



**THE BYLAWS
OF
THE OAK BROOK CHAPTER OF TROUT UNLIMITED**

Article I. Organization and Purposes

Section 1. The name of the organization shall be Oak Brook Chapter, Trout Unlimited, hereinafter referred to as the Chapter.

Section 2. The purpose of the Chapter shall be to conserve, protect and restore coldwater fisheries and their watersheds. The Chapter shall operate as a non-profit, non-political and non-sectarian organization. The Chapter shall function exclusively for charitable, educational and scientific purposes.

Section 3. The Chapter shall be a subsidiary organization under the authority of Trout Unlimited, a Michigan non-profit corporation, hereinafter referred to as “Trout Unlimited.” The Chapter shall carry out the aims and purposes of Trout Unlimited and all policies, objectives and activities pursued by the Chapter and its members shall be in conformity with the Bylaws and policies of Trout Unlimited. The Chapter’s use of the TU name, logo and Chapter affiliation with other organizations and businesses shall conform to TU policies.

Section 4. The Chapter 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. The Chapter 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.

Section 6. The Chapter shall be a member of the Illinois Council of Trout Unlimited, hereinafter referred to as “the Council” and shall be in conformity with the Bylaws and policies of the Council.

Section 7. The Chapter shall foster the conservation and sound management of salmonid species and habitat. By way of illustration and not limited to, the Chapter shall concern itself with: (a) trout water (refers to trout, salmon, and steelhead waters) as a resource and especially with the preservation and enhancement of the quality and quantity of trout waters; (b) the adequate inventory of trout water as a resource; (c) fostering the concept of wild trout fishing as a sport and heritage to be protected for future generation; (d) promoting the concept of quality trout fishing and encouraging the adoption of fishing regulations which will encourage quality trout fishing. The Chapter shall initiate and complete appropriate habitat improvement projects. The Chapter shall endeavor to work with constituted authorities and other conservation organizations to help achieve the goals and policies of Trout Unlimited. The Chapter shall become involved with local,

state and national resource issues and engage in such activities that will benefit cold water resources.

Section 8. In addition to its conservation mission, the Chapter shall as a minimum engage in the following activities:

- a. Educational. The Chapter shall publish a printed and/or electronic newsletter for the education of its members and shall promote and sponsor other programs to educate its members and the general public.
- b. Public Relations. The Chapter shall actively promulgate its policies and programs through press releases, sport shows, and radio and television public service announcements.
- c. Membership. The Chapter shall actively pursue programs to engage its own membership as well as engaging and recruiting new members.
- d. Fund Raising. The Chapter shall engage in such fund raising activities as it deems necessary to carry out its policies and programs, to include but not be limited to conservation banquets, dinner meetings, raffles, and governmental, corporate and foundation grants, providing such activities do not conflict or violate the laws and regulations of the federal or state government, and further provided that all funds so raised shall be used exclusively for the purpose for which they were raised and for the purposes herein set forth.

Article II. Membership

Section 1. Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and the Chapter. The Chapter shall not assess any additional dues or fees and shall not establish classes of membership. The Chapter, however, may solicit donations and raise funds from time to time for its general operating expenses, special activities, and programs.

Section 2. Payment of annual dues to Trout Unlimited shall automatically make one a member of the Chapter, if the member resides in the Chapter's geographical area. Any Trout Unlimited member in good standing from a different chapter's geographic area may elect to become a member of the Chapter.

Section 3. The Bylaws of Trout Unlimited shall govern the suspension or expulsion of Chapter members.

Section 4. No Chapter officer, director or member shall 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 without the express permission of Trout Unlimited and without the concurrence of the Chapter Board of Directors. The Chapter shall not disclose personal and financial information of its members, non-member donors or any other persons or entities with which it does business or comes into contact during the course of Chapter business without the express permission of such parties.

Article III. Membership Meetings

Section 1. The Annual Meeting of the Chapter shall be held on a date set by the Board of Directors, to elect Directors and conduct other business of the Chapter. The President and the Treasurer shall present annual reports to the members. The newly elected Board of Directors shall meet immediately after such Annual Meeting to elect officers to serve for the following year.

