

**BYLAWS OF
THE DOC FRITCHEY CHAPTER
TROUT UNLIMITED**

**Article I
Organization and Purposes**

Section 1. The name of the organization shall be TROUT UNLIMITED 108 DOC FRITCHEY, doing business as (dba) the Doc Fritchey Chapter of 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, hereinafter referred to as "Trout Unlimited," 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 Membership 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 Membership 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 Membership Meeting and the slate of candidates nominated for election by the Nominating Committee. When so designated by the Board of Directors, proxy voting by those members unable to

attend the Annual Membership Meeting will be permitted.

Section 3. At the Annual Membership Meeting, those members attending and in good standing, in combination with proxies when solicited, shall constitute a quorum. A two-thirds (2/3) majority vote of the quorum will be controlling.

Section 4. The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors.

Section 5. At the regular meetings of the Chapter, a simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote by those Board members attending will be controlling.

Section 6. Special meetings may be called by the President or Board of Directors, or upon the written request of the lesser of five percent (5%) 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 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.

Section 8. Any Officer may be removed at any regular or special Chapter membership meeting by a two-thirds (2/3) majority vote of members in attendance whenever, in their judgment, the best interests of the Chapter would be served.

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 five (5) 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. Upon a two-thirds (2/3) majority vote of the membership present at the Annual Membership Meeting, any Director's term may be extended for an additional three-year term. 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 electronic mail 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. 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. If a Director is unable to serve for any reason, or if a Director is appointed by the Board of Directors 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 or at a special meeting called for this purpose.

Article V **Officers and Duties**

Section 1. Officers: The Officers of the Chapter shall be: President, Vice President, Secretary, Treasurer and Immediate Past President, 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 when required. The Officers shall be chosen and elected by the membership at the Annual Membership Meeting.

Section 2. President: The President shall serve as the general Executive Officer and shall appoint the Chairpersons of all Chapter Committees. The President shall oversee all activities of the Chapter and preside at all membership and Board of Directors meetings. The President shall be responsible for furnishing quarterly Chapter activity reports to PA State Council, in a manner and timeframe as established by the South Central Region Vice President.

Section 3. Vice President: 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 the President.

Section 4. Treasurer: The Treasurer shall have custody of all funds and property of the Chapter. Along with the President or Secretary, 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 \$200.00 for items not previously designated and approved in the Chapter's annual budget shall first be approved by the Board of Directors. 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 same 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.** 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. 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. Along with the President or Treasurer, the Secretary may sign and execute, in the name of the Chapter, all contracts, agreements or other obligation of the Chapter. 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 Website. The Secretary shall also maintain the correspondence of the Chapter.

Article VI

Election, Term, Vacancy

Section 1. The Chapter Officers shall be elected annually for one-year terms. With the exception of the Secretary, no Officer shall serve more than five (5) consecutive one-year terms in the same office, but an Officer may again hold the same office after a one-year period out of office.

Section 2. In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next regularly scheduled election.

Section 3. At the Annual Membership Meeting, a two-thirds (2/3) majority vote of those Chapter members constituting a quorum as specified in Article III, Section 3, will be sufficient to elect all Officers and Directors.

Section 4. The Nominating Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Membership Meeting.

Article VII **Committees**

Section 1. Standing Committees shall be established to represent and be responsible for the various Chapter functions, as follows:

- A. Banquet & Fundraising:** Responsible for developing funding opportunities and sources to support Chapter programs. This Committee shall assume full responsibility for the planning and implementation of the Chapter's Annual Banquet.
- B. Diversion Well:** Responsible for the ongoing operation of the Chapter's Rausch Creek diversion wells, including routine maintenance and arranging for timely deliveries of stone.
- C. Education:** Responsible for conveying Trout Unlimited's conservation agenda through educational programs geared to youth, as well as the general public.
- D. Legal:** Responsible for providing legal advice on matters pertaining to Chapter operations and activities.
- E. Membership:** Responsible for developing programs to recruit new members and retain those whose membership might otherwise expire.
- F. Social:** Responsible for developing programs of interest to the membership as an adjunct to Chapter membership meetings as well as other activities geared to attracting new members.
- G. Stocking:** Responsible for enlisting volunteers to assist with the PA Fish & Boat Commission's trout stocking program, all in accordance with Trout Unlimited's current stocking policies.
- H. Stream Stewardship:** Stream Stewards shall be responsible for monitoring stream conditions and making recommendations and organizing volunteers for implementation of remedial work as required for the specific streams to which they are assigned.
- I. Trout in the Classroom:** Responsible for coordinating the activities of, and assisting the individual schools enrolled in Trout Unlimited's Trout in the Classroom educational program.

Section 2. Additional standing or ad hoc Committees may be established from time to time by the President or the Board of Directors.

Section 3. Committee Chairpersons may be selected from the general membership and are not required to serve on the Board of Directors.

Section 4. Selection of Committee members shall be the responsibility of the respective Committee

Chairpersons.

Article VIII
Fiscal Year

Section 1. The Chapter's fiscal year shall be the same as that of Trout Unlimited.

Article IX
Amendment of Bylaws

Section 1. These Chapter bylaws may be amended at any Annual Membership Meeting or special meeting by a two-thirds (2/3) majority vote of those Chapter members constituting a quorum as specified in Article III, Section 3. 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. All proposed amendments to the Bylaws shall require at least thirty (30) days notice to the members, with the notice specifying the proposed amendment.

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.

Section 4. Upon dissolution of the Chapter, all assets of the Chapter shall revert to the PA State Council. These assets will be held and/or redistributed in consultation with Trout Unlimited.

Adopted this 23rd, day of February, 2021

Robert M. Pennell

Secretary