

TENNESSEE COUNCIL of TROUT UNLIMITED

Bylaws and Policies
January 25, 2003
Revised November 5, 2020

PREAMBLE

The Tennessee Council of Trout Unlimited is the central organizing body for the state chapters, and the connection between local chapters and the national organization.

The purpose of this document is to provide the framework for a strong state organization that will assist the Tennessee chapters of Trout Unlimited in the establishment and execution of local programs, projects, and fundraising activities. The state organization will further unite the state chapters of Trout Unlimited by establishing statewide policies regarding sound fish management under the guidelines of the national charter of Trout Unlimited.

ARTICLE I - ORGANIZATION AND PURPOSES

Section 1: The name of the organization is The Tennessee Council of Trout Unlimited (hereinafter referred to as “The Council” or as “TCTU”). The Council is composed of Trout Unlimited Chapters, hereinafter referred to as “Chapters.”

Section 2: 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 and adopts by reference the articles of incorporation and bylaws of Trout Unlimited, as amended from time to time, and further acknowledges that all policies and objectives pursued by the Council or by any of its member Chapters, and any actions taken, shall be in accordance with the policies and objectives of Trout Unlimited.

Section 3: The mission of the Council shall be to conserve, protect, and restore Tennessee’s coldwater fisheries by leading statewide advocacy efforts and by nurturing chapter development and grassroots conservation. The Council shall operate as a non-profit, non-political and nonsectarian organization, and shall function exclusively for charitable, educational, and scientific purposes. The Council shall work with, and encourage, constituted authorities and other conservation organizations to perpetuate salmonids and to conserve, protect, enhance, and restore the coldwater fisheries of Tennessee, and to foster a widespread understanding of the significance of the coldwater resource.

Section 4: The Council shall neither promote nor oppose the candidacy of any person seeking election to public office.

Section 5: Membership, candidacy for office, appointment to committees, internship, employment, or provision of services shall not be denied any individual on the basis of age, ancestry, color, creed, disability (mental, physical, or sensory), marital status, national origin, political belief, race, religious persuasion, sex, or sexual orientation. This statement is not intended to preclude provision of services that infer a limitation based on age, such as kids’ fishing derbies or classroom aquatic education events.

Section 6: The purpose of the Council shall be to increase the effectiveness of Trout Unlimited and to foster sound trout management in Tennessee by the following means, listed by way of example and not by way of limitation:

- A. Establishing liaison among member chapters and assisting 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 Trout Unlimited membership in the state and establishing new chapters.
- D. Providing a vehicle for communication between chapters and the national organization via elected representatives from the Council to the National Leadership Board and the Board of Trustees.
- E. Maintaining communications with government agencies and speaking as a unified voice for Trout Unlimited on matters of state and regional fisheries management.
- F. Raising funds by solicitation and conducting fundraising activities, provided that all funds so raised shall be used exclusively for the purposes of the Council as set forth in these Bylaws.
- G. Arbitrating any conflict of policy within the Council area.

Section 7: 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 - MEMBERSHIP AND DELEGATE MEETINGS

Section 1: Votes at all regular and special meetings shall be by delegate vote. Unless otherwise specified, the vote shall be carried by a simple majority of those present. The Council may also act by email vote, provided all chapters are permitted the opportunity to participate and all votes are shown to all chapters and reported in the minutes of the Council.

- A. Elected officers of the Council may each cast one delegate vote, except that the Council Chair may only vote to break a tie. The immediate past Council Chair may cast one delegate vote.
- B. Each chapter shall be allowed two delegate votes. Before meeting, each chapter will inform the Chair and secretary which chapter members in attendance are voting delegates.
- C. In no event shall one person be able to cast more than one vote regardless of office(s), committee chair(s), and/or chapter memberships held.
- D. No proxy votes are permitted at any regular or special meeting.

E. A quorum shall exist if at least one official delegate (Council officer or chapter delegate) is present from a majority (50% plus one chapter) of the current chapters in the Council.

