date of the notice of the meeting shall be permitted to vote and no proxy voting shall be allowed. For purposes of these Bylaws, a Chapter member is a "current member" if his or her annual dues to Trout Unlimited are paid at the time specified by these Bylaws.

Section 6. Quorum for Membership Meetings. At any meeting of the Chapter's members, those present who are current members of Trout Unlimited as of the date of such meeting shall constitute a quorum for the transaction of business.

Article IV Board of Directors

Section 1. Board Responsible for Chapter's Affairs. The Board of Directors is responsible for the general supervision of the Chapter's affairs and finances.

Section 2. Composition of the Board of Directors. The Board of Directors shall consist of no fewer than six (6) non-officer members, and the officers pursuant to Article V, section 1, and no more than thirteen (13) members in total.

- A. Each non-officer director (other than the immediate past President and the at-large directors, if any) shall serve a three-year term, with such directors' terms staggered to provide for continuity.
- B. The immediate past President shall be an *ex-officio* member of the Board of Directors for the term of his or her successor.
- C. The President may, but shall not be obligated to, appoint up to two (2) current members of the Chapter as at-large non-officer directors to serve on the Board of Directors until the next annual meeting of the Chapter.
- D. All directors shall be Chapter members and current members of Trout Unlimited at the commencement of and throughout their respective terms.

Section 3. Regular Meetings, Conference Call Meetings, Email Voting Procedure. The Board of Directors shall meet regularly, but no less than six (6) times per year. Upon not less than 48 hours' notice (except in emergencies), the meetings of the Board of Directors may be conducted by conference telephone call or other audio or audio/video electronic means of communication, provided all those in attendance can hear one another. The Board of Directors may also act upon written proposals and motions by electronic mail after reasonable advance notice when requested by the President or by at least three (3) directors. Such written proposals and motions shall, to the extent possible, provide full and complete reports of the issues and the arguments advanced both for and against each proposition. Each director who responds to the request of the President or the requesting directors by voting by electronic mail shall be considered as having been present at a meeting of the Board of Directors for the purpose of determining whether or not a quorum was present. No email vote shall be effective unless 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. Quorum, Voting. A simple majority of the members of the Board of Directors shall constitute a quorum, except that, for the sole purposes of filling vacancies on the Board of Directors or filling any vacant officer positions, a simple majority of the remaining members of the Board of Directors shall constitute a quorum. A simple majority vote of those present at any meeting at which a quorum is present is required to approve any official action, unless the vote of a greater number is required by these Bylaws.

Section 5. Special Meetings. 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. Removal of Directors and Officers. Any director (including any immediate past President and at-large non-officer directors) or any of the officers (described in Article V, section 1) who shall be absent for three (3) consecutive meetings of the Board of Directors, shall be automatically removed from office, unless any such absence is excused by the Board of Directors. The Board of Directors, by two-thirds vote of all of its members, at a regular or special

meeting of the Board of Directors, at which a quorum is present, may remove any director (including any immediate past President and at-large non-officer directors) or any of the officers (described in Article V, section 1) whenever, in its judgment, the interest of the Chapter would be served.

Section 7. Filling Vacancies – Non-Officer Directors.

- A. If an elected non-officer director is unable or ceases to serve for any reason or if a director is appointed to fill a vacant officer position, the remaining members of the Board of Directors shall appoint an individual to fill the vacant director position at any regular or special meeting of the Board of Directors and no election of the general membership is required.
- B. If the immediate past President does not wish to serve as a director or is unable or ceases to serve for any reason, the President may, but shall not be obligated to, appoint in his or her place the next most recent former President who is then a current member of the Chapter and who is able and willing to serve.
- C. If any at-large director ceases to serve for any reason, the President may, but shall not be obligated to, appoint a successor at-large director to serve as such in his or her place.
- D. A director appointed to fill a vacancy shall serve for the unexpired term of such director's predecessor.

**Article V
Officers and Duties**

Section 1. Chapter Officers. 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 Chapter members and current members of Trout Unlimited at the commencement of and throughout the officer's term in office. No person shall hold more than one (1) office at any time, except that the offices of Secretary and Treasurer may be held by one person. 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 and shall be an *ex officio* member of all committees. Subject to Article IV, Section 1, the President shall oversee all activities of the Chapter and preside at all membership and board meetings.

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 the duties 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 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 \$200 shall be signed by the President or the Vice President, and countersigned 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. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
- D. Upon request, 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 of Directors and the general membership and 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. Officers' Terms, and Term Limit for President. The Chapter officers shall be elected for one-year terms. The President shall not serve more than three (3) consecutive one-year terms as President, but may hold the office of President again after a one-year period out of office.

Section 2. Filling Vacancies In Chapter Officer Positions. In the event any officer is unable or ceases to serve for any reason, the remaining members of the Board of Directors shall, at any regular or special meeting of the Board of Directors, appoint an individual to serve until the next regularly scheduled election, and no election of the general membership is required.

Section 3. Election of Directors and Officers Generally. A majority vote of the Chapter members present at the annual business meeting and permitted to vote will be sufficient to elect all officers and directors (other than the at-large directors and the immediate past President). Only those Chapter members who are current members of Trout Unlimited as of the date of the notice of the annual business meeting described in Article III, section 2, shall be permitted to vote.

Section 4. Nomination of Candidates. The Nominating Committee shall nominate candidates for each of the elected officers and directors. Nominations may also be made from the floor at the annual meeting.

Article VII Committees

Section 1. Standing Committees. The Chapter may establish standing committees, such as:

- 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 education programs and youth activities.
- D. Conservation: This committee is responsible for activities and projects that directly support Trout Unlimited's conservation agenda.
- 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 a slate of candidates for elections.

Section 2. Additional Committees. Additional standing or ad hoc committees may be established or dissolved from time to time by the Board of Directors, or by the President, with the approval of the Board of Directors.

Section 3. Committee Chairs and Committee Members, Duties and Reports. The President, with the approval of the Board of Directors, shall appoint the chair, and the chair shall appoint the membership, of each committee. Each committee shall perform the duties assigned by the Board of Directors, and shall promptly provide a detailed report of all of the actions of such committee to the Board of Directors whenever the Board shall request.

Article VIII Fiscal Year

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

Article IX
Amendment of Bylaws

Section 1. Procedure to Amend Chapter Bylaws. These Chapter bylaws may be amended at any regular, annual or special meeting of the Chapter members if at least the lesser of thirty (30) Chapter members or ten (10%) percent of the Chapter's members are present. Amendment of the bylaws shall require a two-thirds vote of those present and voting and permitted to vote. Any amendment to these bylaws shall be consistent with the bylaws of Trout Unlimited. All proposed amendments to the Bylaws shall require at least twenty (20) days' notice to the members, with the notice specifying the proposed amendment. Only those Chapter members who are current members of Trout Unlimited as of the date of the notice shall be permitted to vote.

Section 2. Bylaws to be Consistent With Trout Unlimited Bylaws. If any amendment of these bylaws 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 the amendment.

Article X
Assets and Dissolution

Section 1. Chapter Assets, Reimbursement for Expenses. 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, officers and directors may be reimbursed for expenses incurred for or on behalf of the Chapter.

Section 2. Expenditures. 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.

Adopted this 19th day of June, 2012

/s/ Marc Gilman
Secretary

/s/ Peter Harris
President