

**NEW YORK CITY TROUT UNLIMITED, INC. (CHAPTER #447)**  
**- CHAPTER BYLAWS -**

Article 1 - Organization and Purposes

Section 1. The name of the organization shall be NEW YORK CITY TROUT UNLIMITED, INC., hereinafter referred to as the “Chapter.” The Chapter is the New York City Chapter of Trout Unlimited and has been assigned the chapter number 447.

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 shall be a subsidiary organization under the authority of Trout Unlimited, Inc., a Michigan non-profit corporation, hereinafter referred to as “Trout Unlimited.” The Chapter shall carry out the aims and purposes of Trout Unlimited and adopts by reference hereof, the Articles of Incorporation and By-laws of Trout Unlimited. The Chapter acknowledges and agrees that all policies and objectives to be pursued by the Chapter, or by any member or members thereof, will be in accordance with the policies, purposes and objectives of Trout Unlimited.

Section 4. The Chapter shall not promote or oppose the candidacy of any person seeking election to public office, and the chapter shall not participate in interviews in any campaign on behalf of any candidate for public office. No substantial part of the activities of the Chapter shall be in carrying on propaganda or otherwise attempting to influence legislation.

Section 5. The Chapter shall do whatever is within its ability to promote the purposes set forth in Section 2.

Section 6. The Chapter shall conduct, within its ability, the activities described as “core chapter functions” in the Trout Unlimited Leadership Handbook; as such handbook may be amended from time to time.

Article II - Membership

Section 1. Any person who is interested in the activities of Trout Unlimited is eligible for membership in the Chapter. Any member of the Chapter shall be an active member of Trout Unlimited.

Section 2. Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter of the geographic area of that member’s residence. Nothing, however, shall restrict an individual residing in a different area from becoming a member of any one Chapter by request to Trout Unlimited, so long as his/her Trout Unlimited membership shall not have expired or otherwise been terminated.

Section 3. Payment of annual dues to Trout Unlimited is the only requirement of membership in Trout Unlimited and the Chapter. Separate Chapter dues or fees are prohibited. Newsletters must be sent or made available to all Chapter members as a matter of right. Members of the Chapter shall enjoy all the rights and privileges of membership in the Chapter.

Section 4. The By-laws of Trout Unlimited govern the suspension or expulsion of members.

### Article III - Officers and Duties

Section 1. The Executive Officers of this Chapter shall be: the President, the Vice President, the Secretary, and the Treasurer, all of whom shall be, ipso facto and ex-officio, members of the Chapter's Board of Directors. The Executive Officers shall be chosen and elected by the membership of the Chapter at the Annual Membership Meeting and must be current members in good standing of Trout Unlimited.

Section 2. The President shall preside at all meetings. With the approval of the Board of Directors, the President shall appoint all committees, shall be the Chapter's general executive officer; and shall be a member, ex-officio, of all Chapter 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 financial records of the Chapter. Together with the President, s/he 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, s/he shall endorse, on behalf of the Chapter, all checks, notes, drafts and other obligations for and shall deposit same to the credit of the Chapter in such bank or banks as the Directors may designate. The Board of Directors shall determine and enforce an adequate system of financial controls, including authorization of disbursement of funds, double signature requirements, and regular review of financial documents.

Section 5. The Treasurer shall at all reasonable times exhibit the Chapter's books, records and accounts to any Director upon application therefore, and s/he shall perform generally all of the duties appertaining to the offices of Treasurer of a Chapter to the control of the Board of Directors.

Section 6. The Secretary shall keep the minutes of all meetings of the Board of Directors and of all membership meetings. S/he shall keep also an accurate and current record of all memberships. S/he shall be a custodian of the corporate seal and of all records, papers, files and books of the Chapter. Except when necessary for the conduct and purpose of meetings, he/she shall not disclose, transfer, sell, barter, or lease to any person the names or addresses of the members or the membership list without prior written approval of the Board of Directors issued by formal Resolution. S/he shall attend to the giving and serving of all Notices of the Chapter, shall affix the Chapter seal to those documents to which it should be attached, and shall attest the same when necessary.

Section 7. The Board of Directors may create additional elected offices should it deem it necessary.