Section 2: The Council shall meet quarterly for the purpose of reviewing the actions of the Executive Committee and to consider any items deemed necessary by the Council Chair or the delegates, and to provide general or specific guidelines or directions to the activities of the Executive Committee. Meetings of the Council may be conducted by telephone or online.

A. The winter and summer Council meetings shall be held in conjunction with the TU-TVA Coldwater meetings, if practical.

B. The delegates at the winter meeting in odd-numbered years shall be charged with the election of Council officers for the next two years.

C. The spring meeting shall be called the Annual Meeting. Delegates at the Annual Meeting shall be charged with adoption of the Council's programmed budget for the coming fiscal year, and shall consider for approval proposed amendments to Council bylaws.

Section 3: The Council Chair, Executive Committee, or a majority of chapter presidents may call special meetings of delegates. All special meetings shall be preceded by at least 14 days advance written notice to the chapters and Executive Committee, together with an explanation of the need for such special meeting.

Section 4: All regular Council meetings shall be preceded by at least 30 days advance written notice to the chapters and Executive Committee, together with a published agenda.

Section 5: All meetings shall be conducted in accordance with Robert's Rules of Order. The Chairman shall appoint a Parliamentarian at all meetings.

Section 6: All officers of the Council and delegates to Council meetings shall be members in good standing of Trout Unlimited. All chapters in the state shall be members of the state Council.

Section 7: No compensation shall be paid to any member of the Executive Committee or the Council for his or her services in any capacity or pursuant to any contractual arrangement. Members of the Executive Committee may be reimbursed for actual expenses incurred by them in the performance of their duties.

ARTICLE III – OFFICERS and THEIR DUTIES

Section 1: Elected Council officers shall be the Chair, Vice Chair, Secretary, Treasurer, and Representative to the National Leadership Council. Except for the National Leadership Council Representative, council officers shall be elected for two-year terms at the winter Council meeting in odd-numbered years, and no officer may serve more than two consecutive terms in the same office. The National Leadership Council Representative shall be elected at each winter Council meeting, and may serve up to five terms.

Section 2: The Council Chair shall be chief executive officer and preside over all Council meetings.

- A. The Chair shall be responsible for Council management and business.
- B. The Chair shall supervise and direct other officers and staff and shall see that their duties are properly performed.
- C. The Chair shall chair all Executive Committee meetings and shall be a voting member of all committees.
- D. The Chair shall appoint committee chairmen, except as otherwise stated, subject to approval by the Executive Committee.
- E. The Chair shall fill vacancies that may occur in Council offices, subject to approval by the Executive Committee, with final approval at the next Council meeting.

Section 3: The Vice Chair shall preside at any Council or Executive Committee meeting from which the Chair may be absent, and perform such duties as the Chair may direct. Should the Chair resign, die, or be unable to perform, the Vice Chair shall serve as Acting Chair until the next Council Meeting, where a Chair shall be elected to complete the term.

Section 4: The Secretary shall maintain Council and Executive Committee records.

- A. The Secretary shall record and preserve minutes, including delegate attendance, and records of all regular, special, and Executive Committee meetings and furnish copies to all Council officers and chapters within 30 days of the meeting.
- B. The Secretary shall see that Council and Executive Board meeting notices, together with agendas and other pertinent information, are transmitted to all Council officers, committee chairmen, delegates, and chapter presidents at least thirty (30) days before meetings.
- C. The Secretary shall keep an up-to-date copy of Council bylaws and keep it posted in the council area on <http://tctu.org>.
- D. The Secretary shall maintain an accurate membership tally.
- E. The Secretary shall provide all records and minutes to his or her successor at the Annual Meeting following elections.
- F. All motions and amendments to motions should be submitted to the Secretary in writing.

Section 5: The Treasurer shall be responsible for all Council funds.

A. 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. Checks for the disbursement of funds of the Council above \$200 shall either be signed by the Chair and counter-signed by the Treasurer, or specific written authorization for them obtained in advance from the Chair and kept on file; for payments above \$200 made online, specific written authorization must be obtained in advance from the Chair and kept on file. 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.

