

**WISCONSIN COUNCIL  
OF  
TROUT UNLIMITED  
BYLAWS**

**ARTICLE I  
THE ORGANIZATION AND PURPOSES**

Section 1:

The name of the organization is the Wisconsin Council of Trout Unlimited, (hereinafter referred to as "Council"). The geographic area of the Council shall be the State of Wisconsin.

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 re-chartering of Chapters.
- I. Maintain and govern grant programs which aid Wisconsin Trout Unlimited Chapters, including but not limited to the Friends of Wisconsin Trout Unlimited program, and the Watershed Access Fund Grant program.
- J. Develop policy within the Council area and arbitrate any conflicts of policy within the Council area.

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, as follows:

- A. All members of the Executive Committee shall be permitted to vote at the Council meetings.
- B. Each Chapter within the Council area which is in good standing shall be permitted two delegate votes at meetings of the Council.
  - 1. Each Chapter shall designate two delegates who shall vote at meetings of the Council.
  - 2. Chapters may only designate as their voting delegates members who are in good standing.
  - 3. Only those delegates designated by a Chapter shall vote at meetings of the Council.
- C. A simple majority vote of the Council delegates and Executive Committee present at a meeting of the Council shall be required for passage of a motion, unless otherwise dictated in these bylaws.

Section 2:

Regular meeting schedule.

- A. The Annual Council meeting shall be held in the month of February at a location and time designated by the Chair. The delegates shall elect officers of the Council for the subsequent year at this meeting.
- B. One or more additional state Council meetings shall be held each year. The place of each meeting shall be held at a location designated by the Chair.

Section 3:

Special meetings of the Council may be called by the Chair, the Executive Committee or a majority of chapter Presidents. Notice of any Special Meeting shall be served to all Chapter Presidents and members of the Executive Committee at least ten (10) days prior to any such meeting. The notice shall state the business to be transacted, and no business shall be transacted at the special meeting except that stated in the call.

Section 4:

A quorum for Council meetings shall exist so long as at least 50% of the then current chapters are represented.

Section 5:

Proxy votes shall not be permitted at any regular or special meeting. Only chapter delegates present at State Council meetings may cast votes.

Section 6:

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.

Section 7:

All meetings shall be conducted in accordance with Democratic Rules of Order. The Chair of the Council shall preside at all meetings of the Council, whether regular or special. In the absence of the Chair, the Vice-Chair shall preside at all meetings of the Council, regular or special. Alternatively, a parliamentarian may be appointed by the Chair to preside at meetings of the Council, regular or special.

## **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-Chair
  - 1. The Vice Chair shall perform such duties as the Chair may direct.
  - 2. 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
  - 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.
  - 2. The Secretary shall provide the notice of all meetings of the Council and the Executive Committee.
  - 3. The Secretary shall provide updated officer and contact information to TU National within 30 days of any change.
- 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 \$5000.00 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.

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.

E. Immediate Past-Chair

1. The Immediate Past-Chair shall perform such duties as the Chair may direct.

F. 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.
3. The Council Secretary shall promptly notify Trout Unlimited of the name, address, email address, and telephone number of the newly elected NLC Representative.

G. Regional Vice-Presidents

1. Regional Vice Presidents shall serve as the Chair's representative in their region, and their region's representative to the Executive Committee.
2. Regional Vice Presidents shall help coordinate the activities of their region's chapters, assist the Chair with direct chapter contact, and perform such other duties as directed by the Chair.

Section 2:

Officers of the Council may concurrently hold Chapter and/or other positions within Trout Unlimited.

### Section 3:

#### Terms of office.

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

## **ARTICLE IV COMMITTEES**

### Section 1:

Executive Committee.

The Executive Committee shall consist of the elected officers of the Council, the immediate past Chair of the Council, the Regional Vice Chairs, plus committee Chairs as determined by the Executive Committee.

- A. The Executive Committee shall conduct the business and affairs of the Council and report on their actions at all regular and special Council meetings.
- B. The Executive Committee shall meet at such times as it may determine.
- C. The Executive Committee may prepare and adopt a budget for the Council for a twelve month period or may delegate such function to the Treasurer. Said budget shall be presented to the members of the Council for informational purposes at the annual Council meeting.

Section 2:

The Council Nominating Committee.

The Nominating Committee shall consist of the (1) Past-Chair and the Vice-chairmen or such other nominating committee as the Executive Committee shall establish. Nominations shall also be received from the floor at the annual election meeting.

### Section 3.

#### Membership Committee.

This Committee shall be responsible for the total membership activity throughout the State of Wisconsin. One of the primary functions of this Committee is to monitor membership status and activity throughout all Chapters. This Committee shall be responsible for the development of statewide membership drives and membership programs and for the dissemination of information regarding the same to the Chapters. This Committee shall also be in charge of Chapter support and development. The Chair of the Membership Committee shall be appointed by the Executive Committee.

Section 4:

Fund Raising and Banquet Committee.

This Committee shall be responsible for and shall coordinate the raising of funds for the operation of the Council, including but not limited to its Annual Banquet. It shall coordinate fund raising activities by the Council. It shall develop, coordinate and endorse all Council fund raising projects throughout the State of Wisconsin. The Chair of the Fund Raising Committee shall be appointed by the Executive Committee.

## Section 5:

### Water Resources Committee.

This Committee shall review, evaluate and develop statewide policies relative to resource management and conservation. It shall develop programs to assure implementation of policies and it shall coordinate programs, which meet the objectives and intent of national and state conservation policies. This Committee shall be comprised partially of specialists who shall be responsible for monitoring specific areas of concern such as but not limited to: dams, mines and minerals, highways and bridges, industrial and municipal solid waste, water quality control, and other issues related to the preservation and enhancement of the cold water resource in the State of Wisconsin and surrounding area. The Chair and members of this Committee shall be appointed by the Executive Committee.

Section 6:

Publicity, Public Relations and Publications.

This Committee shall be charged with coordinating all public relations concerning the Council and Chapters within the State of Wisconsin. This Committee shall also be responsible for publishing and disseminating the Council newsletters, which shall be, if possible, published on a quarterly basis. The Chair of this Committee shall be appointed by the Executive Committee.

Section 7:

Legal and Legislative Committee.

This Committee shall be responsible for providing legal assistance to the State Council and to individual Chapters when needed. It shall also be responsible for monitoring and coordinating input into legislative matters within the State of Wisconsin and, in conjunction with Trout Unlimited, at the national level. It shall be the responsibility of this Committee to organize legal representation at hearings and other proceedings involving issues where deemed necessary by the Executive Committee.

Section 8:

Finance Committee.

This Committee shall be responsible for overseeing the general financial matters of the Council, including budgeting, and, where appropriate, providing for an audit of the finances of the Council. The Treasurer shall be the Chairman of the Committee.

Section 9:

Other Committees may be created as needed by the Executive Committee, with members appointed by 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 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 Council 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.

IN WITNESS THEREOF, these Bylaws of the WISCONSIN COUNCIL OF TROUT UNLIMITED have been officially approved by the Chapters of Trout Unlimited in the state of Wisconsin, on the 29th day of September in the year of 2012, as evidenced by the signatures below.

Kim McCarthy

Council Chair

Todd Hanson

Council Secretary