Section 8. The immediate past President shall be a member, ex-officio, of the Board of Directors and shall assist the President in the administration of the Chapter.

#### Article IV - Election, Term, Vacancy

Section 1. All Chapter officers shall be elected by a majority vote of the membership in attendance or by proxy at the Annual Meeting of the Chapter for a two-year term. Officers, having been duly elected, shall be eligible for only two (2) successive terms in the same position. No member shall hold more than one (1) office at any time. All officers will serve until the next election.

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

Section 3. The Nominating Committee shall nominate members for each elected office. Said nominations shall be made and sent to all members with the notice of Annual Meeting. Nothing in these By-Laws or any other Chapter Articles or Resolutions, however, shall prevent the placing in nominations from the floor during the Annual Meeting of any member for any elected office.

Section 4. Any Officer, having been duly elected, may only be removed from his/her office upon the vote of not less than two-thirds of the Board of Directors. Any Officer who is removed shall be given written notice of the substance of any allegations of misconduct or “due cause” and an opportunity to be heard before a membership meeting.

#### Article V - Board of Directors

Section 1. The Board of Directors shall be responsible for the general supervision of the Chapter’s affairs.

Section 2. The Board of Directors shall consist of no fewer than three (3) members of the Chapter, in addition to the officers listed in Article III above (i.e. President, Vice-President, Treasurer, Secretary and Past President). These three members shall be elected to serve for two-year terms. Directors, having been duly elected, shall be eligible for only three (3) successive terms. Director terms will be staggered to preserve organizational continuity.

Section 3. The Board of Directors shall meet or communicate electronically by means of telephone or videoconference on a regular basis. Special meetings may be called by the President or upon the request of at least four (4) members of the Board. Any one or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In addition, the Board of Directors may exercise

its authority and vote by means of electronic transmission, PROVIDED, however, (a) Action required or permitted to be taken by the board or any committee thereof may be taken by e-mail poll only if every member of the board receives a copy of a "Proposal to Take Action via E-mail" message at his or her current e-mail address and approves such action. (b) The message shall indicate that the Proposal is open for discussion and that all comments on the Proposal must be sent to all other directors through use of a "Reply All" or similar function. (c) Any director who believes the Proposal should not be passed via e-mail poll may so indicate in his or her reply and the Proposal will be held for the following board meeting. (d) At the conclusion of discussion messaging, the originator of the Proposal shall call for a vote for or against the Proposal, and each director shall send his or her vote to all other directors. (e) The originator shall then reply to all directors stating whether the Proposal has passed unanimously and the e-mail votes shall be printed and filed by the Secretary with the minutes of the proceedings of the board or committee.

Section 4. Five (5) members of the Board of Directors shall constitute a quorum and any actions taken at a Board meeting shall require a vote of a majority of the entire board. No business of the Chapter shall be considered or voted upon in the absence of a quorum.

Section 5. Notice of any Special Meeting of the Board of Directors shall be given in writing to each Board member at least seven (7) days in advance of any duly scheduled Special Meeting. Appearance in person at the meeting is equivalent of waiver of notice.

Section 6. Any Director, having been duly elected, may only be removed from his/her office upon the vote of not less than two-thirds of the Board of Directors. Any Director who is removed shall be given written notice of the substance of any allegations of misconduct or "due cause" and an opportunity to be heard before the members at a membership meeting.

Section 7. Any Director may resign in writing to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the President.

Section 8. Vacancies on the Board occurring for any reason may be filled on an interim basis by a majority vote of the Directors. Any vacancy so filled shall be put for approval by vote to the members at the next Annual Meeting.

Section 9. At all meetings of the Board of Directors, the President shall preside as chairperson. In his/her absence, a chairperson chosen by the board shall preside.

Section 10. The Board of Directors may create additional elected offices should it deem it necessary.

#### Article VI – Conflicts of Interest

Section 1. Whenever a member, director or officer has a financial or personal interest in any matter coming before the board of directors, the affected member, director or officer shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the

corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### Article VII – Limitation on Liability

Section 1. No officer, director or member of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer, director, or member notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer, director, or member to the extent that such liability is imposed by applicable law (a) for a breach of the director's duty of loyalty to the corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (c) for any transaction from which the officer, director, or member derived an improper personal benefit.