Section 2. Notice of the Annual Meeting shall be sent by the Secretary to each Chapter member at least thirty (30) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the annual Meeting and the slate of candidates nominated by the Nominating Committee for election. The written notice of any meeting shall be deemed to be sent when (a) deposited in the U.S. mail addressed to the member's address as it appears on the official Chapter Roster; (b) published in the Chapter newsletter; (c) given by means of electronic communication; or (d) given by any other means permitted by law. Notice by electronic means to those Chapter members having provided electronic addresses to the Chapter shall be deemed adequate notice for purposes of these Bylaws. However, failure to send such notice to every Chapter member or any irregularities in the sending of such notice shall not affect the validity of the Annual Meeting nor in anyway void the business or proceedings conducted during the course of such Annual Meeting.

Section 3. The Chapter shall hold regular meetings at a date, time and place chosen by the President or such person as authorized to assume the role of President in his absence and upon the advice of the Program Committee Chairperson.

Section 4. Special meetings may be called by the President or Board of Directors or upon the written request of the lesser of ten percent (10%) of the Chapter membership, or twenty (20) Chapter members. Notice of all Special meetings in the manner stated in Section 2 of this Article III (above) shall be sent to Chapter members at least fifteen (15) days prior to the meeting and shall include the date, time, place and agenda for the special meeting, provided however that failure to send such notice to every Chapter member or any irregularities in the sending of such notice shall not affect the validity of such Special meeting nor in any way void the business or proceedings conducted during the course of such Special meeting.

Section 5. In the event any Chapter member desires to present any additional matter for a vote at an Annual or Special meeting of the Chapter, such Chapter member shall so advise the Chapter Secretary in writing no later than seven (7) days prior to the meeting.

Section 6. At any Annual, Special or regular meeting of the Chapter, two and one half percent (2½%) of the Chapter's members shall constitute a quorum for the transaction of Chapter business.

Section 7. *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only Chapter members current in the payment of their dues to Trout Unlimited and otherwise in good standing shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed. Should a Chapter member be challenged, the Membership Chair, based upon the current Chapter roster, shall determine at the time of such vote, whether any given Chapter member is entitled to vote. Voting shall be by verbal acclamation, unless a majority of voting members present at the call for a vote demands the question be resolved upon written ballot.

Article IV. Board of Directors

Section 1. The Board of Directors shall be responsible for the general supervision of the Chapter's affairs and finances.

Section 2. The Board of Directors shall consist of six non-officer members and the Chapter officers so elected and appointed pursuant to Article V, Section 1 and 2 and Article VI Section 1. Each non-officer Director shall serve a three (3) year term, with Directors' terms staggered yearly to provide for continuity. The immediate past President shall be an ex-officio member of the Board of Directors with full voting rights for the term of his or her successor. All Directors shall be current members of Trout Unlimited.

Section 3. The Board of Directors from time to time may appoint certain former Chapter Directors with long and distinguished service in Trout Unlimited as Director Emeritus. Directors Emeritus shall be perpetual members of the Chapter Board of Directors, with full voting rights, provided they maintain their good standing in Trout Unlimited. Directors Emeritus are excused from regular attendance at Chapter Board of Directors' meetings.

Section 4. The Board of Directors shall meet regularly, but no less than six (6) times per year. Meetings of the Board of Directors may be conducted by telephonic or electronic means, provided that timely notice has been given to all members of the Board of Directors and all such members are notified of the result of all votes conducted by telephonic or electronic means. All voting results, by whatever means, shall be accurately reported in the minutes of the Board of Directors.

Section 5. A simple majority of the elected directors and appointed Chapter officers shall constitute a quorum for the business of the Board of Directors and a simple majority vote of those present shall be required to approve any official action. Members of the Board of Directors may be present in person or upon proxy, timely delivered to the Chapter Secretary appointing a member of the Board of Directors to serve as such proxy.

Section 6. Special meetings of the Board may be called by 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 electronic mail.

Section 7. All meetings of the Board of Directors shall be open to the general membership of the Chapter.

**Article V. Nomination, Election,
Vacancies and Removal of Directors**

Section 1. The Leadership Development and Nominating Committee shall nominate current Chapter members to serve as Directors. Subject to approval of the Board of Directors, said nominations shall be sent to the Chapter members with the notice of the Annual meeting in the manner herein so provided. Nominations for Directors may be made from the floor by members present at the Annual Meeting.

