

**TROUT UNLIMITED**  
**WISCONSIN RIVER VALLEY CHAPTER BYLAWS**

**Article I**

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**Organization and Purposes**

Section 1. The name of the organization shall be Wisconsin River Valley Chapter, Trout Unlimited, hereinafter referred to as the "Chapter".

Section 2. The purpose of the Chapter shall be to conserve and preserve the trout as a game fish; to conserve, protect and restore trout fisheries and their watersheds, especially in the Wisconsin counties of Lincoln, Marathon, Price and Taylor Counties; to promote trout angling in a sportsmanlike manner; to work with and encourage constituted authorities and other conservation organizations to that end through scientific yet practical trout management; to advocate fishing regulations which preserve and increase trout populations; to disseminate full and accurate information about the above purposes to the membership and the general public through educational efforts; and to encourage action to promote the above purposes at the chapter, state and national levels of Trout Unlimited.

Section 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." The Chapter shall carry out the aims and purposes of Trout Unlimited and adopts by reference hereto, the Articles of Incorporation and Bylaws of Trout Unlimited. 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. The activities, 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.

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 in carrying on propaganda or otherwise attempting to influence legislation.

Section 5. The Chapter shall do whatever is within its ability to promote the purposes set forth in Section 2.

Section 6. 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**

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### **Membership**

Section 1. Any person who is interested in the activities of Trout Unlimited is eligible for membership in the Chapter. Any member of the Chapter shall be an active member of Trout Unlimited, in any category offered by the organization.

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 Trout Unlimited membership shall not have expired or otherwise terminated.

Section 3. Payment of annual dues to Trout Unlimited is the only requirement of membership in Trout Unlimited and the Chapter. Separate Chapter dues or fees are prohibited. Newsletters must be sent to all members as a matter of right. 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, subject to the following: No member of this chapter of Trout Unlimited who is convicted of a willful violation of game law involving trout regulations of any state of the United States, or of a violation of a water quality law or regulation of the State of Wisconsin, shall be allowed to remain a member, officer or board member of the Chapter. Further, a member may be suspended from membership by the Board of Directors for any cause whatever, whenever the Board shall deem the member undesirable. Any conduct of a member which is, or is likely to be, or tends to operate injuriously to this chapter and its members shall be considered just cause for suspension of such offending member. The action of the Board of Directors may be reviewed by the membership at the next regular membership meeting, at which time the member shall be reinstated or expelled by a majority vote of the members present.

Section 5. The Chapter may, with the approval of the Board of Directors, choose to affiliate with a local organization whose purposes are congruent with those of the Chapter, but shall not publicly support the activities of said organization insofar as they conflict with the purposes of the Chapter and Trout Unlimited.

### **Article III**

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### **Officers and Duties**

Section 1. The executive officers of the Chapter shall be a president, a vice-president, a secretary and a treasurer, all of whom shall have full voting rights as are accorded to the members of the Chapter's Board of Directors. The executive officers shall be chosen and elected by the Board.

Section 2. The President shall preside at all meetings; with the approval of the Board shall appoint all committees not otherwise provided for; shall be the general executive officer, and shall be an ex-officio member of all Board committees. The President shall be empowered to execute documents carrying out these duties, including transfers of interests in real estate and entering into contracts on behalf of the Chapter, with the approval of the Board.

Section 3. The Vice-President shall serve in the absence or inability of the President to act in the general administration of the Chapter, and in any other capacity requested by the President. It is anticipated that the Vice-President shall succeed the President upon completion of his or her terms of office.

Section 4. The Secretary shall keep the minutes of all meetings of the Board and membership, shall post said minutes on a timely basis on the chapter's web site, if any, and shall distribute hard copies of said minutes to officers, board members and chapter members who request them. He or she shall keep an accurate and current record of all memberships, unless that duty is delegated to a Membership committee chair by the Board. He or she shall be custodian of the records, papers, files and non-financial books of the Chapter. Except when necessary for the purpose of meetings, he or she shall not disclose, transfer, sell, barter or lease to any person the names or addresses of the members or membership list without prior approval of the Board. He or she shall attend to the giving and service of all notices of the Chapter, affix the seal of the Chapter to the documents to which it should be attached, and attest the same when necessary. He or she shall be empowered, if required by law, to execute documents in addition to the president, or instead of the president where approved by the Board.

