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| **Winchester, Virginia Trout Unlimited By Laws** |
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| **Article I. Organization and Purposes** |
| **Section 1.** - The name of the organization shall be Winchester Chapter, Trout Unlimited, hereinafter referred to as the Chapter. |
| **Section 2.** -The purpose of the Chapter shall be the preservation, protection and enhancement of the coldwater resource. 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 objective is to promote sound management of cold-water fisheries. By way of illustration and not by limitation, the Chapter will be concerned with:  A. Trout water (refers to trout, salmon and steelhead waters) as a resource an especially with the preservation and enhancement of the quality and quantity of trout waters;  B. The adequate inventory of trout water as a resource and its classification in such manner that its orderly arrangement will be conducive to the development programs;  C. Fostering the concept of wild trout fishing as a sport and heritage to be protected for future generations; and  D. Promoting the concept of quality trout fishing and to encourage the adoption of fishing regulations that will encourage quality trout fishing. The Chapter will initiate and complete appropriate habitat improvement projects.  The Chapter will endeavor to work with constituted authorities (state and federal) and other conservation organizations to help achieve the mission of Trout Unlimited. The Chapter will become involved with local, state and national resource issues, and engage in such activities that will benefit the coldwater resource. |
| **Section 7.** - The Chapter shall to the extent practical, engage in the following activities: |
| A. Educational: The Chapter will publish a newsletter to help educate its members and sponsor programs to educate its members and the public alike. |
| B. Public Relations: The Chapter will actively seek public exposure via press releases, sports shows, and radio and television public service announcements. |
| C. Membership: The Chapter will have an active membership recruitment program which shall include membership retention and new chapter formation where appropriate. |
| D. Fund Raising: The Chapter may engage in fund raising activities (national banquets, raffles, corporate and foundation grant requests, etc.): provided however that all funds so raised shall be used exclusively for the purposes as set forth herein. |
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| **Article II Membership** |
| **Section 1.** - Any person who is interested in the activities of Trout Unlimited is eligible for membership. |
| **Section 2.** - Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter provided that 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 dues are current with Trout Unlimited. |
| **Section 3.** - Payment of annual dues to Trout Unlimited is the only requirement of membership into Trout Unlimited and the Chapter and therefore, separate Chapter dues or fees are prohibited. Newsletters must be sent to all members as a matter of right. |
| **Section 4.** - The By Laws of Trout Unlimited govern the suspension or expulsion of members. |
| **Section 5.** - Voting members shall be defined as members whose dues are currently in force at the time of membership. |
| **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. |
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| **Article III Membership Meetings** |
| **Section 1.** - The Annual Meeting of the Chapter will be held in the fall of each year, on a date set by the Board of Directors, for the purpose of electing officers and Directors. The President will present an annual report to the members. The date of said meeting will be published in the Chapter’s Monthly Newsletter and be posted on the Chapter’s electronic website at least one month prior to the date of said meeting. |
| **Section 2.** - Notice of the Annual Meeting must be sent to each member at least thirty (30) days in advance. Notice must include the time, place and agenda of the Annual Meeting including the slate of officers nominated by the Nominating Committee. |
| **Section 3.** - The Chapter shall hold regular monthly meetings (or bi¬monthly) 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 and must be called upon written request of ten percent (10%) or more of the membership. |
| **Section 5.** - 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 6.** - At any meeting, annual meeting, or special meeting of the Chapter, the members attending the meeting shall constitute a quorum. A majority vote of those present is controlling. Proxy voting is not permitted.  **Section 7.** 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. |
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| **Article IV Board of Directors** |
| **Section 1.** - The Board of Directors shall be responsible for the general supervision of the affairs of the Chapter.  **Section 2.** -The Board of Directors shall consist of no less than six Chapter Members in good standing in addition to the officers listed in ARTICLE V. These six members shall be elected to serve a one-year term. The term of each Board member may be renewed by a majority of members present at the annual meeting. |
| **Section 3.** - The Board of Directors shall meet on a regular basis. Special meetings may be called by the President or upon the request of at least four members of the Board of Directors. |
| **Section 4.** - A majority vote of those Board members present will be sufficient to transact Chapter business. |
| **Section 5.** 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.** - The Board of Directors may create additional elected offices should it deem it necessary. |
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| **Article V Officers and Duties** |
| **Section 1.** - The executive officers of this organization shall be: a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The executive officers shall be chosen and elected by the membership at the annual membership meeting.  **Section 2** -The President shall preside at all meetings; with the approval of the Board, appoint all committees not otherwise provided for; be general executive officer; and ex-officio member of all committees.  **Section 3.** - The Vice President shall serve in the absence or inability of the President to act in the general administration of the Chapter.  **Section 4.** - The Treasurer shall have custody of all funds and securities 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, 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. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the President and countersigned by the Treasurer. He or she shall cause to be entered regularly in the books of the Chapter to be kept for the purpose, full and accurate accounts of monies received and paid on account of the Chapter, and whenever required by the Board of Directors, shall render a statement of his or her cash account. The Treasurer shall also: |
