

MAINE COUNCIL OF TROUT UNLIMITED

BY-LAWS
AS DULY AMENDED AND ADOPTED
May 14, 2003

PREAMBLE

A strong state organization is needed to assist the chapters of Trout Unlimited in Maine in their conservation activities by providing leadership, direction, education, organizational effectiveness, membership development and fundraising assistance and to provide leadership on resource, legislative, and agency issues that have state and regional implications. This state organization will further serve to unite the chapters of Trout Unlimited in Maine for the purpose of establishing statewide policies regarding sound fisheries management under the guidelines of the national charter and policies of Trout Unlimited.

ARTICLE I -- THE ORGANIZATION AND PURPOSES

Section 1 - The name of the organization is Maine Council of Trout Unlimited, hereafter referred to as the "Council". It shall be made up of and will include all Trout Unlimited Chapters in the State of Maine.

Section 2 - The purpose of the Council shall be to conserve, protect, restore, and enhance trout, salmon fisheries and their watersheds in the state and the region. 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 - 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 shall carry on the aims and purposes of Trout Unlimited in the state. The Council adopts, by reference the Articles of Incorporation and Bylaws of Trout Unlimited, and further acknowledges that all policies and objectives to be pursued by the Council and any actions taken by 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 neither promote nor oppose the candidacy of any person seeking election to public office. No substantial part of the activities of the Council's shall be devoted to carrying on propaganda or otherwise attempting to influence legislation.

Section 5: The purpose of the Council shall be to increase the effectiveness of Trout Unlimited in the state and to foster sound trout management in the state and the region by the following means, which are listed by way of example and not by way of limitation:

- A. Establishing liaison among member chapters, assisting the chapters in solving problems ranging from membership recruitment to fundraising.

- B. Interpreting and providing guidance to chapters in carrying out the policies and objectives of Trout Unlimited.
- C. Building state and/or regional Trout Unlimited membership and establishing new chapters.
- D. Providing a vehicle for communication between chapters and the national organization via representatives elected from the Council to the National Leadership Council and Board of Trustees of Trout Unlimited.
- E. Serving as a line of communication with government agencies, and speaking as a unified voice for Trout Unlimited on state and regional fisheries management matters.
- F. Raising funds by solicitation and conducting fund raising activities provided, however, that all funds so raised shall be used exclusively for the purposes of the Council as set forth in these Bylaws.
- G. Arbitrate any conflict of policy within the Council area.

ARTICLE II -- MEMBERSHIP AND OFFICERS

Section 1 - Members of the Council shall be as follows:

- A. The President of each Chapter or his or her representative; and,
- B. The Vice President of each Chapter or his or her representative; and,
- C. One Delegate from each Chapter for every fifty (50) members or each major fraction thereof.

Section 2 -The Executive Officers of the Council shall be:

- A. Chairman;
- B. Vice Chairman;
- C. Treasurer;
- D. Secretary;
- E. National Leadership Council Representative;

All of whom shall be chosen and elected by the Members of the Council at the Annual Meeting of the Council to serve during the next calendar year.

Any officer may be removed at any regular or special Council meeting by a 2/3 vote of the delegates in attendance (subject to the presence of a quorum).

The Council shall notify Trout Unlimited of the name, address and telephone number of the duly elected National Leadership Council Representative immediately following the election.

Section 3 - If the office of Vice Chairman, Secretary, Treasurer, or National Leadership Council Representative is vacant by reason of death, resignation, disqualification, or otherwise, the Chairman may appoint a temporary officer to fill the vacancy until the next regular Council meeting, at which time a successor shall be elected to hold office for the unexpired term.

ARTICLE III -- OFFICERS DUTIES

Section 1 - The Chairman shall be the chief executive officer of the Council. He or she shall have the general and active management of the business and affairs of the Council. With the Treasurer, he or she 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 and proper, the Chairman shall endorse on behalf of the Council for collection, all checks, notes, draft and other obligations and shall deposit same to the credit of the Council in such bank or banks the Council may designate. All checks or warrants for the disbursement of funds for the Council shall be signed by the Treasurer or Chairman. The Chairman shall submit a report of the operations of the council to the Members at each Annual Meeting, and from time to time shall report to the Council all matters within his or her knowledge and which the interests of the Council may require to be brought to the notice of the Members. The office of Chairman shall not be held by any one individual for more than two (2) consecutive terms.

Section 2 - The Vice Chairman shall preside at any Council meeting from which the Chairman may be absent, and serve as Chairman of the Council in the absence of the Chairman. In the event of the Chairman's seat being vacant for any reason, the Vice Chairman shall become Chairman and serve as such for the unexpired term. He or she may perform any of the duties of the Chairman when directed to do so by the Council or the Chairman.

Section 3 - The Treasurer shall have custody of all funds and securities of the Council. With the Chairman, he or she may sign and execute in the name of the Council, all contracts, agreements, or any obligations of the council, subject to the approval of the council. When necessary and proper, the Treasurer shall endorse on behalf of the Council for collection, all checks, notes, draft and other obligations and shall deposit same to the credit of the Council in such bank or banks the Council may designate. All checks or warrants for the disbursement of funds for the Council shall be signed by the Treasurer. He or she shall cause to be entered regularly in the books of the Council to be kept for such 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 his or her cash account. The Treasurer shall, at all reasonable times, exhibit his or her books, records, and accounts to any Council Member upon written application.

Section 4 - The Secretary shall record and preserve the minutes and other records of all meetings of the Council, and shall attend to the giving and serving of all notices of the Council and attest to the same when necessary. He or she shall keep an accurate and current record of the names and addresses of all Council Members. The Secretary shall keep an up to date copy of the Council bylaws. Except when necessary for the purpose of meetings, he or she shall not disclose to any person the names and addresses of Members of the Council without approval of the Council.