Section 5. 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 and 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 Directors may designate. The treasurer may, if the Board so directs, invest funds held by the chapter in such investment accounts as will meet the chapter's needs and as would be managed by a prudent person in a fiduciary capacity. All checks or warrants for the disbursement of funds shall be signed by the Treasurer or the President, and shall be approved in advance by the President. The Treasurer shall cause to be entered regularly in the books of the Chapter, to be kept for that purpose, full and accurate accounts of monies received and paid on account of the Chapter, and whenever required by the Board, shall render a statement of her or her cash account. The Treasurer shall provide a report on the financial status of the chapter at each regular and monthly meeting, and such reports after review shall be approved or rejected by the Board. On a regular basis but not less than every two years, the financial books, checkbook, reports and other records maintained by the treasurer, including but not limited to all approved invoices paid by the treasurer, shall be reviewed by an audit committee appointed by the President. The Treasurer may be bonded, at the Chapter's expenses, if the Board so directs.

Section 6. The immediate past President shall be an ex-officio member of the Board and shall assist the President in the administration of the Chapter.

#### **Article IV**

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#### **Election, Term, Vacancy**

Section 1. The President shall be elected at the Annual Meeting for a one year term. The president may serve no more than three terms in a row.

Section 2. All other officers shall be elected by the Board for a one year term.

Section 3. The term of office for all elected board members shall be three years, with one-third of the board positions facing election each year on a staggered basis.

Section 4. In the event of a vacancy in any office, for any reason, the Board of Directors shall appoint an individual to serve until the next election.

Section 5. A majority vote of those board members and officers present and in good standing will be sufficient to elect all officers, and no member shall hold more than one (1) office at any time. In case of a tie, the winner shall be determined by the toss of a coin by the president or, by his or her appointment, the vice-president.

Section 6. A Nominating Committee may be appointed by the Chapter President to nominate members for each elected office.

## **Article V**

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### **Board of Directors**

Section 1. The Board of Directors shall consist of no fewer than six, and no more than nine, members in addition to the officers listed in Article III above, chosen based on their character, interest in the chapter, availability to attend board and chapter meetings, and ability to guide and direct the carrying out of the purposes of the chapter. Board members shall be elected to serve a three-year term, and, in order to provide continuity, their terms should be staggered so that no more than one-third of the Board members' terms expire in a given year.

Section 2. The Board of Directors shall be responsible for the general supervision of the Chapter's affairs.

Section 3. The Board of Directors shall meet on a regular basis. Because the involvement of Board and Officers is integral to the strength and well-being of the chapter and its ability to carry out its mission, it is expected that any officer or board member not previously excused by the Chapter President shall attend each such meeting, and that any officer or board member who misses more than three meetings in one calendar year shall resign from their position as officer or board member.

Section 4. Five (5) members of the Board of Directors and officers shall constitute a quorum and a majority vote of those present is required.

Section 5. Special meetings may be called by the President or upon request of at least four (4) member of the board. Notice of any special meeting must be given in writing at least seven (7) days in advance.

Section 6. The Board of Directors may create additional elected offices should they be deemed necessary.

## **Article VI**

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### **Committees**

Section 1. The Board of Directors shall authorize the creation of Committees as needed to facilitate the functions of the Chapter. The following functions may be represented by Committees:

A. Communications, internal and external: To communicate with the chapter membership and the outside world, including State Council and National Office.

B. Membership: To oversee membership services, such as updating and correcting the master list, and membership development to build and sustain membership, such as following through to seek renewals from members whose renewal date is coming up.

C. Conservation Advocacy: To advocate legislation and policies which further the mission of Trout Unlimited, and to educate the membership and public about such issues.

D. Stream Projects: To plan and carry out such stream improvement and habitat restoration projects as the Board directs, acting where appropriate in concert with other conservation organizations and governmental agencies.

E. Finance: To build the fund-raising capacity of the Chapter to enable funding of Chapter activities and projects.

F. Banquet: To plan and carry out an Annual Banquet, if the board chooses to hold such an event.

G. Leadership Development: To focus on the need to provide a continuous flow of new leaders by implementing the programs outlined in the leadership development manual, and to act as a nominating committee to build a base of elected officers and directors who will become the future leaders of the Chapter.

H. Education: To arrange for regular workshops, seminars and classes in areas of interest to the membership and public on topics germane to TU's mission.

I. Legal: to provide legal advice and seek to recruit volunteer lawyers to help the Chapter as needed.

J. Program: to arrange for meetings and speakers, greet newcomers, and set up outings designed to provide fun and entertainment for members and guests.

