

WEST VIRGINIA COUNCIL OF TROUT UNLIMITED BYLAWS

Revised June 1, 2006

Article I:

Section 1. The name of the organization shall be: WEST VIRGINIA COUNCIL OF TROUT UNLIMITED. It shall be made up of and include all chapters in the state of West Virginia.

Section 2. The Council shall be unincorporated and it shall operate as a nonprofit, non-political, and non-sectarian organization in all matters of regional concern. The Council shall function exclusively for charitable, educational and scientific purposes. More specifically, it shall work with, and encourage constituted authorities and other conservation organizations to conserve and preserve the salmonids as a game fish.

Section 3. The council shall be an affiliated subsidiary organization operating under the authority of Trout Unlimited, a Michigan nonprofit corporation. The Council adopts, by reference, the Articles of Incorporation and Bylaws of Trout Unlimited, and further acknowledges that all policies to be pursued by the Council and any actions taken thereof, shall be in accordance with policies and objectives of Trout Unlimited. All chapters of the Council shall conform to the policies and Bylaws of the Council and Trout Unlimited.

Section 4. The Council shall not promote or oppose the candidacy of any person seeking election to public office. No substantial part of the Council's activities shall consist of propagandizing or otherwise attempting to influence legislation.

Section 5. Functions and Objectives

1. Establish liaison among member Chapters, assisting the Chapters in solving problems from membership recruitment to fundraising.
2. Coordinate the projects and programs of member Chapters.
3. Interpret and provide guidance to Chapters in carrying out the policies and objectives of Trout Unlimited.
4. Build state or regional TU membership and establish new Chapters.
5. Provide a vehicle for communication between Chapters and the national organization via the National Leadership Council representative nominated from Council for election to the National Leadership Council and Board of Trustees of Trout Unlimited.
6. Serve as a line of communication with government agencies, and speak as a unified voice for TU on state and regional legislative and fisheries management matters.

Note: Council Objectives will in general encompass all objective statements of the National Organization and all West Virginia Chapters' Bylaws. Exceptions to this should they ever occur are to be treated as revisions to the Council Bylaws using Article III, Section 1.

Article II:

- Section 1. The voting members of the Council shall be the members of the Executive Board plus three official representatives from each Chapter.
- Section 2. The Executive Board shall consist of the Executive Officers as defined in Article II, Section 4 below, plus the National Leadership Council Representative and the immediate past Chairman.
- Section 3. The Executive Officers and National Leadership Council Representative nominees shall be elected annually from the state membership in good standing. The nomination for Grassroots Trustee will also be determined at this time.
- Section 4. The Executive Officers shall consist of the following:
- a. Chairman
 - b. Vice Chairman North
 - c. Vice Chairman South
 - d. Secretary
 - e. Treasurer
- Section 5. The official representatives from each Chapter shall be in addition to any members of the Executive Board. Except as provided in Article II, Section 6, they shall be:
- a. The active Chapter President or his appointed representative.
 - b. The Chapter immediate past President or his appointed representative.
 - c. One member selected by the Chapter from among its active members.
- Section 6. In the event a Chapter President, Immediate Past President or Council Representative is elected to the Executive Board or is unable to serve as an official representative to the Council, a Chapter may select an official representative(s) from among its active members to fill the vacant seat(s).
- Section 7. A list of each Chapter's official representatives to Council shall be provided to the Council Secretary by each Chapter president at the beginning of each calendar year. Chapter presidents shall also inform the Secretary of any changes in Chapter representatives as soon as they occur.
- Section 8. The Council Chairman or the Council may appoint standing or interim committees as necessary. Committee Chairmen and committee members may be appointed from the Chapters. They may have voting privileges only in accordance with Article II, Section 1. Committee Chairmen are to attend Council Meetings and participate in full to influence Council operation.
- Section 9. Duties of the Executive Board: The property and routine affairs of the Council shall be managed and controlled by the Executive Board. The Executive Board is empowered to carry out the normal working activities of the Council between meetings. In matters requiring immediate attention, the Executive Board is authorized to take action in strict accordance with Article I of these Bylaws and in conformity with the stated goals of Trout Unlimited. The Council Chairman may call meetings of or poll the Executive Board to gain more effective Council operation. However, major Council policy must be dealt with

using Article III, Section 3 of these bylaws. Any action taken by the Executive Board between Council meetings will be reported at the next regular or special Council meeting.

Section 10. The Chairman shall be the chief executive officer of the Council. He shall have the general and active management of the business and affairs of the Council. He may sign and execute in the name of the Council, all contracts, agreements and other obligations of the Council subject to the approval of Council and/or the Executive Board in strict compliance with these Bylaws. He shall have the general supervision and direction of all the other officers of the Council, and shall see that their duties are properly performed. He shall from time to time report to the Council all matters within his knowledge and which the interests of the Council may require to be brought to their notice. He shall do and perform other such duties as from time to time may be assigned to him by the Council. The office of Chairman shall not be held by one person for more than three years in succession.

Section 11. A Vice Chairman shall act as an assistant to the Chairman. He may preside at any meeting of the Council or Executive Board from which the Chairman may be absent. In the event the office of Chairman shall become vacant for any reason, a Vice Chairman, elected by the Executive Board, shall serve as Chairman for the unexpired term. A Vice Chairman may perform any of the duties of the Chairman when directed to do so by the Executive Board.

