

NEW HAMPSHIRE COUNCIL OF TROUT UNLIMITED BYLAWS

December 19, 2012

**ARTICLE I
ORGANIZATION AND PURPOSES**

Section 1: The name of the organization is New Hampshire Council of Trout Unlimited, (hereinafter referred to as "Council"). The geographic area of the Council shall be State of New Hampshire, except for those towns that compose White River chapter of Trout Unlimited.

The physical address of the New Hampshire Trout Unlimited Council is the physical address of the current serving chairman.

Section 2: The purpose of the Council shall be to conserve, protect and restore coldwater fisheries and their watersheds in the geographic area of the Council. The Council shall operate as a non-profit, non-political and non-sectarian organization. The Council shall function exclusively for charitable, educational and scientific purposes.

Section 3: To carry out its purposes, the Council shall:

- A. Assist and counsel chapters in matters involving membership recruitment, fundraising, projects, programs and communications.
- B. If requested, assist chapters in resolving internal organizational disputes or disputes with other chapters in the Council area.
- C. Provide guidance to chapters in carrying out the policies and objectives of Trout Unlimited.
- D. Develop new chapters and increase Trout Unlimited membership.
- E. Give input and direction on state and regional fisheries management matters.
- F. Conduct fund raising activities.
- G. Develop youth education programs.
- H. Annually review the effectiveness of the Chapters within the Council and assist in the re-chartering of Chapters.

Section 4: The Council shall be an affiliated subsidiary organization operating under the authority of Trout Unlimited, a Michigan non-profit corporation, hereinafter referred to as Trout Unlimited. The Council adopts by reference the Articles of Incorporation and Bylaws of Trout Unlimited, as amended from time to time, and further acknowledges that any action taken by the Council shall be in accordance with policies and objectives of Trout Unlimited.

Section 5: The Council shall neither promote nor oppose the candidacy of any person seeking election to public office.

Section 6: The Council shall not conduct or carry on any activity 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, as amended from time to time.

**ARTICLE II
COUNCIL MEETINGS**

Section 1: The votes at all regular and special meetings of the Council shall be by delegate vote.

- A. The elected officers of the Council may each cast one delegate vote.
- B. Each chapter shall be permitted two delegate votes, in addition to the elected council officers currently serving.

Section 2: Meeting schedule.

- A. The Annual Council meeting shall be held in the month of October at a location and time designated by the delegates at the preceding Annual meeting. The delegates shall elect officers of the Council for the subsequent year at this meeting.
- B. A minimum of two of working on site Council meetings shall be held each year and additional regular meetings may be set by the delegates at the Annual Council meeting or by the council on an as need basis. Meeting may be held at an agreed upon location or by phone conference.

Section 3: Special meetings of the Council may be called by the Chair, the Executive Committee or a majority of chapter Presidents.

Section 4: A quorum for Council meetings shall exist so long as at least 50% of the then current chapters are represented. Proxy votes are not permitted.

Section 5: All delegates to Council meetings shall be members in good standing of Trout Unlimited. All chapters in the Council area shall be members of the Council.

**ARTICLE III
OFFICERS**

Section 1: The Council officers and their duties shall be:

- A. Council Chair
 - 1. The Council Chair shall be the chief executive officer and preside over all meetings of the Council.
 - 2. The Chair shall manage the business of the Council and supervise the officers and staff.

3. The Chair shall appoint all Committee Chairs, unless otherwise provided herein.
4. The Chair shall preside over Executive Committee meetings and shall also be a voting member of all committees.

B. Vice-Chair

1. The Vice Chair shall perform such duties as the Chair may direct.
2. The Vice Chair shall preside at any Council or Executive Committee meeting when the Chair is absent. Should the Chair be unable to serve, the Vice Chair shall serve as Acting Chair until an election is held at the next Council Meeting.

C. Secretary

1. The Secretary shall record and preserve the minutes, including delegate attendance, and other records of all Council and Executive Committee meetings and shall furnish copies to all Council officers and chapters within 30 days of the meeting.
2. The Secretary shall provide the notice of all meetings of the Council and the Executive Committee.
3. The Secretary shall provide updated officer and contact information to TU National within 30 days of any change.

D. Treasurer

1. The Treasurer shall have custody of all funds and property of the Council. With the Chair, the Treasurer may sign and execute, in the name of the Council, all contracts, agreements and other obligations of the Council. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Council, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Council in such bank or banks as the Executive Committee shall designate. All checks for the disbursement of funds of the Council above \$200 shall be signed by the Treasurer and with written or email co-authorization by the Chairman. The Executive Committee may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Executive Committee deems appropriate and may require that the Treasurer be bonded.
2. The Treasurer shall also keep full and accurate accounts of monies received and paid on account of the Council, give a financial report at each meeting of the Council and the Executive Committee, and whenever

required by the Executive Committee, the Treasurer shall also render a statement of the Council's accounts and report to the Council.

3. The Treasurer shall submit a complete Annual Financial Report (AFR) for the Council 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 Council and any additional items prescribed within the AFR form.
4. The Treasurer will also make all necessary filings when due with the Internal Revenue Service and state and local authorities.
5. The Treasurer shall, upon request, permit access to the Council's books, records and accounts by any Council officer, council representative or designated representative of Trout Unlimited.
6. The Treasurer shall maintain a Council approved financial controls document. This document will augment these bylaws with rules and guidelines that ensure proper financial control of Council assets.

E. National Leadership Council (NLC) Representative

1. The NLC Representative shall be elected by the Council at a regularly scheduled meeting of the Council from nominations made by the Nominating Committee or any delegate.
2. The duties of the NLC Representative shall be as provided in the Bylaws of Trout Unlimited.
3. The Council Secretary shall promptly notify Trout Unlimited of the name, address, email address, and telephone number of the newly elected NLC Representative.

