



HEADWATERS CHAPTER 315
(Serving Northeast Lower Michigan)
P.O. Box 1873
Gaylord, MI 49734



OTSEGO * MONTMORENCY * ALPENA * CHEBOYGAN * PRESQUE ISLE

BYLAWS

HEADWATERS CHAPTER TROUT UNLIMITED

Article I. Organization and Purposes

Section 1. The name of the organization shall be the Headwaters 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 TU name, logo and Chapter affiliation with other organizations and businesses shall conform to TU 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 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. 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 Meeting of the Chapter shall be held on a date set by the Board of Directors in January of each year, 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 of the Annual Meeting shall be sent to each member at least fifteen (15) days prior to the meeting by electronic communication and/or newsletter. The meeting notice shall include the date, time, and place of the annual Meeting and the slate of candidates nominated for election.

Section 3. Nominations for open Director seats and Officers will be accepted from any general member between December 1 and December 15 of the preceding year. Members may submit nominations to the Chapter by regular mail, electronic communication, or in person. Prior to December 1 of each year the Board of Directors will give notice to members, by electronic communication and/or newsletter, of the dates of open nominations and the manner in which nominations are accepted.

Nominations for any open seat may also be made from the floor by any member at the Annual Membership Meeting.

If after the voting portion of the Annual Membership Meeting, there are any unfilled open seats, the Board of Directors has the sole authority to fill any unfilled open seats by a simple majority vote of the Board at any Board Meeting or by a Special Meeting. The term limit of the Directors filled open seat(s) shall be for the year filled and expires at the next Annual Membership Meeting. Thus, the term limit is for no more than one (1) year term and shall become an open seat subject to Article III.

Section 4. Votes from members on nominations will be accepted by regular mail, electronic communication, or in person at or before the Annual Meeting in January. All votes received will be tallied by the Board of Directors at the Annual Meeting. The candidate who receives the most votes for each nominated position will be considered elected to the position. The candidate's term shall take effect immediately and shall include the remainder of the Annual Meeting.

Section 5. The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors.

Section 6. 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.

Section 7. *Robert's Rules of Order, Newly Revised* shall generally govern the meetings on all matters relating to order and procedure. However, failure to strictly adhere to Robert's Rules does not invalidate an action of the Board that is otherwise in conformance with these Bylaws and the Bylaws of Trout Unlimited. Only current members of Trout Unlimited shall be permitted to vote at the Annual 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.

Section 2. The Board of Directors shall consist of six (6) non-officer members and the officers pursuant to Article V, section 1. Each non-officer Director shall serve a three-year term, with Directors' terms staggered to provide for continuity. The immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. 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. Five (5) 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. Notice of any special meeting, including date, time, place and agenda, must be given as soon as is practicable in advance of any special meetings. Notice may be in writing or by electronic communication, including fax or electronic mail.

Section 6. If a director is unable to serve for any reason or if a director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term as provided in Article V, Section 2.

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, except for the offices of Secretary and Treasurer. 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 the chairs of all Chapter committees. The President shall oversee all activities of the chapter and preside at all membership and board meetings. The President shall make appointments to fill seats vacated by Directors or Officers prior to the expiration of their term. Appointments made by the President to fill such vacancies must be confirmed by a simple majority of the existing Board. Appointees must be active members in good standing of Trout Unlimited.

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/or 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 \$200 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. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
- D. Provide monthly access to the records of all Chapter accounts and all Chapter credit cards to one chapter or officer who is not authorized to sign checks, otherwise withdraw funds from the accounts, or make charges on a chapter credit card. That officer could be an assistant treasurer whose sole function is to review the accounts, or it could be an existing officer. That access may be electronic through the relevant financial institution and credit-card company or through hard copies of bank and credit-card statements, but the records reviewed must show the date, amount, and payee of the transactions. Electronic access must not be of the type that gives the reviewing officer the power to withdraw or transfer funds from the chapter's or council's accounts. If hard copies of bank or credit-card statements are used, they must be mailed directly from the financial institution or credit-card company to the officer charged with reviewing the records, who can then forward the statements, after review, to the treasurer. The chapter or council officer charged with reviewing the records of the chapter or council accounts and credit cards must review those records at least monthly and must report any inappropriate checks, debits, or charges to the chapter's board of directors.