| 1. 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. 2. 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. 3. C. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities. 4. 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.** 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 6.** - 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. |
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| **Article VI Election, Term, Vacancy** |
| **Section 1.** - The President shall be elected by a vote of the membership at the annual meeting of the Chapter for a one year term. The President's term may be extended annually by a majority vote of the members at the annual meeting. |
| **Section 2.** - The Vice President, Secretary, and Treasurer shall be elected by a vote of the membership at the annual meeting of the Chapter for a one year term. The terms of each of these officers term may be extended annually by a majority vote of the members at the annual meeting. |
| **Section 3.** - In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next election. |
| **Section 4.** - A majority vote of those members present and in good standing will be sufficient to elect all officers and no member shall hold more than one office at any time. |
| **Section 5.** - The Nominating Committee, consisting of three members named by the Board of Directors, will nominate members for each elected office. Said nominations will be made and sent to all members with the notice of Annual Meeting. Nothing, however, will deny nominations from being made from the floor during the Annual Meeting. |
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| **Article VII Committees** |
| **Section 1.** - The president, with approval of the board, may appoint standing committees as necessary for the operations of the Chapter.   1. The president will appoint an officer or board member to be a member of each standing committee.   B. The president is an ex officio member of every standing committee. |
| **Section 2** - The president, with approval of the board, may appoint ad hoc committees as necessary for the operations of the Chapter**.**  A The president will appoint an officer or board member to be a member of each ad hoc committee.  B. The president is an ex officio member of every ad hoc committee. |
| **Section 3.** - By way of example and information the following is a list of standing committees chapters have found useful:  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 will assist the Board of Directors and officers with leadership development and submit a slate of candidates for elections.  G. Leadership Development. This committee will constantly focus on the need to provide a continuous flow of new leaders by implementing the programs outlined in the Leadership Development Manual. This committee should also serve as a nominating committee to build a base of elected officers and directors who will become the future leaders of the chapter.  H. Legal. This committee should provide legal advice and seek to recruit volunteer lawyers to help the Chapter when it needs legal assistance particularly for legal battles over issues.  I. Social. A Trout Unlimited chapter should provide an atmosphere in which to have fun as well as being an organization committed to preserving and enhancing coldwater , resources. The Social Committee will arrange for meeting places, greet newcomers, set up fishing and angling arts programs and other activities designed to provide fun and entertainment for members and guests alike. |
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| **Article VIII Annual Reporting And Recognition** |
| **Section 1.** - The Chapter will submit the Annual Report to the state Council, the Regional Vice President, and the national office. The Annual Report may consist of the following: |
| a. Financial Report |
| b. The Action Plan (the goals and objectives) for the Chapter.  c. The Activity Report (evaluation of the Chapter's accomplishments against the previous year's Action Plan).  Chapters will be provided the reporting form for these reports in order to simplify the reporting task. |
| **Section 2.** - The Annual Report will be submitted each year according to the schedule set by National Trout Unlimited. |
| **Section 3.** - Chapter recognition in awards programs conducted by Trout Unlimited shall be contingent upon receipt of the Chapter's Annual Report by the Council Chairman, and the Regional Vice President. Awards shall be based upon the level of achievement within the framework of the accomplishments documented in the annual reports and nominations shall be based upon the joint recommendation of the Council Chairman and the Regional Vice President to the Awards Committee. |
| **Section 4.** - The National Board of Directors may authorize exclusion of chapters from national programs, withholding of rebates, revocation of the Chapter's charter with due cause and must deliberate and decide upon these sanctions upon the joint recommendation of the respective Council Chairman and the Regional Vice President. |
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| **Article IX Fiscal Year** |
| The fiscal year shall be October 1 through September 30. |
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| **Article X Amendment of By Laws** |
| These bylaws may be amended by three-quarters vote of the members attending the annual meeting. Proxy voting is not permissible. Any amendment to these bylaws shall require at least 30 days notice to the membership of the wording of the amendment. |
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| **Article XI By-Law Provisions** |
| If any amendment of these bylaws is required in order to make them consistent with the bylaws of Trout Unlimited. The President need only to inform the membership at the next Chapter meeting. No vote is necessary. |
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| **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. |