F. Past Chair. The Past Chair shall carry out such duties as may be assigned by the Chair.

Section 2: Terms of office.

- A. The term of the NLC Representative shall be one year. All other officers shall serve two year terms.
- B. Officers may serve for multiple terms, except that the Chair may not serve more than two consecutive terms. As provided in the Bylaws of Trout Unlimited, the NLC Representative shall serve a maximum of five consecutive one year terms.

- C. The Chair shall fill any vacancies which may occur in offices of the Council subject to approval by the Executive Committee and ratification at the next Council meeting.
- D. Any officer may be removed at any regular or special Council meeting, at which a quorum is present, by a two-thirds vote of the delegates in attendance.
- E. Any officer who shall be absent for two consecutive meetings shall be automatically removed from office, unless any such absence is excused in advance by the Chair.

ARTICLE IV COMMITTEES

To insure the effective operation of the New Hampshire Trout Unlimited Council may establish and dissolve as needed various committees. Committee heads will be appointed by the Council Chair with approval of 50% of the chapters in attendance at scheduled meetings. Such committees might include:

Section 1: Executive Committee. The Executive Committee shall be the elected officers of the Council and all committee chairs.

- A. The Executive Committee shall conduct the business and affairs of the Council between Council meetings and report its actions at all regular and special meetings.
- B. The Executive Committee shall meet a minimum of 4 times a year, with time and place to be determined by the Executive Committee. Special meetings may be called as required. A quorum shall be a majority of those present provided that there are at least 5 members present.

Section 2: Nominating Committee. The Nominating Committee shall nominate individuals for election as officers of the Council. The Nominating Committee shall consist of the Chair, the Past Chair, the Vice Chair and the Regional Vice Presidents. Nominations for Council offices shall also be accepted from the floor at the Annual Meeting or any special meeting called for such purpose.

Section 3: Budget and Finance Committee. It is the responsibility of this committee to prepare and recommend a budget to the Council. The Committee shall also review and analyze the programs and operating demands of the Council and of the local chapters to project total costs and develop priorities and reasonable monetary allocations for approved programs and

operational activities for the Council and local chapters. In the event that funds are provided by the Council to any chapter for specific purposes, the chapter may alter such funds only with the approval of the Budget and Finance Committee. The Treasurer shall be Chair of the Committee. The Chair shall appoint three chapter Presidents and such other members as the Council may determine, to be Committee members.

Section 4: Membership Committee. This Committee shall be responsible for maintaining current membership lists and recruiting new members.

Section 5: Youth Education Committee. This Committee shall be responsible for the development of youth programs.

- Youth Trout & Conservation Camp- the state council shall appoint annually a Youth Trout & Conservation Camp Director and said Director will be a regular voting member of the New Hampshire Trout Unlimited State Council

Section 6: Fund Raising Committee. This Committee shall be responsible for and coordinate the raising of funds for the operation of the Council. It shall coordinate fund raising activities by the Council and assist chapters with fund raising activities.

Section 7: Other ad hoc committees may be created by the Chair, subject to the approval of the Executive Committee.

ARTICLE V CHAPTER AND MEMBER AUTONOMY

Section 1: It shall be the right of each chapter to choose its own projects, raise and spend its own funds and generally conduct its affairs, so long as such activities are consistent with the national bylaws and policies of Trout Unlimited.

Section 2: Chapters and their members are not liable for any debts or obligations of the Council.

ARTICLE VI AMENDMENTS

These bylaws may be added to, amended or repealed in whole or in part, by a two-thirds majority vote of the Council members in attendance at the Annual Meeting or a special meeting called for that purpose, provided that notice of the proposed changes has been provided at least 45 days prior to the meeting.

ARTICLE VII FISCAL YEAR

The fiscal year of the Council shall be October 1 to September 30 or such other fiscal year as shall be adopted by Trout Unlimited.

ARTICLE VIII DISSOLUTION

In the event of the dissolution of the Council, the assets of the Council shall be held in trust by Board of Trustees of Trout Unlimited for the Chapters of the State, pending the formation of a new Council.

ARTICLE IX MISCELLANEOUS

Section 1: The Council may employ an Executive Director to perform such duties and responsibilities as the Council may determine. The Executive Director shall report to the Executive Committee.

Section 2: The Council may authorize the employment of clerical personnel and such professional and other personnel whose services are deemed necessary and appropriate to the activities and purposes of the Council.

Section 3: No part of any income, revenue, or property of the Council shall inure to the private benefit of any member.

Section 4: The Council may not join or become affiliated with any organization whose purpose or activities conflict with the mission of Trout Unlimited.

Section 5: The Chair may call a special joint meeting with any other Council of Trout Unlimited.

Section 6: A Trout Unlimited Chapter from a state without a council may become a member chapter of this Council.

Section 7: Whenever notice is required under any provision of these bylaws, notice may be given by any of the following means: U.S. mail, express delivery, email or by posting of the notice on the Council's web-site. Notice of all regular shall be given no later than 30 days prior to the meeting. Notice of special meetings may be given no later than 10 days prior to the meeting, unless otherwise provided herein.

Section 8: Special meetings of the Council and all meetings of the Executive Committee and other Committees may be held by telephone.

Section 9: Votes on emergency matters may be taken by email, but for purpose of such a vote, a quorum shall be the actual votes of 50% of those eligible to cast a vote.

Section 10: All meetings shall be conducted according to *Roberts Rules of Order, Newly Revised*.

Section 11. These bylaws were last amended by a two-thirds majority vote of the Council on December 19, 2012