



**MASSACHUSETTS & RHODE ISLAND COUNCIL
OF
TROUT UNLIMITED
BYLAWS**

**ARTICLE I
THE ORGANIZATION AND PURPOSES**

- Section 1: The name of the organization is Massachusetts & Rhode Island Council of Trout Unlimited, (hereinafter referred to as “Council”). The geographic area of the Council shall be the states of Massachusetts and Rhode Island.
- 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 among other things
- 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. Strengthen Chapters, 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.
- i. Encourage Chapter By-law conformity to the purposes set forth in the mandates of Section 6 of Article 1

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. Delegates must be present to vote. Proxy statements will not be accepted
- c. Delegates to the Council shall be the President, the Vice President of each Chapter and one (1) delegate from each Chapter for every fifty (50) members or major fraction thereof.

Section 2: Meeting schedule.

- a. The Annual Council meeting shall be held in the month of December 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. Three 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. 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

- i. The Council Chair shall be the 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 committees, unless otherwise provided herein.
- iv. The Chair shall preside over Executive Committee meetings and shall also be a voting member of all committees.

b. Council 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 \$200 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 and may require that the Treasurer be bonded.
- 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 Finance Committee 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. 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 Council Chair, Council Vice-chair, Secretary and Treasurer shall be (1) year terms.
- b. The term of the NLC Representative shall be one year
- c. Officers may serve for multiple terms, except that the Council Chair Council Vice-chair, Secretary and Treasurer, may not serve more than three consecutive one year-terms. As provided in the Bylaws of Trout Unlimited, the NLC representative shall serve a maximum of five (5) consecutive one year terms.
- d. 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.
- e. 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.
- f. 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, or in the case of the Chair by the Executive Committee.

ARTICLE IV COMMITTEES

- Section 1: Executive Committee. The Executive Committee shall be the elected officers of the Council and all standing committee vice-chairs of Finance, Environmental Affairs, Fundraising and Communication & Development are the standing committees.
- 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 for the conduct of business shall be at least five (5) members present and voting shall be by simple majority, tie votes are decided by the chair.
- Section 2: Nominating Committee. The Nominating Committee shall nominate individuals for election as officers of the Council. The Nominating Committee shall consist of the Council Chair, the Past Council Chair, the Council Vice- Chair and three (3) non officer members. 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: 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 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 the use of such funds only with the approval of the Finance Committee.
- a. Vice-chair Finance is elected annually and may not serve more than three consecutive one year-terms.
 - b. The Finance Committee is the entity within the MA/RI Council with general oversight responsibility for the finances of the Council. It is responsible to the entire Council as a whole.

- c. There shall be seven members of the Finance Committee. They shall include the Council Chair, Council Vice-chair, Treasurer, Finance Vice-chair, and three (3) other members elected at large.
- d. Terms shall be for a maximum of three years, subject to renewal each year. Membership of the positions should be staggered one year apart as best as can be practically achieved. The former Treasurer is an ex-officio and non-voting member of the Finance Committee for one year after the completion of his/her term.
- e. The Finance Committee shall meet four times a year, 31 days ahead of the scheduled Council meeting. These meetings may be in person, telephonically, or if necessary, electronically by e-mail, the latter being the least desirable form of meeting and only relied upon in exigent circumstances.
- f. Responsibilities of the Finance Committee shall be as follows:
 - I. Manage Council investments.
 - II. Propose and develop annual budget.
 - III. Review requests for funding from Chapters and other entities above \$300.
- g. Review procedures are as follows: Written request for funding must be submitted 60 days in advance of the Council meeting at which a vote would be taken on funding. Consideration of submissions on shorter timelines is at the discretion of the Finance Committee and generally will not be reviewed favorably.
- h. Investment Parameters - the guiding principles by which the Finance Committee will exercise its responsibility with regard to the Council Investments shall always be first by the Prudent Man Rule as articulated under Massachusetts Law. Within the context of the Prudent Man Rule, the Finance Committee adopts the following general principles;
 - I. Preservation of capital for both the Red Brook and general Council funds;

- II. Conservative growth in principal within the Red Brook and general Council funds
- III. There will be no speculative investments or investing;
- IV. A fixed dollar amount of the Council's assets will be maintained in cash or cash equivalents, and the balance to be used to achieve a modest return with the aim of at least meeting inflation. Mutual funds will be the preferred form of such investment, fitting within the above defined risk parameters.
- V. The Treasurer will oversee the daily management, purchase and sales of investments, subject to the advice and consent of the Finance Committee.
- VI. The Treasurer will make no investment decisions on his/her own. Sole power for such decisions rests within the Finance Committee as a whole.

Section 4: Environmental Affairs Committee. It is the responsibility of this committee to review, evaluate and develop statewide policies relative to conservation and environmental concerns for the Council. The object of the Committee's work is to make sure that the council is aware of issues or prospective changes in policy, regulations, or law which might affect coldwater conservation and to recommend actions

- a. Vice-chair Environmental Affairs is elected annually and may not serve more than three consecutive one year-terms.
- b. There shall be maximum five (5) members of the committee appointed by the Executive Board. Consideration will be given to provide balance to best represent the geographic regions of the MA/RI Council.
- c. The committee will review requests from the member chapters for Council action and advise the chapter accordingly.
- d. With Council approval, a member may represent the Council and act in liaison between the Council and Trout Unlimited or states of Massachusetts and Rhode Island or partners to communicating on issues of regional concern to the Massachusetts/Rhode Island Council of Trout Unlimited.

Section 5: Communication & Development Committee. It is the responsibility of this committee to help ensure effective communication of Vision, Mission and Values of Trout Unlimited with the membership, interested persons and general public. The committee will monitor and ensure compliance with the Trout Unlimited vision, mission, policies and Bylaws, and the policies and Bylaws of the Council.

- a. Vice-chair Communication & Development is elected annually and may not serve more than three consecutive one year-terms.
- b. There shall be maximum five (5) members of the committee appointed by the Executive Board. Consideration will be given to provide balance to best represent the geographic regions of the MA/RI Council.
- c. The committee shall advise the Council and chapters to ensure compliance with the Trout Unlimited Vision, Mission, policies and Bylaws.
- d. The Committee shall coordinate MA/RI Council sponsored events, trade shows and outings.
- e. The Committee shall be responsible for maintaining current membership lists and recruiting new members.
- f. The Committee shall oversee and coordinate the Council's website,
- g. The Committee will help maximize Council fundraising activities and programs
- h. The Committee will assist the Council and chapters to effectively communicate and promote youth programs conservation projects and initiatives.

Section 6: Fund Raising Committee. This Committee shall be responsible for and coordinate the raising of funds for the operation of the Council.

- a. Vice-chair Fundraising is elected annually and may not serve more than three consecutive one year-terms.
- b. There shall be maximum five (5) members of the committee appointed by the Executive Board. Consideration will be given to provide balance to best represent the geographic regions of the MA/RI Council.

- c. The Committee shall coordinate fund raising activities by the Council and assist chapters with fund raising activities.
- d. The committee will develop strategies to communicate fundraising activities and objectives to local chapters.

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 at the Annual Meeting. A special meeting called for the purpose of by-law amendment, shall be notified 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 States of Massachusetts & Rhode Island, 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 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 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 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 MASSACHUSETTS & RHODE ISLAND COUNCIL OF TROUT UNLIMITED have been officially approved by the Chapters of Trout Unlimited in the states of Massachusetts and Rhode Island on the _____ day of _____ in the year of _____, as evidenced by the signatures below.

Council Chair

Council Secretary