**By-Laws/Code of Regulations**

**Mad River Chapter**

**Of Trout Unlimited. Inc.**

**(A Domestic Not for profit Corporation Registered**

**Under the laws of the State of Ohio)**

* **ORGANIZATION AND PURPOSES**

The name of the organization shall be Mad River Chapter, Trout Unlimited, hereinafter referred to as the “Chapter.”

* 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 and operate as a not for profit corporation registered under the laws of the State of Ohio and qualifies as an exempt organization pursuant to the Internal Revenue Code Section 501(c)(3).
* The Chapter shall be a subsidiary organization under the authority of Trout Unlimited, Inc., a Michigan non-profit corporation, hereinafter referred to as “Trout Unlimited” or “TU”. The Chapter shall carry out the aims and purposes of Trout Unlimited and adopts by reference hereof, the Articles of Incorporation and By-laws of Trout Unlimited. The Chapter acknowledges and agrees that the use of the TU name, logo and Chapter affiliation with other organizations and businesses and 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.
* 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 the Chapter shall not participate or intervene in any campaign on behalf of any candidate for public office. The Chapter shall do whatever is within its ability to promote the purpose set forth in Section 2 hereof.
* 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.
* The 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.
* **membership**
* Any person who is interested in the activities of Trout Unlimited and has paid the annual dues to Trout Unlimited is eligible for membership in the Chapter. Any member of the Chapter shall be an active member of Trout Unlimited. The Chapter shall not assess any additional dues nor shall establish classes of membership into the Chapter or Trout Unlimited.
* 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 Trout Unlimited membership shall not have expired or otherwise terminated.
* Members of the Chapter shall enjoy of the rights and privileges of membership in the Chapter. Newsletters shall be sent and/or posted on the Chapter’s website to all members as a matter of right. The By-laws of Trout Unlimited govern the suspension or expulsion of members.
* No Chapter or Chapter Officer, Director or member may transfer, sell, barter, or lease to any person or entity the Chapter membership list or the names, addresses, email addresses, contact information or other information of the Chapter members.
* **membership meetings**
* The Annual Meeting of the Chapter shall be held on a date set by the Board of Directors, for the purpose of electing officers and Directors and conduct other business of the Chapter. The President and Treasurer shall present an annual report and annual financial report to the members.
* Notice of the Annual Meeting must be sent to members at least fourteen (14) days in advance of the meeting. Notice of the annual meeting must include the date, time, location and agenda of the annual meeting including the slate of candidates for officers and Directors. At such time as 70% of the membership can be contacted by e-mail, or other electronic means, the use of e-mail may suffice for notification of activities including notice of the annual meeting. Any member can offer their name or that of another for consideration for election as an officer or to the Board of Directors by the membership at the annual meeting.
* The Chapter shall hold regular quarterly meetings at a date, time and location chosen by the Board of Directors. Such meetings may be suspended as deemed appropriate by the Board.
* 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.
* 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. At such time as 70% of the membership can be contacted by e-mail, the use of e-mail may suffice for notification of activities other than the annual meeting.
* At the Annual Meeting or any special meetings, a majority vote of those present is controlling.
* *Robert’s Rules of Order, Newly Revised* shall govern the Chapter’s meeting proceedings on all matters relating to order and procedure of the meetings, including nominations and elections of officers and directors. Only current members of Trout Unlimited shall be permitted to vote at any meeting and no proxy voting is allowed.
* **board of directors**
* The Board of Directors (the “Board”) shall be responsible for the general supervision of the Chapter’s affairs and finances.
* The Board of Directors shall consist of no fewer than seven (7) members inclusive of the officers listed in Article 5 below and no more than nineteen (19) members. Board Members shall be elected to serve two (2) year terms, with Directors terms staggered to provide for continuity. Directors are eligible to serve multiple terms.
* The Board of Directors shall meet on a regular basis. Special meeting(s) may be called by the President or upon the request of at least four (4) members of the Board.
* A majority of the Board of Directors present at the meeting shall constitute a quorum and a majority vote of those present is required to take action on behalf of the Chapter.
* Notice of any special meeting must be given in writing at least seven (7) days in advance. Notification by e-mail is sufficient to meet this requirement if all members can be reached in this matter.
* The Board of Directors may create additional elected offices should it be deemed necessary.
* The Board of Directors may fill vacancies on the Board due to the expiration of a Director’s term of office, resignation, death or removal of a Director, or may appoint new Directors to fill a previously unfilled Board position, subject to these Code of Regulations. If a majority of the Directors determine that any Director fails to serve in the Director’s capacity, participate in the Chapter or otherwise ceases to serve as a Director, the Board of Directors may appoint a replacement for the remainder of the term and the replacement Director shall be a candidate on the next slate of officers and or Directors.
* **OFFICERS AND DUTIES**
* The executive officers of the Chapter shall be: President, Vice President, Secretary and Treasurer, all of whom shall be members of the Chapter’s Board of Directors. The executive officers will be nominated and elected by the Board. Offices may be combined if necessary if there are a limited number of candidates; however, the offices of President and Treasurer shall always remain separate.
* The President shall preside at all meetings of the Chapter and the Board. The President, with the approval of the Board, shall appoint all committees not otherwise provided for; shall be general executive officer; and shall be an ex-officio member of all Chapter committees.