Section 5 - The National Leadership Council Representative shall represent the Council at all meetings called by the National Board of Directors of Trout Unlimited, to serve as a liaison between the Council and the National Organization and report to the Council on matters of national and state interest. He or she shall present a report of the proceedings of national meetings to the Council at the next regular Council meeting.

ARTICLE IV – COMMITTEES

Section 1 - The Executive Committee of the Council shall be comprised of the Chairman, the Vice Chairman, the Secretary, the Treasurer, and National Leadership Council Representative. The Executive Committee may act on behalf of the Council, provided that all actions of the Executive Committee shall be subject to review and ratification by the Council at its next meeting.

Section 2 - The Chairman of the Council may appoint Interim Committees from the Council to convene when deemed necessary by the Chairman of the Council, provided that all actions of the Chairman shall be subject to review and ratification by the Council at its next meeting.

The purpose of these committees shall be to stimulate, organize and coordinate Trout Unlimited activity in each respective area of concern within the State of Maine.

Section 3 - A Nominating Committee shall be formed at the October Council meeting, consisting of at least one representative from each Chapter, for the purpose of presenting a slate of candidates for Council offices and National Leadership Council Representative to the Council at the Annual meeting in December.

Section 4 - The Chairman shall ipso facto and ex officio be a member of all standing and interim committees of the Council.

Section 5 - The Chairman may call a special joint meeting with any other Council of Trout Unlimited when it is deemed necessary by both Councils' Executive Committees. It is understood that one of the stated goals of the Council is to expand the work of Trout Unlimited in its geographic region.

ARTICLE V -- MEMBERSHIP AND DELEGATE MEETINGS

Section 1 - Regular meetings of the Council shall be held in October and May and any other month as needed. Election of Executive Officers for the following year shall be held at the Annual Meeting in December, with the Officers taking office upon election.

Section 2 - Special meetings of the Council may be called by the Chairman or upon written application of a majority of Council Members with ten (10) days advance notice, as the need arises.

Section 3 - Thirty (30) days advance notice by mail shall precede all regular Council Meetings. Provided, however, that a failure to mail such notice, or any irregularity in the same, shall not affect the validity of any such meeting, or proceedings of the same.

Section 4 - The Council may vote outside regular Council meetings by conducting polls of Council Delegates by telephone and/or mail. This shall include all Council Delegates of record. Result of such votes shall be made known in writing to all council delegates not more than 10 days following such votes and shall be recorded by the Secretary in the formal minutes of the next regular meeting.

Section 5 - At all times when the Council as a whole or any part thereof, including meetings of the Executive Committee, or any other committees, is duly and formally convened for the purpose of deliberation and transaction of business, the Roberts Rules of Order and Procedure shall govern the meeting on all matters relating to the procedure, including nomination of officers and elections.

Section 6 - A quorum for Council meetings shall be a majority of the elected and designated delegates present so long as at least 50% of the then current active chapters are represented.

Section 7 - All elected and designated delegates to Council meetings shall be members of Trout Unlimited. All chapters in the state shall be auxiliaries to the state Council.

ARTICLE VI -- CHAPTER AND MEMBER AUTONOMY

It shall be the right of all chapters to be members of other organizations whose activities are consistent with the mission of Trout Unlimited, and the Council. It is clearly understood that any provisions in these Bylaws that place exclusive jurisdiction and control over the chapter may be modified to allow full participation in other organizations as well as Trout Unlimited and the Council.

It shall be the right of each chapter to choose its own projects, raise and spend its own funds and generally conduct its affairs with a minimum of control and interference from Trout Unlimited or the Council. It is further understood that the chapters and their members are not liable for any debts or obligations of Trout Unlimited or the Council.

No chapter of the Council may join or become affiliated with any organization that conflicts with or does not actively endorse and pursue the purpose of Trout Unlimited and the Council as stated in Article I herein.

ARTICLE VII -- AMENDMENTS AND POLICY STATEMENTS

Section 1 - The Bylaws of the Council may be added to, amended or repealed by, in part or in whole, by a majority vote of the delegates present and in good standing, at any regular or special meeting; provided however that written notice by mail of the intent to add to or amend or repeal the Bylaws, in part or in whole shall be given to each delegate of record not less than thirty (30) days preceding such meeting of the Council; or the same may be added to, amended, or repealed in part or in whole at any regular or special meeting of at least two thirds (2/3) of the qualified Council Delegates present.

Section 2 - These Bylaws may be interpreted and further defined by a majority Delegate vote at a regular or special Council meeting. Such interpretations shall be called "Policy Statements" and appended hereto.

Section 3 - If any provision of these Bylaws shall be declared invalid or inoperative by competent authority of State or Federal Government, the Executive Committee shall suspend the operation of that section during the period of its invalidity and substitute in its place a provision which will meet the objectives to its validity, and which will be in accord with the intent and purpose of the invalid provision if possible. If any provision in these Bylaws is so said invalid, the remainder of these Bylaws and the application shall remain in effect.

ARTICLE VIII -- FISCAL YEAR

The fiscal year of the Council shall be October 1 to September 30 in keeping with IRS requirements that all Trout Unlimited affiliate organizations maintain the same fiscal year as the national organization.

IN WITNESS THEREOF, these Bylaws of the MAINE COUNCIL OF TROUT UNLIMITED have been officially approved by the membership of Trout Unlimited in the

state of MAINE on the 14TH day of MAY in the year of 2003, as evidenced by the signatures below.

Chairman Greg Ponte

Date May 14, 2003

Secretary Dick Walthers

Date May 14, 2003