Section 2. Directors shall be elected by direct vote of the members at the Annual Meeting. Each member shall be entitled to cast two votes for directors nominated to serve a full three year term. The two candidates receiving the highest number of votes shall be elected to serve the full three year term. Election of Directors to fill vacancies to replace Directors having not served a full term shall be conducted by separate ballot for each such vacancy.

Section 3. In the event a Director cannot serve out the full term of office, the Leadership Development and Nominating Committee shall nominate a current Chapter member, who with the approval of the Board of Directors, shall serve out such portion of the term remaining before the next Annual Meeting, at which time the remainder of the vacant term, if any, will be filled by election at such Annual Meeting as herein provided above.

Section 5. Directors shall endeavor to attend all regular and special Board of Directors' meetings. In the event a Director is unable to attend, prior to the meeting such Director must notify the Secretary of the reason for the absence and appoint another member of the Board who will be in attendance at the meeting to serve as his proxy. Failure to do so will constitute an unexcused absence. Any Director, who shall be absent without excuse for three consecutive regular or special Board meetings, shall be removed unless excused by formal resolution of the Board.

Section 6. Directors shall serve as committee chairpersons and take an active role in managing some aspect of the Chapter's affairs.

Article VI. Officers and Duties

Section 1. The officers of the Chapter shall be: President, Vice President, Secretary and Treasurer, all of whom shall be voting members of the Chapter's Board of Directors. All officers shall be members in good standing of Trout Unlimited. No person shall hold more than one (1) office at any time. The officers shall be chosen and elected by the Board of Directors.

Section 2. The President shall serve as the Chapter's general executive officer and with the advice and consent of the Board of Directors shall appoint the chairs of all Chapter committees. The President shall be an ex officio member of all committees. The President shall oversee all activities of the Chapter and preside at all membership and board meetings. The President is responsible for the accomplishment of the Chapter's goals and objectives and for the assurance of the performance of duties of the Chapter officers, committee chairs, and other representatives of the Chapter, to include the timely submission of reports of their respective activities. The President is empowered to sign and execute in the name of the Chapter all contracts, agreements, and other agreements, subject to the approval of the Board of Directors.

Section 3. The Vice President shall assume the duties of the President, with the full powers of that office, if the President is absent or unable to perform the President's duties. The Vice President shall perform the duties assigned by the Board of Directors and the President. Should the office of the president become vacant, the Vice President shall assume the office of President, with full powers, for the remainder of the term of such office, unless replaced by the Board of Directors.

Section 4. The Treasurer shall have custody of all funds and property of the Chapter. With the President, the Treasurer may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Chapter, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of the Chapter above \$500 shall be authorized by the President and 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 the account of the Chapter, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of the Chapter's accounts and report to the membership. Such financial reports shall be certified by the Treasurer and included as part of the minutes of the meeting at which the report was presented.

- b. Submit a complete Annual Financial Report for the Chapter to Trout Unlimited prior to the deadline set by Trout Unlimited. This report shall be in compliance with the policies and requirements of Trout Unlimited and shall contain a complete and accurate accounting of all revenues, expenses, volunteer hours by members of the Chapter and any additional items prescribed by the report form.
- c. Make all necessary filings with the Internal Revenue Service, State and local authorities, in full compliance with the law and regulation in such cases provided.
- d. Upon request, permit access to the Chapter's books, records and accounts by any Chapter Officer, Director or designated representative of the State Council or Trout Unlimited.
- e. Serve as an *ex officio* member of the Fundraising and Financial Development Committee and a non-voting *ex officio* Trustee of the Oak Brook Chapter of Trout Unlimited Conservation Endowment Fund's Board of Trustees.
- f. Maintain Chapter financial records for such periods of time required by Federal, State and local laws and regulations and only destroy such financial records when allowed by such law and regulation.
- g. Make available to the public on request and at no charge a copy of any return or report the Chapter has filed with Federal, State or local government.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and Annual and Special meetings and together with the Membership Chair keep an accurate and current record of all Chapter memberships. Minutes of such meetings shall account for the presence or absence of all officers and elected Directors and whether they have been excused or are absent without excuse. A roster of current Chapter members shall be made readily available at all meetings. The Secretary shall assist the Treasurer in preparing the Annual Financial Report. The Secretary shall send all required notices to members of the Chapter, as required by these Bylaws or otherwise. Notice may be in writing or by electronic communication, including fax or electronic mail. The Secretary shall maintain an archive of all Chapter correspondence which shall be retained and only destroyed in accordance with Federal, State, and local law and regulation in such cases provided. The Secretary shall serve as an *ex officio* member of the Membership Committee.