* The Vice President shall serve in the absence or inability of the President to conduct the general administration of the Chapter. The Vice President shall perform the duties assigned by the Board of Directors and the President.
* The Treasurer shall have custody of all funds and property 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, the Treasurer shall endorse on behalf of the Chapter for collection, all checks, notes, drafts and electronic credits and transfers and other obligations and shall deposit same and all other revenues 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 the President or Treasurer. The Treasurer shall provide the Board of Directors at either regularly scheduled or ad hoc meetings with a report on the balance in the Treasury and at least on a quarterly basis (or when otherwise requested) a detailed accounting of deposits and expenditures and reasons for same.
* The Treasurer shall keep full and accurate accounts of all 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 Chapters accounts and report to the membership. 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 AFR form. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities. Upon request, the Treasurer will permit access to the Chapters books, records and accounts requested by any Chapter officer, director, or designated representative of the State Council and or Trout Unlimited.
* The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. He/she shall keep an accurate and current record of all memberships. He/she shall be the custodian of all records, papers, files and books of the Chapter. He/she shall attend to the giving and serving of all notices of the Chapter and attest to all Chapter documents when required. The Secretary shall assist the Treasurer in preparing and submitting the AFR form to Trout Unlimited. The Secretary shall maintain all correspondence of the Chapter.
* 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.
* **election, term, vacancy**
* The President shall be elected by a vote of the Board of Directors for a two-year term, and the President shall be eligible for only one (1) successive term as President.
* All other officers shall be elected by the Board of Directors of the Chapter for a two-year term and said officers shall be eligible to serve for two (2) consecutive two-year terms.
* The term of office of all elected officers shall be two (2) years. All officers will serve until the next election.
* In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next election.
* A majority vote of the Board of Directors will be sufficient to elect all officers, and offices may be combined at the discretion of the Board if there are insufficient candidates except that the offices of President and Treasurer must always remain separate.
* The Board of Directors at a regularly scheduled meeting will nominate and place before the Board candidates that they will vote on for the various officer positions.
* **committees**
* Committees will be formed as the need arises to carry out projects consistent with the goals of Trout Unlimited. In the absence of a sufficient number of members that are interested in participating on such committees, the Board and/or President may solicit and appoint ad hoc volunteers for assignments to specific activities.
* **annual reporting and recognition**
* The Chapter shall submit the Annual Report to the State Council, the Regional Vice President and the Trout Unlimited National office. The Annual Report shall consist of:
* Financial Report;
* Action Plan (the Chapter’s goals and objectives for the fiscal year; and
* Activity Report (evaluation of the Chapter’s accomplishments over the preceding fiscal year). The Chapter/Counsel Handbook sets forth the reporting form for these reports.
* The Annual Report shall be submitted no later than May 15th of each year.
* Chapter recognition in awards programs conducted by Trout Unlimited shall be contingent upon receipt of the Chapter’s Annual Report by the Council Chairperson and the Regional Vice President. Awards shall be based on the accomplishments documented in the annual reports and nominations shall be based upon the joint recommendation of the Council Chairperson and the regional Vice President to the Awards Committee.
* **fiscal year**
* The Chapter’s fiscal year shall be the same as that of Trout Unlimited.
* **amendment of by-laws/CODE OF REGULATIONS**
* The By-Laws/Code of Regulations may be amended at the Annual Meeting, or Special Meeting, upon proper notice given, by a two-thirds majority vote of those present. Any amendment to these By-Laws/Code of Regulations shall be consistent with the By-Laws of Trout Unlimited.
* **by-laws/Code of Regulations provisions**
* Any of these By-Laws/Code of Regulations that may be in conflict with the Articles of Incorporation, By-Laws or policies of Trout Unlimited will be void.
* **assets**
* No part of the income or net earnings 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, 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 than no member, director or officer of the Chapter, or any other private individual shall be entitled to share in the Chapter’s funds or property in any dissolution of the Chapter or otherwise.
* No part of the assets of the Chapter shall inure to the benefit or be distributed to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or any other individual.
* Upon dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such a manner or to such organization or organizations, organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization, or organizations, under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, as the Board of Directors shall determine including the distribution of all of its assets to be paid over or transferred to the State Council or, if none exists, to Trout Unlimited.
* **tax exemption/Non profit status**
* Notwithstanding any other provision hereof, the Chapter is formed exclusively for nonprofit purposes as set forth in Article I hereof and to do such other lawful acts or activities to accomplish its charitable purposes as contemplated by section 501(c)(3) of the Internal Revenue Code or its corresponding provision of any future United States Internal Revenue Code and the nonprofit laws adopted by the State of Ohio.
* **perpetuity**

The Chapter shall exist in perpetuity or until dissolved pursuant to the Ohio Revised Code. These By-Laws/Code of Regulations have been officially adopted by the members of the Mad River Chapter of Trout Unlimited on this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2022.

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President

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Secretary