

**WEST VIRGINIA COUNCIL  
OF  
TROUT UNLIMITED  
BYLAWS**

**ARTICLE I  
THE ORGANIZATION AND PURPOSES**

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

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.
- 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 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.

Section 2: Meeting schedule.

- A. The Annual Council meeting shall be held in the month of 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, in the months of February and May, 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 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 Committee; and (2) at least 50% of Executive Committee members are present. 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
  - 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-Chairs North & South

1. The Vice Chairs shall perform such duties as the Chair may direct.
2. A 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 North shall represent the chapters in Wheeling, Morgantown, Clarksburg/Elkins, and Parkersburg areas. The Vice Chair South shall represent the chapters in Charleston, Huntington, Lewisburg, and Spencer/Sutton areas. Any new chapters added by the Council shall be assigned to the appropriate Vice Chair according to geography as determined by the Council Chair.

#### 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. Minutes will be retained on the Council's website in accordance with TU's document retention policy.
2. The Secretary shall provide notice of all Council and Executive Committee meetings.
3. The Secretary shall provide updated officer and contact information to TU National within 30 days of any change.
4. The secretary shall maintain the current Council Bylaws on the Council's website.

#### 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. 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 countersigned 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.
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.

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.
6. The Council financial accounts documentation retention will be accomplished by providing the ability to access the statements/reports of the financial institution where the accounts are held to an independent reviewer. Copies of monthly statements that include an annotation by the independent reviewer will be maintained on the Council's website for a period of seven years. This independent reviewer will be a Council Officer not authorized to write checks, otherwise withdraw or transfer money from accounts, or use Council debit/credit cards.

#### 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. The NLC Representative shall act and vote at the direction of the Council on all relevant NLC policies.
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. Past Chair

1. The Past Chair shall carry out such duties as may be assigned by the Chair.

### Section 2: Terms of office.

- A. The term of all officers shall be one year.
- B. Officers may serve for multiple terms, except that the Chair may not serve more than three terms.
- C. As provided in the By-laws of Trout Unlimited, the NLC Representative may only serve a maximum of five consecutive one year terms.

- D. The Chair shall fill any vacancies that 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 may be 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.

- 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.

Section 2: Nominating Committee. The Nominating Committee shall nominate individuals for election as officers of the Council. The Nominating Committee shall consist of the Immediate Past Chair and the Chapter 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: Awards Committee. The Awards Committee shall be led by the Immediate Past Chair. It is the responsibility of this committee to recognize individuals and entities that have made a significant positive impact on the mission of Trout Unlimited.

Section 4: 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 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 April 1 to March 31 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 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 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.

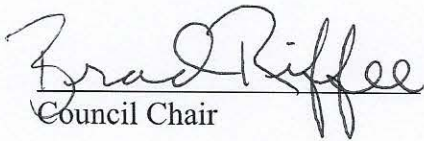
Section 7: Whenever notice is required under any provision of these bylaws, notice may be given by any of the following means: U.S. mail, express delivery, email or by posting of the notice on the Council's web-site. Notice of all regular meetings shall be given no later than 30 days prior to the meeting.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

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 WEST VIRGINIA COUNCIL OF TROUT UNLIMITED have been officially approved by the Chapters of Trout Unlimited in the state of West Virginia on the 20th day of November in the year of 2020, as evidenced by the signatures below.

  
Council Chair

  
Council Secretary