Article VII. Nomination, Term, Removal, Vacancy of Officers

Section 1. The Chapter officers shall serve one-year terms.

Section 2. The Leadership and Nominating Committee shall nominate members for each

elected office, which shall be sent to the Chapter members with the notice of the Annual Meeting as herein provided. Nominations may also be made from the floor at the Annual Meeting. The Board of Directors shall elect the Chapter officers, which shall serve at the absolute pleasure of the Board.

Section 3. In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve the remainder of the term.

Article VIII. Committees

Section 1. The Executive Committee shall be composed of the officers of the Chapter. It shall conduct the day to day business of the Chapter upon the authority of the Board of Directors and report those activities in a timely manner to the Board.

Section 2. The Chapter shall establish and maintain the following standing committees, whose members shall be appointed by the chair of each committee.

- a. Communications: Maintains a Chapter web-site and publishes a Chapter newsletter.
- b. Membership: Provides membership services, maintains membership lists and develops programs to recruit and retain members.
- c. Education: Develops education programs to engage Chapter members and the general public in the mission and vision of Trout Unlimited.
- d. Conservation: Develops and recommends to the Board of Directors Chapter conservation, restoration, and advocacy activities, projects and efforts and provides leadership for the same once approved by the Board.
- e. Financial Development: Raises the funds needed to carry on the activities of the Chapter.
- f. Leadership Development and Nominating: Assists the Board of Directors and officers with leadership development and submits slates of candidates for Chapter elections.
- g. Program and Special Events: Plans the Chapter's regular monthly meeting programs and special events.
- h. Budget and Grant Selection: Develops the Chapter's annual budget; reviews grant requests prior to their submission to the Board of Directors and recommends to the Board of Directors the disbursement

of funds to other TU Chapters, Councils, National Trout Unlimited programs, and other 501(c)(3) organizations.

- i. Publicity, Publication and Public Relations Committee: Publicizes Chapter activities to TU members and other chapters, other conservation organizations and the general public.

Section 3. Special or *ad hoc* committees may be established from time to time by the President or the Board of Directors.

Article IX Representatives to the Illinois Council and Other Affiliated Organizations

Section 1. Members selected to serve on the Council or as delegates to assemblies of affiliated organization shall faithfully represent the interests of the Chapter, the Council and Trout Unlimited in any such capacities.

Section 2. The number of regular and *ex officio* representatives so appointed shall be in accordance with the Bylaws of the Council or bylaw or rule of such other affiliated organization concerned.

Section 3. Regular representatives shall be appointed by the Board of Directors from a slate of nominees presented to the Board by the Leadership Development and Nominating Committee using the same voting procedures as for electing officers, however, without notification to the members of the Chapter and without calling for additional nominations from the membership floor.

Section 4. The Term of appointment shall be for a term of one year.

Section 5. Council representatives from the Chapter shall be present at all regular and special meetings of the Council. Chapter representatives appointed to other affiliated organizations shall attend all regular and special meetings related to the scope of appointment to such organization. In the event such Chapter representative is unable to attend any such meeting, the Chapter representative shall notify the Secretary of the Council, or the person of the affiliated organization designated to receive such notification, of the reason for the absence. If the Council or such organization, by rule or bylaw, allows representation by proxy, the Chapter representative shall designate a proxy in accordance with such rule or bylaw. The person designated as proxy shall be a current member of the Chapter. Three unexcused absences shall be cause for vacating such appointment by the Board.

Section 6. In the event of vacancy in any representative position, the Board of Directors shall appoint another representative to fill the vacancy from among nominees submitted by the Leadership Development and Nomination Committee to serve until the next regular appointment of such representatives.

Article X Conservation Endowment Fund

Section 1. The Chapter Board of Directors shall appoint a Board of Trustees to manage and direct the activities of the Oak Brook Chapter of Trout Unlimited Conservation Endowment Fund, hereinafter called the Fund.