Section 5. 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 and/or by newsletter 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. No officer shall serve more than three (3) consecutive one-year terms, but an officer may hold the same office after a one-year period out of office.

Section 2. In the event of a vacancy in any office, the vacant position shall be filled according to the procedure set forth in Article V, Section 2

Section 3. A majority vote of those Chapter members in good standing at the annual business meeting will be sufficient to elect all Officers and Directors.

Section 4. Background checks are not required; however, the Chapter must not knowingly elect an individual as a Chapter Officer or to the Board of Directors who has been convicted of a crime involving fraud, dishonesty or financial impropriety or who is a registered sex offender.

Section 5. Chapter Officers and Directors shall be members in good standing of Trout Unlimited

Article VII. Committees

Section 1. The Chapter may establish standing committees, whose members shall be appointed by the President, including but not limited to the following committees:

- 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.

Section 2. An Executive Committee shall be established that shall consist of the current Officers and one (1) current Director. The Director serving on the Executive Committee shall serve for a one (1) year term and shall be appointed by the President and confirmed by a simple majority of the remaining Board of Directors.

Section 3. Additional standing or ad hoc committees may be established from time to time by the President with the approval by a simple majority vote of the Board of Directors.

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

Section 1. These Chapter Bylaws may be amended at any Annual Meeting or by special meeting. If the Bylaws are to be amended by special meeting, at least 30 days notice shall be given of the date, time, and location of the special meeting. All proposed amendments to the Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment. Members may vote on the proposed amendment by regular mail, electronic communication, or in person at or before the Annual or special meeting at which the amendment will be considered. Amendment of the bylaws shall require a two-thirds majority of all votes cast. Only current members of Trout Unlimited shall be permitted to vote. Any amendment to these bylaws shall be consistent with the bylaws of Trout Unlimited.

Section 2. If any amendment of these Bylaws is required in order to make them consistent with the Bylaws of Trout Unlimited, a simple majority vote of the Board of Directors shall be sufficient to pass the amendment.

Article X. 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, officers 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 prior written approval from Trout Unlimited.

Section 4. 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.

Section 5. A current written inventory shall be kept for all personal property in excess of \$200 in value that the Chapter owns. The written inventory shall be reviewed by the Board of Directors at the end of each fiscal year.

Article XI. Policies and Procedures

Section 1. The Board of Directors shall have the authority to promulgate policies and procedures from time to time as necessary to conduct the day to day business of the Chapter. Policies and procedures may be proposed by Motion by any Director or Officer at the Annual Meeting or any other meeting conducted pursuant to Article IV, Section 3. Proposed policies or procedures may be adopted or removed by a simple majority vote of the Board pursuant to Article IV, Section 4.

Section 2. A copy of all currently adopted policies and procedures shall be attached to these Bylaws as part of the official records of the Chapter, and distributed with these Bylaws if and when such are released to approved individuals or entities.

Section 3. All policies or procedures adopted under this Article shall be consistent with these Bylaws and the Bylaws of Trout Unlimited.

Section 4. Money or other assets donated to the Chapter for a particular purpose shall be used for that purpose whenever possible.

Section 5. Dual signatures by chapter designated signers are required for paper checks written for the Chapter's checking account.

Section 6. Chapter officers, Board of Directors or the State Council Representative may occasionally have to travel for Chapter business. The individual traveling shall be reimbursed for travel expenses per the Internal Revenue Service (IRS) Standard Mileage rates for the current year for charitable organizations. Only lodging and/or food expenses reported via receipt to the Treasurer may be reimbursed.

Appendix A: Glossary of Terms

Business Meeting: The business meeting is also known as a regular board of director's meeting.

Office: The word office refers to the office of President, Vice President, Secretary and Treasurer.

Open Seat: When the term of an Officer or Director seat expires at the next annual membership meeting, the seat is said to be an open seat.

Vacancy: When an officer or director is unable to serve their full term and steps down, the seat becomes vacant.

Adopted this 4th day of March, 2021

Alex Cerveniak

Alex Cerveniak
Headwaters Chapter President

Andrew Knapp

Andrew Knapp
Headwaters Chapter Secretary