

VIRGINIA COUNCIL OF TROUT UNLIMITED BYLAWS

ARTICLE I: ORGANIZATION AND PURPOSES

Preamble: A strong state organization assists Trout Unlimited chapters of Virginia in their conservation activities by providing leadership, direction, education, organizational effectiveness training, membership development and fundraising assistance as well as leadership on resource, legislative and agency issues that have state and regional implications. This state organization serves to unite the chapters of Trout Unlimited in Virginia for the purpose of helping to establish statewide policies regarding sound resource and watershed management under the guidelines of the national charter and policies of Trout Unlimited.

Section 1: The name of the organization is the Virginia Council of Trout Unlimited, (hereinafter referred to as the “Council”). The geographic area of the Council shall be the Commonwealth of Virginia.

Section 2: The purpose of the Council shall be to bring together diverse interests to care for, recover, reconnect, repair, and renew Virginia rivers, streams, and other coldwater bodies on which we all depend.

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 rechartering of Chapters.

Section 4: The Council shall operate as a non-profit, non-political, and non-sectarian organization under the aegis of Trout Unlimited, a Michigan non-profit organization with IRS 501(c)(3) designations. 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 the policies and objectives of Trout Unlimited. The Council shall function exclusively for charitable, educational, and scientific purposes.

Section 5: Neither the Council nor its officers or directors shall 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 and appointees of the Council may each cast one delegate vote.
- B. Each chapter shall be permitted two delegate votes.

Section 2: Meeting schedule.

- A. The Annual Council meeting shall be held in the month of August or September 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. Two additional Council meetings shall be held each year and additional regular meetings may be set by the delegates at the Annual Council meeting.

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. Under special circumstances, as determined by the Executive Committee, proxy votes shall be permitted upon written evidence that said proxies were granted.

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

ARTICLE III: OFFICERS

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

- A. Council Chair
 - i. The Council Chair shall be the President and chief executive officer and preside over all meetings of the Council.
 - ii. The Chair shall manage the business of the Council and supervise the officers and staff.
 - iii. The Chair shall appoint all Committee Chairs, unless otherwise provided herein.
 - iv. The Chair shall preside over Executive Committee meetings and shall also be a voting member of all committees.
- B. Vice-Chair
 - i. The Vice Chair shall perform such duties as the Chair may direct.
 - ii. 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
 - i. 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.
 - ii. The Secretary shall provide the notice of all meetings of the Council and the Executive Committee.
 - iii. The Secretary shall provide updated officer and contact information to TU National within 30 days of any change.
- D. Treasurer
 - i. 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 \$1000 shall be signed by the Chair and counter-signed by the Treasurer. 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.

- ii. 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.
 - iii. 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.
 - iv. The Treasurer will also make all necessary filings when due with the Internal Revenue Service and state and local authorities.
 - v. 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.
- E. National Leadership Council (NLC) Representative
- i. 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.
 - ii. The duties of the NLC Representative shall be as provided in the Bylaws of Trout Unlimited.
 - iii. The Council Secretary shall promptly notify Trout Unlimited of the name, address, email address, and telephone number of the newly elected NLC Representative.
- F. Regional Vice-Presidents
- i. The Chair may appoint one or more Regional Vice Presidents to assist with the outreach and support of chapters subject to approval by the Executive Committee and ratification at the next Council meeting.
 - ii. Regional Vice Presidents shall serve as the Chair's representative in their region and their region's representative to the Executive Committee.
 - iii. Regional Vice Presidents shall help coordinate the activities of their region's chapters, assist the Chair with direct chapter contact, and perform such other duties as directed by the Chair and/or region's chapters.
 - iv. Regional Vice Presidents shall have a vote in Executive committee and council meetings.
- G. Functional Vice-Presidents
- i. There shall be one (1) Vice President for each functional area which shall be defined from time to time by the Chair and published as an appendix to these bylaws.
 - ii. Functional Vice Presidents shall serve as the Chair's representative in their functional area and perform such other duties as may be assigned by the Chair.
 - iii. Functional Vice Presidents shall have a vote in Executive committee and council meetings.
- H. Advisors at Large
- i. The council may elect up to four Advisors at Large annually to advise the Executive Committee and perform duties as may be assigned by the Chair.
 - ii. Advisors at Large shall have a vote in the Executive committee and council meetings.

I. Past Chair

- i. The Past Chair shall advise the Council Chair and carry out such duties as may be assigned by the Chair.
- ii. The immediate Past Chair shall have a vote in the Executive committee and council meetings.

Section 2: Terms of office.

- A. The term of the NLC Representative and Advisors at Large shall be one year. All other officers shall serve two year terms.
- B. Officers may serve 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.
 - i. 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.
 - ii. 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

Section 1: Executive Committee.

The Executive Committee shall be the elected officers of the Council and all committee chairs. 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. The Executive Committee shall meet or conduct conference calls 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 a 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.

Section 6: Fundraising Committee.

This Committee shall be responsible for and coordinate the raising of funds for the operation of the Council. It shall coordinate fundraising activities by the Council and assist chapters with fundraising activities.

Section 7: Public Policy Committee.

This committee shall be responsible for proposing and refining the council's public policy initiatives and educating opinion leaders about the council's public policy initiatives.

Section 8: Conservation Committee.

This committee shall be responsible for proposing, refining and advocating the council's conservation initiatives.

Section 9: Ad Hoc Committees.

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 and the Virginia Council.

Section 2: Chapters and their members are not liable for any debts or other 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 at any Council Meeting or a special meeting or teleconference called for that purpose, provided that notice of the proposed changes has been provided at least 30 days prior to the meeting.

ARTICLE VII: FISCAL YEAR

The fiscal year of the Council shall be the same as that of 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 the 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 employ a Council Coordinator, clerical personnel, and such professional and other personnel whose services are deemed necessary and appropriate to the activities and purposes of the Council. The Council Coordinator and contracted staff shall report to the Executive Committee.

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 will not affiliate 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.

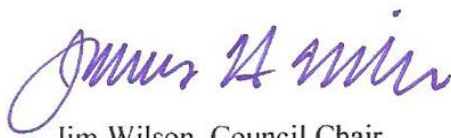
Section 7: Whenever notice is required under any provision of these bylaws, notice may be given by any of the following means: U.S. mail, express delivery, email or by posting of the notice on the Council's website. Notice of all regular meetings shall be given no later than 30 days prior to the meeting. 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 in person or by telephone or video conference

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 two-thirds of those eligible to cast a vote.

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

IN WITNESS WHEREOF, these Bylaws of the VIRGINIA COUNCIL OF TROUT UNLIMITED have been officially adopted by representatives of the membership of Trout Unlimited in the Commonwealth of Virginia on the Nineteenth day of June in the year of 2023, as evidenced by the signatures below.



Jim Wilson, Council Chair

6/19/2023

Date



Scott Allen, Secretary

6/19/2023

Date