Section 2. The Board of Trustees of the Fund shall consist of 3, 5, or 7 regular Trustees and the Chapter Treasurer, serving as a non-voting member. Each trustee shall serve a three-year term, with Trustees' terms staggered to provide continuity. The Board of Directors may appoint Trustees without regard to term limit and shall select the Trustees from members and friends of the Chapter on the basis of their long familiarity with the Chapter's financial needs and aspirations and on the basis of their financial management and fund raising skills.

Section 3. The Board of Trustees shall select a Chair to preside over the meetings and activities of the Board. The Chair shall be responsible for the activities of the Board of Trustees and regularly report to the Board of Directors the activities of the Board of Trustees.

Section 4. The Board of Trustees shall preserve and manage the funds and monies entrusted to it for security and growth and shall serve as custodian for the Fund, the principal which shall remain permanently restricted. Fund assets shall be maintained strictly apart from and shall not be commingled with other Chapter assets.

Section 5. The Board of Trustees may disburse from the Fund only its earnings on principal and any such disbursement must be further restricted only to requests for monies by the Chapter Board of Directors to fund conservation and conservation education projects. Any disbursement from the Fund shall be entirely discretionary with the Board of Trustees.

Section 6. The Board of Trustees shall actively engage in securing additional funds from any source it deems appropriate so long as not in conflict with the policies of Trout Unlimited nor the law of our land.

Article XI Conflicts of Interest

Section 1. Whenever a Director or Officer has any direct or indirect financial or personal interest in any matter coming before the board of Directors of the Chapter, such affected Director or Officer shall (a) fully disclose the nature of the interest, and (b) recuse himself or herself from any discussion with or lobbying of any other Chapter members about the matter at issue, and refrain from voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it shall be in the best interest of the Chapter. The minutes of meetings at which any such votes are taken shall record such disclosure, abstention and the rationale for approval.

Article XII. Fiscal Year

Section 1. The Chapter's fiscal year shall be the same as that of Trout Unlimited.

Article XIII Tax Exemption

Section 1. Notwithstanding any other provision hereof, the Chapter shall not conduct nor carry on any activities not permitted by a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended from time to time.

Article XIV Emblem

Section 1. The Chapter emblem shall be any version authorized by national Trout Unlimited of the current national Trout Unlimited logo modified as specified by national Trout Unlimited with the addition of the words "Oak Brook Chapter."

XV Perpetuity

Section 1. The Chapter shall exist in accord with the rule of perpetuity in the state of incorporation of Trout Unlimited or until dissolved or de-chartered.

Article XVI. Amendment of Bylaws

Section 1. These Chapter Bylaws may be amended at any Annual Meeting or Special Meeting where a quorum is present. Amendment of the Bylaws shall require a two-thirds vote of those Chapter members present and voting. Any amendment to these Bylaws shall be consistent with the Articles of Incorporation and the Bylaws of Trout Unlimited. All proposed amendments to these Bylaws shall require at least thirty (30) days notice to the Chapter members, as herein provided for the Annual Meeting, with such notice specifying the proposed amendment.

Section 2. If any amendment of these Bylaws is required in order to make them consistent with the Bylaws of Trout Unlimited, the vote of a simple majority of those present and permitted to vote shall be sufficient to pass the amendment.

Section 3. Any part of these Bylaws found to be void because it conflicts with the Articles of Incorporation or the Bylaws of Trout Unlimited or laws of the federal, state or local government shall not render any other portion of these Bylaws void.

Article XVII Assets and Dissolution

Section 1. No part of the income, earnings or assets of the Chapter shall inure to the benefit of, or be distributed to, any member, director or officer of the Chapter or any

private individual, except that reasonable compensation may be paid to non member individuals and businesses 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 consistent with the mission of Trout Unlimited.

Section 3. The Chapter shall not acquire or hold any new interest in real property, including easements or leases, except with prior written approval from Trout Unlimited.

Section 4. Upon dissolution of the Chapter, all assets of the Chapter shall revert to the Council. These assets shall be held by the Council or redistributed upon the advice and consent of Trout Unlimited.

These Bylaws replace in their entirety those adopted on the 11th day of October 2011 and amended from time to time.

Adopted this 15th day of April 2015

/s/ Stan Zarnowiecki
Chapter President

/s/ Carol Hennessy
Chapter Secretary