

EAST JERSEY CHAPTER TROUT UNLIMITED BYLAWS

ARTICLE I. Organization and Purposes

Section 1.

The name of the organization shall be East Jersey Chapter, Trout Unlimited, also to be known as EJTU.

Section 2.

The purpose of EJTU shall be to conserve, protect and restore coldwater fisheries and their watersheds. EJTU shall operate as a non-profit, non-political and non-sectarian organization. EJTU shall function exclusively for charitable, educational, and scientific purposes.

Section 3.

EJTU is a subsidiary organization of Trout Unlimited, Inc., a Michigan non-profit corporation, and is under its authority. EJTU shall carry out the aims and purposes of Trout Unlimited, and all policies, objectives and activities pursued by EJTU and its members shall be in conformity with the Bylaws and policies of Trout Unlimited. EJTU's use of the TU name, logo and Chapter affiliation with other organizations and businesses shall conform to TU policies.

Section 4.

EJTU and all members acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 5.

EJTU shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE II. Membership

Section 1.

Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and EJTU. EJTU shall not assess any additional dues or fees and shall not establish classes of membership.

Section 2.

Payment of annual dues to Trout Unlimited shall make one a member of EJTU, if the member resides in EJTU's geographical area. However, any Trout Unlimited member in good standing from another Chapter's geographic area may choose to become a member of the East Jersey Chapter. EJTU shall not assess any additional dues or fees and shall not establish classes of membership.

Section 3.

The bylaws of Trout Unlimited shall govern the suspension or expulsion of EJTU members.

Section 4.

No Chapter, Chapter officer, director or member may transfer, sell, barter, or lease to any person or entity the membership list or the names, addresses, contact information or other personal information of the members.

Article III. Membership Meetings**Section 1.**

The Annual Meeting of EJTU shall be held on a date set by the Board of Directors to elect officers and directors and to conduct other business of EJTU. The President and the Treasurer shall present annual reports to the members.

Section 2.

Notice of the Annual Meeting shall be sent to each member at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the Annual Meeting. If an election is schedule, the slate of candidates nominated for election by the Nominating Committee shall be sent along with the notice.

Section 3.

Ten percent (10%) of the membership or twenty members, whichever is lesser, in attendance at the Annual Meeting shall be considered a quorum.

Section 4.

EJTU shall hold regular membership meetings at a date, time and place chosen by the Board of Directors.

Section 5.

Special meetings of the membership may be called by the President or Board of Directors or upon the written request of ten percent (10%) of the membership or twenty (20) members, whichever is lesser. Notice of all special meetings must be given to members at least seven (7) days prior to the meeting and shall include the date, time, place and agenda for the special meeting.

Section 6.

Robert's Rules of Order, Newly Revised, shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only current members of EJTU shall be permitted to vote at any meeting of the membership and no proxy voting shall be allowed.

ARTICLE IV. Board of Directors

Section 1.

The Board of Directors is responsible for the general supervision of EJTU's affairs and finances.

Section 2.

The Board of Directors shall consist of no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1, and no more than fifteen (15) members. Each non-officer Director shall serve a two-year term and shall be elected concurrently with EJTU officers. The immediate past President shall be an ex-officio member of the Board of Directors for the term of his or her successor. All Directors shall be current members of East Jersey Trout Unlimited.

Section 3.

The Board of Directors shall meet regularly, but no less than six (6) times per year. Upon notice, the meetings of the Board of Directors may be conducted by telephone. The Board of Directors may also act by email vote, provided all members of the Board of Directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4.

A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5.

Special meetings of the Board of Directors may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including fax or email.

Section 6.

If a director is unable to serve for any reason or if a director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of EJTU members or at a special meeting called for this purpose.

Section 7.

Any director may be removed at any regular or special EJTU membership meeting by a 2/3 vote of members in attendance whenever, in the members' judgments, the interest of EJTU would be served.

Article V. Officers and Duties

Section 1.

The officers of EJTU shall be President, First Vice President, Second Vice

President, Secretary, and Treasurer, all of whom shall be voting members of EJTU's Board of Directors. All officers must be members in good standing of Trout Unlimited. No person shall hold more than one (1) office at any time, except for the offices of Secretary and Treasurer. The directors shall be chosen and elected by the membership at the annual membership meeting.

Section 2.

The President shall serve as general executive officer and shall appoint the chairs of all EJTU committees. The President shall oversee all activities of EJTU and preside at all membership and board meetings.

Section 3.

The First Vice President shall perform the duties assigned by the Board of Directors and the President. The First Vice President shall assume the duties of the President if the President is absent and unable to perform the President's duties. The Second Vice President shall perform the duties assigned by the Board of Directors and the President. The Second Vice President shall assume the duties of the President if the President and First Vice President are both absent and unable to perform their duties.