#### Article VIII – Indemnification

Section 1. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director or member of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to a threatened action or pending action which is settled or otherwise disposed of, or any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the members, the corporation shall prepare a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation, and not later than the next annual meeting of members, shall mail the statement to its members of record entitled at the time to vote for the election of directors.

Section 4. This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article, shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## Article IX – Committees

Section 1. Committees may be appointed by the President as necessary, with the approval of the Board of Directors.

Section 2. Each committee shall have at least one member of the Board of Directors on it.

Section 3. A member may serve on more than one of the Committees. All Committee members must be members of the Chapter.

## Article X - Membership Meetings

Section 1. The Annual Meeting of the Chapter shall 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 shall present an Annual Report to the members at this meeting as part of its regular agenda.

Section 2. Notice of the Annual Meeting shall be sent to each member at least thirty (30) days prior to the scheduled date of the Annual Meeting. The Notice shall include the date, time, place and agenda of the Annual Meeting, including the slate of officers to be presented by the Nominating Committee. In addition, the Notice and accompanying documents shall designate the names of two (2) Directors to whom proxy statements and/or votes may be delivered in advance of any meeting. There is a quorum requirement for Member Meetings (by law) of 10% of Members or 100 Members (whichever is less), which we shall enforce.

Section 3. Special Meetings may be called by the President or by Board of Directors and must be called by the President upon written request of not less than ten percent (10%) of the membership then in good standing.

Section 4. Notice of the time, date, place and business of all Special Meetings must be sent to all members at least seven (7) days prior to the date scheduled for such Special Meeting. Appearance in person at the meeting is equivalent of waiver of notice.

Section 5. A majority vote of those present at the Membership Meeting shall be controlling. Proxy voting shall be permissible.

## Article XI - Annual Reporting

Section 1. The Chapter shall submit reports to the New York State Council and the National office as required by those bodies. At a minimum, the Chapter shall file the required Annual Financial Report with TU National.

## Article XII - Fiscal Year

Section 1. The Chapter's fiscal year shall be October 1 through September 30.

## Article XIII - Amendment of By-Laws

Section 1. These By-Laws may be amended at the Annual Meeting, upon proper notice given, by a two-thirds majority vote of those present. Proxy voting is permitted upon any issue which has been included in the notice of the meeting.

Article XIV - Assets

Section 1. No part of the income or net earnings of the Chapter shall used by, inure to the benefit of, or be distributed to, any member, Director or Officer of the Chapter or any other private individual, PROVIDED, HOWEVER, that: (a) reasonable compensation may be paid for non-typical organization services rendered to or for the Chapter in effecting one or more of its purposes, (b) reimbursement may be made for any expenses incurred for or on behalf of the Chapter by any officer, director, agent, or employee, member or any other person or corporation, pursuant to and upon authorization of the Board of Directors, and (c) that no member, director or officer of the Chapter, or any other private individual, shall be entitled to share in the Chapter's funds or property in any dissolution of the Chapter or otherwise.

Section 2. No part of the assets of the Chapter shall inure to the benefit of or be distributed to any other organization unless the funds are used in a way consistent with TU's charitable purpose. Nor shall any assets, income or any part thereof, inure to the benefit of any private shareholder or any other individual.

Section 3. Upon dissolution of the Chapter, all of its assets shall be disbursed in a manner consistent with the Chapter's mission and tax-exempt status. Unless the Board of Directors at the time of dissolution specifies another appropriate organization, all Chapter assets will be paid over or transferred to the New York State Council of Trout Unlimited or Trout Unlimited, as approved by the Board.

Article XV - Tax Exemption

Section 1. Notwithstanding any other provision hereof, the Chapter shall not conduct or carry on any activities 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 of 1954, as amended from time to time.

Article XVI - Perpetuity

Section 1. The Chapter shall exist in perpetuity or until dissolved or dechartered.

These By-Laws have been officially adopted by the members of New York City Trout Unlimited, Inc. (Chapter #447), on the \_\_\_\_\_ day of \_\_\_\_\_, 2008.

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