Section 12. The Vice Chairman North shall assist the Chairman concerning affairs of special interest* to the Northern Chapters including but not limited to the Chapters in Parkersburg, Morgantown, Clarksburg, Elkins, Martinsburg and Wheeling.

Section 13. The Vice Chairman South shall assist the Chairman concerning affairs of special interest* to the Southern Chapters including but not limited to the Chapters in Charleston, Huntington, Lewisburg, Mullens, Beckley and Bluefield.

Section 14. The Treasurer shall have custody of all funds and securities of the Council. He may sign and execute in the name of the Council all contracts, agreements and other obligations of the Council, subject to the approval of the Council. When necessary or proper, he shall endorse on behalf of the Council for collection, all checks, notes, drafts and other obligations and shall deposit same to the credit of the Council in such bank or banks as the Council may designate. All checks or warrants for the disbursement of funds shall be signed by the Chairman or by the Treasurer. The Treasurer shall cause to be entered regularly in the books of the Council to be kept for the purpose, full and accurate accounts of monies received and paid on account of the Council, and whenever required by the Council, shall render a statement of the cash accounts.

Section 15. The Secretary shall record and preserve the minutes of all meetings of the Council and the Executive Board and furnish copies to all officers and council members within thirty days of such meetings.. He shall keep an accurate and current record of all Council property. He shall be the custodian of all records, papers, files and books of the Council. Except when necessary for the purpose of meetings, he shall not disclose to any person the names or addresses of the members or the membership list without approval of the Council. He shall attend to the giving and serving of all notices of the Council. He shall keep an up-to-date list of Council members with addresses and phone numbers and make these available to the Council membership at Council meetings. The Secretary shall maintain an up-to-date copy of the Council Bylaws. The Secretary shall hand all records and minutes over to his/her successor within ten days after

election. The Secretary shall maintain a calendar of all future Council and Chapter events.

Section 16. The National Leadership Council Representative shall be elected as provided by the Bylaws of the West Virginia Council of Trout Unlimited. The National Leadership Council Representative shall be elected by delegates at the final meeting of any calendar year for a term of office of the following calendar year. . The Council shall notify Trout Unlimited of the name, address and phone number of such duly elected Representative immediately following the election. The Council shall also nominate a representative as the Grassroots Trustee at the same time as the National Leadership Council Representative is elected.

Section 17 In the normal carrying out of Council business, Chapter Presidents will be expected to pass communications (written or verbal) as required to their other Council representatives (2).

*To include new chapter formation in the area and such activities that strengthen Chapter performance such as membership growth, leadership development etc.

Note: General Executive Officer duties will also include council officer references in the TU Council and Chapter Handbook.

Article III

Section 1. The Bylaws of the Council may be added to, amended or repealed in whole or in part, by a 2/3rds vote of the Council members present in good standing, provided that written notice of the intent to add to, or amend, or repeal the Bylaws in whole or in part, shall be communicated to each Council member of record by mail and/or electronic communication, and may be included as part of any Council publication, including but not limited to regular or special issues of the Council newsletter or the Council's internet website, at least thirty (30) days preceding such vote.

Section 2. Procedures for meetings.

- A. At least semi-annual meetings shall be held. Election of officers shall be held at the final meeting of each calendar year. Officers' terms shall begin on January 1 of each calendar year. All terms of office shall be for one calendar year.
- B. Special meetings may be called by the Chairman of the Executive Board as the need arises.
- C. A meeting agenda will be distributed by the Chairman to all Council members a minimum of ten (10) days in advance of the meeting. Topics listed must show time needed and enough detail to allow members to prepare in advance. Items may be added to this agenda only if the Chairman and a majority of the Council agrees.
- D. Each Council member as defined in Article II, Sections 1-5, or his duly appointed representative, shall be entitled to one vote. No person shall have more than one vote.
- E. Any Council member unable to attend any meeting or election may designate another representative from his Chapter to vote on his behalf. Any such designations shall be submitted to and verified by the Secretary at the beginning of the meeting or election in question.
- F. A quorum at a Council meeting shall exist if: (1) at least 50% of active Chapters in good standing are represented by one or more eligible voting delegates or their designates, not including members of the Executive Board; and (2) at least 50% of Executive Board members are present.
- G. Thirty (30) days advance notice shall precede all regular Council meetings, unless requirement for such notice shall be waived by the Council members.
- H. All Council meetings shall be open to the general membership of member chapters.
- I. All Council business and actions shall be ratified by a simple majority of council members or their designates attending and constituting a lawful quorum.
- J. All meetings shall be conducted in accordance with Roberts Rules of Order, except that the Council Chairman shall retain his vote as a council member and except that appointed designees verified by the Secretary shall count toward a quorum.

Section 3. On policy issues which must be addressed between official Council meetings and which are

beyond the scope of the Executive Board's authority to conduct Council's normal working activities between meetings as granted in Article II, Section 9, the Council may act outside of official Council meetings by polling of all Council members by mail, telephone or electronic communication. A simple majority of all Council members shall be required to ratify any such measures.

Section 4. The Council shall fill vacancies in the officer positions as the need arises.

Section 5. The Council shall interpret the policies of the National organization as they apply to the West Virginia Council. In accordance with Article 7, Section 2 of the National Trout Unlimited Bylaws, said Bylaws are incorporated herein by reference.

These bylaws adopted on June 1, 2006 by the West Virginia Council of Trout Unlimited under my hand as Secretary:

Joseph D. Webb

(Secretary, West Virginia Council of Trout Unlimited)