

**MAGIC CITY FLY FISHERS  
TROUT UNLIMITED CHAPTER 582  
BYLAWS**

**Article I. Organization and Purposes**

Section 1. The name of the organization shall be Magic City Fly Fishers, Chapter 582, Trout Unlimited. The chapter was officially organized on January 6, 1990 in Billings, Montana.

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.

Section 6. The Chapter may affiliate with other groups and organizations that the Board of Directors and/or membership deems beneficial and is consistent with these bylaws, and may also affiliate with other groups that the Board of Directors and/or membership deems beneficial.

**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. No Chapter or chapter officer, director or member may transfer, sell, barter, lease to any person or entity the membership list or the names, addresses, contact information or other personal information of the Trout Unlimited Chapter 582 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, 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. 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. The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors.

Section 4. 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. *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only current members of Trout Unlimited shall be permitted to vote at any 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 no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1. Terms for all directors shall be three years. 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.

Sections 3. The Board of Directors shall meet regular, but no less than six (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. A simple majority of the 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. 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 by election at the next regularly scheduled meeting of the Chapter members of at a special meeting called for this purpose.

## **Article V. Officers and Duties**

Section 1 At the first meeting of the Board of Directors following the annual election, the Board of Directors will elect from its membership the following officers: President, Vice-President, Secretary, Treasurer and Information Officer. These officers shall serve for a period of three (3) years. 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 offices of Secretary and Treasurer.

### Duties of Officers

Section 2 President. The President shall conduct chapter and board meetings, enforce all provisions of these by laws, and perform such duties as may be prescribed by the Board of Directors. The President or the Secretary shall sign documents of the chapter with the exception of those pertaining to financial transactions which shall be signed by both the President and the Treasurer. The President shall appoint committee chairpersons and members with the approval of the Board of Directors.

Section 3 Vice-President. The Vice President shall assume the duties of the President if the President is absent or unable to perform the duties of the President. The Vice President shall perform the duties assigned by the Board of Directors and the President.

Section 4 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.

Section 5 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 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 Chapters above \$500 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 payments as the Board of Directors deems appropriate and may require that the Treasurer be bonded.

The Treasurer shall also keep full and accurate accounts of the monies received and paid on account of the Chapter, give a financial report at each meeting of the Board of Directors. The Treasurer shall 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. The Treasurer will make all necessary filings with the Internal Revenue Service and state and local authorities. Upon request, the Treasurer will 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 6 Information Officer. The Information Officer shall be responsible for the editing, production and upkeep of all printed and electronic materials and publications of the Chapter to include, but not limited to, the newsletter, web site, flyers and advertising.

## **Article VI. Election, Term, Vacancy**

**Section 1.** The Chapter officers shall be elected for three-year terms, and elections shall be held every three years. At that time, an entire slate of Directors shall be elected for three year terms.

**Section 2.** At the December meeting of the Board during an election year, the Board shall appoint a nominating committee consisting of three (3) members and designate the number of Directors to be elected at the April meeting. At the January general meeting of the Chapter during an election year, the President shall notify the membership of the three members appointed to the Nominating Committee and will announce the number of Directors to be elected at the April meeting. At the March general meeting of the Chapter during an election year, the Nominating Committee will present a slate of candidates to be elected at the April meeting of the Chapter. Directors whose terms are expiring may stand for reelection if selected by the nominating committee. At this meeting, the President will call for nominations from the floor. Any member in good standing may nominate, with his or her consent, any member in good standing as a candidate for Director. At the April meeting of the Chapter during an election year, members will vote for the number of Directors to be elected from those candidates nominated by the Nominating Committee and those candidates nominated from the floor. Nominations from the floor may also be made at this meeting. If the total number of nominees is equal to or less than the number of directors to be elected, a voice vote of the members may be taken. If the number of nominees exceeds the number of directors to be elected, a vote by secret ballot shall be held.

### **Section 2. Removal of Directors and Officers**

Any director or officer of the chapter may be removed by a two-thirds (2/3) vote of a quorum of the Board. Any director or officer subject to such removal shall be afforded the opportunity to state his or her case prior to a vote by the Board.

Any director or officer of the chapter may be removed from office by the general membership by a two-thirds (2/3) vote of a quorum at any regular or called general membership meeting, provided that a minimum of two (2) weeks written notice is given to the membership of the chapter giving the reasons for the proposed removal and the subject director or officer is given an opportunity to state his or her case prior to a vote by the members present at the meeting. A director or officer removed by a vote of the general membership of the chapter may be reinstated by a majority vote of a quorum at the next regular or called general membership meeting.

### **Section 3. Vacancies**

Any vacancy on the Board of Directors shall be filled by appointment from the Board of Directors. The appointment shall be for the remainder of the unexpired term. A vacancy

caused by removal of a director or officer by a vote of the general membership of the chapter may not be filled by that person unless he or she has been reinstated by the membership as provided in Section 3C above.

Any vacancy among the officers of the chapter, with the exception of the President, shall be filled by election from the members of the Board of Directors following the filling of the unexpired term as prescribed above. A vacancy in the office of the President will be filled by the Vice-President.

## **Article VII. Committees**

Section 1. The Chapter may establish standing committees, whose members shall be appointed by the chair of each committee:

- 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.
- G. Banquet/Expo: This committee is responsible for the organization and implementation of an annual fly-fishing exposition and club banquet for the general purpose of fundraising.

Section 2. Additional standing or ad hoc committees may be established from time to time by the President or 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 Special Meeting if presented at any regular general meeting by any chapter member in good standing for consideration by the membership at the next regular meeting. Members will be specifically notified by mail, and/or electronic means, in advance, of the place, date, and time. Amendment of the bylaws shall require a two-thirds (2/3) majority vote of the current Trout Unlimited chapter members in good standing present. 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 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. 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.

We, a majority of the Board of Directors, do hereby certify that the above and foregoing By-Laws were adopted this date, and the same now constitute the By-Laws of this organization, as witnessed and signed by the Secretary below:

Adopted this 4<sup>th</sup> day of October, 2011

  
Secretary