Section 4.

The Treasurer shall have custody of all funds and property of EJTU. With the President, the Treasurer may sign and execute, in the name of EJTU, all contracts, agreements and other obligations of EJTU. When necessary or proper, the Treasurer shall endorse for collection on behalf of EJTU, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of EJTU in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of EJTU above \$200 shall be signed by the President and counter-signed by the Treasurer. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors deems appropriate and may require that the Treasurer be bonded. The Treasurer shall also:

- A. Keep full and accurate accounts of monies received and paid on account of EJTU, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of EJTU's accounts and report to the membership.
- B. Submit a complete Annual Financial Report (AFR) for EJTU 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 EJTU and any additional items prescribed within the AFR form.
- C. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.

- D. Upon request, permit access to EJTU's books, records and accounts by any Chapter Officer, Director or designated representative of the State Council and/or Trout Unlimited.

Section 5.

The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership and keep an accurate and current record of all Chapter memberships. The Secretary shall assist the Treasurer in preparing the AFR form. The Secretary shall send all required notices to members of EJTU, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication, including fax, electronic mail or by posting on EJTU's website. The Secretary shall also maintain the correspondence of EJTU. These responsibilities may be delegated to another director.

Article VI. Elections, Terms, Vacancies

Section 1.

EJTU officers shall be elected for two-year terms. The President, First Vice President, and the Second Vice President may serve no more than two (2) consecutive two-year terms in the same office. The Secretary and Treasurer may serve no more than three (3) consecutive two-year terms in the same office. An officer may hold the same office after a one-year period out of office.

Section 2.

In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next regularly scheduled election.

Section 3.

A majority vote of those EJTU members in good standing present at the Annual Meeting will be sufficient to elect all officers and directors.

Section 4.

The Nominating Committee shall nominate members for each elected office. Nominations may also be made from the floor at the Annual Meeting.

Article VII. Committees

Section 1.

The Board of Directors may authorize the creation of an executive committee composed of the President, First Vice President, Second Vice President, Secretary, and Treasurer, to act with the authority of the Board of Directors between regular meetings of the Board of Directors for special situations requiring immediate attention. All actions taken must be presented to the Board of Directors at the next meeting thereof.

Section 2:

The East Jersey Conservation Committee was established by the Board of Directors in 1991. The Committee's purpose is to identify and address conservation issues of importance to the chapter and to report their findings to the Board of Directors and membership. The Conservation Committee shall meet regularly at a time and place determined by the Committee Chairman and all chapter members are encouraged to attend. The Conservation Chairman shall be a board member and report to the Board of Directors at its monthly meetings. The Chairman shall appoint the conservation committee members with the approval of the board. All activities of the conservation committee will be approved by the Board of Directors.

Section 3.

The Nominating Committee shall be composed of a Chairman, selected by the President, the chapter's immediate past President, a director to be chosen by the chairman and a member chosen by the President. The purpose of the Nominating Committee is to study the qualifications of potential nominees to the Board and the proposed executive officers and to submit its recommendations for these positions to the Board of Directors.

Section 4.

Additional standing or ad hoc committees that benefit and promote EJTU's mission and objectives may be established from time to time by the President or the Board of Directors. Committee chairmen may be assigned by the President or the Board of Directors.

Article VIII. Fiscal Year

Section 1.

EJTU's fiscal year shall be the same as that of Trout Unlimited.

Article IX. Amendment of Bylaws

Section 1.

These Chapter bylaws may be amended, added to, or repealed in whole or in part at any Annual Meeting or Special Meeting if at least 30 chapter members or 10% of the Chapter's members are present, whichever is the lesser. Amendment of the bylaws shall require a two-thirds vote of those present and voting. Only current members of EJTU shall be permitted to vote.

Section 2.

Any amendment to these bylaws shall be consistent with the bylaws of Trout Unlimited. All proposed amendments to the bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment.

Article X. Assets and Dissolution

Section 1.

No part of the income, earnings or assets of the Chapter shall benefit or be

distributed to any member, director or officer of the Chapter or any private individual, except that reasonable compensation may be paid for services rendered to or for the Chapter in effecting one or more of its purposes. Chapter members, officers and directors may be reimbursed for expenses incurred for or on behalf of the Chapter.

Section 2.

All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

Section 3.

The Chapter may not acquire or hold any new interest in real property, including easements, except with prior written approval from Trout Unlimited.

Section 4.

Upon dissolution or other termination of EJTU, all assets of EJTU shall revert to the State Council. These assets will be held and/or redistributed in consultation with Trout Unlimited National. The State Council and Trout Unlimited National may decide to have National hold the assets in trust pending redistribution.

Adopted this day of August 10, 2016



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Secretary, East Jersey Trout Unlimited