

NORTH CAROLINA COUNCIL OF TROUT UNLIMITED BYLAWS

May 1, 2017

ARTICLE I ORGANIZATION AND PURPOSES

Section 1: The name of the organization is North Carolina Council of Trout Unlimited, (hereinafter referred to as "Council"). The geographic area of the Council shall be State of North Carolina.

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, water quality and special projects; as well as other areas the Chair has designated.
- 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 and support 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. At least two additional 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 electronic media or 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 20% 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 and have filed their annual report. Members are considered delegates from a chapter if they are a current member of the chapter board or are assigned by the chapter leadership prior to the Council meeting and the Council Chair or Vice Chair are notified.

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.
3. The Vice Chair shall preside over Executive Committee meetings in the absence of the Chair and shall also be a voting member of all committees.

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. The Treasurer shall be bonded by a recognized agency with any bonding fee paid by 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 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.
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 upon request of the Chair (Vice Chair or Secretary) not to exceed five times a year.
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 national staff.

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. *Regional Vice-Presidents (Optional, and with approval of the Council)*
1. *Regional Vice Presidents shall serve as the Chair's representative in their region, and their region's representative to the Executive Committee*
 2. *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 the region's chapters.*
 3. Immediate Past Chair. The Past Chair shall carry out such duties as may be assigned by the Chair. The immediate Past Council Chair shall have financial oversight on all the NCTU checking accounts, pursuant to the directive from Trout Unlimited.

G. Rivercourse Administrative Director

1. The Rivercourse Administrative Director shall preside over the Rivercourse Program and be responsible for all Rivercourse activities. The Rivercourse Administrative Director will report to the NCTU Council and Chair. The Rivercourse Administrative Director shall be elected during the General Elections and serve a two year term.
2. The Rivercourse Administrative Director will have check depositing authority for any and all funds charged, donated, collected or otherwise obtained by the Rivercourse Program shall be made out to NCTU and deposited into a designated Rivercourse Account managed and controlled by the NCTU Treasurer. The Rivercourse Administrative Director will have check writing authority on this designated checking account. Any check issued for \$1000 or more shall have the same requirement of two signatures the NCTU Council complies with. For bank issued checks, there is a requirement to have a paper trail or an electronic request for these funds stating amount, recipient and purpose of the payment to include the Rivercourse Administrative Director, NCTU Treasurer and Council Chair. The Rivercourse Administrative Director will have viewing access to the NCTU Council's separate designated Rivercourse account.

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 North Carolina 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 including Trout in the Classroom (TIC).

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: Chapter development committee: New chapter development and support.

Section 8: Special Projects committee. Assigned projects as directed by the Executive Committee.

Section 9: Legislative affairs liaison. Represents the Council regarding legislation that may impact the mission of NCTU.

Section 10: Water Quality committee. Represents the Council on issue regarding water quality concerns.

Section 11: 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. Chapters may terminate a member's Chapter membership but not their Trout Unlimited membership.

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 audio conference bridge or other electronic means.

Section 9: Votes on emergency matters may be taken by email or audio conference bridge or other electronic means, 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 THEREOF, these Bylaws of the NORTH CAROLINA COUNCIL OF TROUT UNLIMITED have been officially approved by the Chapters of Trout Unlimited in the State of North Carolina on the 20th day of August in the year 2016 as evidenced by the electronic signatures below.

John C. Kies, Council Chair

Joyce Shepherd, Council Secretary