Section 2. Special committees may be appointed by the President as necessary with the approval of the Board.

Section 3. Selection of committee members shall be the responsibility of the respective committee chairs.

Section 4. The Board of Directors may authorize the creation of an executive committee composed of the President, Vice-President, Secretary, Treasurer and one or more members of the Board, to act with the authority of the Board of Directors between meetings of said Board.

## **Article VII**

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### **Meetings**

Section 1. The Chapter shall hold regular weekly, monthly, bi-monthly, quarterly or semi-annual meetings at a time, date and place chosen by the Board of Directors. During the summer season the Board may substitute work outings for such meetings, or may choose to suspend more frequent meetings until the fall Organizational Meeting.

Section 2. An Organizational Meeting shall be held in September or October of each year, on a date set by the Board, at which the President shall appoint committees and committee chairs and present to the membership a proposed schedule of meetings and activities for the coming year.

Section 3. Special meetings may be called by the President or Board and must be called upon written request of 30 per cent or more of the membership.

Section 4. 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.

Section 5. At any special meetings, ten per cent (10%) of the Chapter's membership shall constitute a quorum. A majority vote of those present is controlling, except as otherwise specifically provided in section X-1 below. Proxy voting is permissible only on issues of which notice was provided in the notice of Special Meeting.

Section 6. At all times when the organization as a whole or any part thereof, including meetings of the Board of Directors or committees, is duly and formally convened for the purpose of deliberation and transaction of business, Roberts Rules of Order, Revised, shall govern the conduct of such meetings on all matters relating to order and procedure not otherwise specified in these bylaws.

## **Article VIII**

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### **Annual Reporting and Recognition**

Section 1. The Chapter shall submit its Annual Report to the State Council, the Regional Vice-President, and the National Office. The Annual Report shall consist of:

- A. Financial Report;
- B. Action Plan (Goals and activities for the coming fiscal year)
- C. Activity Report (Evaluation of Chapter's accomplishments over the past year).

Section 2. The Annual report shall be submitted no later than October 1 of each year.

Section 3. Chapter recognition in awards programs conducted by Trout Unlimited shall be based on the accomplishments documented in the Chapter's annual reports.

Section 4. The Chapter Board may create such chapters awards as it deems necessary to recognize the contributions of members, members of the public, organizations or governmental employees or agencies whose work has been in furtherance of the goals of Trout Unlimited and exemplary in nature, and to present such awards at a suitable time and place.

### **Article IX**

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### **Fiscal Year**

Section 1. The Chapter's fiscal year shall be October 1 through September 30.

### **Article X**

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### **Amendment of Bylaws**

Section 1. The Bylaws may be amended at the Organizational Meeting, any regularly scheduled board meeting, or at any Special Meeting called for the purpose, upon proper notice given, by a two-thirds majority vote of those present, provided a quorum is present as defined above. Proxy voting is allowed upon any issue which has been included in the notice of the meeting.

### **Article XI**

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### **Bylaws Provision**

Section 1. Upon approval of these bylaws by a two-thirds majority of those present at the Annual meeting or any special meeting called for the purpose, these bylaws will replace and supersede any prior bylaws adopted by the Wisconsin River Valley Chapter.

Section 2. Any of these Bylaws that may be in conflict with the Articles of Incorporation, Bylaws or policies of Trout Unlimited shall be void.

## **Article XII**

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### **Assets**

Section 1. 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 that no member, director or other 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.

Section 2. 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.

Section 3. Upon dissolution of the Chapter, all of its assets shall be paid over to, at the discretion of the Board, its choice of a conservation organization dedicated to a similar mission to Trout Unlimited and acting in the geographic area formerly served by the Chapter, a governmental agency charged with carrying out projects in the same geographic area which projects are congruent with the purposes of Trout Unlimited, the State Council of Trout Unlimited, or the National Office of Trout Unlimited, with the direction that said assets be used to further the purposes of Trout Unlimited in the same geographic area the Chapter formerly served.

### **Article XIII**

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### **Tax Exemption**

Section 1. Notwithstanding any other provision hereof, 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.

### **Article XIV**

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### **Perpetuity**

Section 1. The Chapter shall exist in perpetuity, or until dissolved or its charter is withdrawn by Trout Unlimited.

These Bylaws have been officially adopted by the undersigned members of the Wisconsin River Valley Chapter on this 14th day of January, 2008.