B. 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.

C. 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.

D. The Treasurer will also make all necessary filings when due with the Internal Revenue Service and state and local authorities.

E. 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.

Section 6: The Past Council Chair shall provide counsel to the Chair, and shall serve as Chairman of the Long Range Planning and Bylaws Subcommittee of the Executive Committee.

Section 7: The Council Representative to the National Leadership Council (NLC) shall be elected in accordance with the Bylaws of Trout Unlimited.

A. 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.

B. The duties of the NLC Representative shall be as provided in the Bylaws of Trout Unlimited.

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

Section 8: Any officer may be removed at any regular or special Council meeting by a two-thirds (2/3) vote of delegates in attendance whenever, in their judgment, the interest of the council would be served.

Section 9: Any officer or committee chairman 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.

Section 10: Except with special Executive Committee approval, no chapter officer shall hold a Council elected position.

ARTICLE IV - COMMITTEES

Section 1: The Executive Committee shall consist of elected officers of the Council and the immediate past state Chair. The purpose of the Executive Committee is to provide general guidance for the activities of TCTU, to establish TCTU policy and positions, and to oversee the business and affairs of TCTU. The Executive Committee will perform council administration, conduct a yearly review of council bylaws, oversee the website and/or newsletter, develop the budget for the ensuing year, and report its actions at all regular and special meetings.

A. The Executive Committee shall meet a minimum of four times a year with time and place determined by the Executive Committee. A statewide council meeting may be considered an Executive Committee meeting. Other meetings may occur at the discretion of the Chairman or by a call of one-third (1/3) of the Committee, provided a minimum of 48 hours notice is given to all Executive Committee members. A quorum shall be a majority of the committee members.

B. The Executive Committee may vote by phone conference or electronic communication, provided that all members of the Board are notified at least 48 hours in advance of the vote. Results of such votes shall be distributed to all members of the Executive Committee and announced at the next Executive Committee meeting.

C. The Executive Committee, in conjunction with new officers for the subsequent year, shall prepare and recommend a budget for the Council for the coming fiscal year. This budget shall be approved by the whole council at the Annual Meeting and shall be distributed to all Council members and chapter presidents at least fourteen (14) days before the Annual Meeting.

D. The Executive Committee shall appoint a Nominating Subcommittee at least 90 days before the winter Council meeting in odd-numbered years to nominate candidates for election to Council office. The Nominating Committee shall consist of no less than three non-office holding members of the Council. The Chairperson, through the Secretary of the Council, shall publish and distribute, as deemed appropriate by the Executive Committee, the names of the candidates and offices for which they have been nominated no less than thirty days before the winter Council meeting. Candidates may also be nominated from the floor at the Annual Meeting by any official delegate present, according to Roberts Rules of Order.

E. The Executive Committee shall appoint a Long-Range Planning and Bylaws Subcommittee, which shall be responsible for development of long-range plans of the Council and shall receive all proposed changes to the bylaws, which it shall present in proper form to the delegates for consideration at the Annual Meeting. Pursuant to Article III, Section 6, this committee will be chaired by the Past Council Chair. Notice of the proposed bylaws changes shall be provided by the Committee to delegates at least 30 days before the Annual Meeting. A waiver to this time constraint may be secured by vote of two-thirds (2/3) of the delegates present at the Annual Meeting.

F. The Executive Committee may establish additional special subcommittees as are necessary for specific TCTU projects or initiatives of a limited duration and select members of those committees. The chair of any special subcommittee shall be appointed by the Council Chair subject to Executive Committee approval.

Section 2: The Chapters Committee will provide logistical and administrative support requested by state chapters, including (but not limited to) assistance with organizational development activities, identification of conservation projects, and support for fundraising activities. This Committee will also assist chapters to ensure that each chapter fulfills its annual reporting obligations to Trout Unlimited.

Section 3: The Stewardship Committee will monitor coldwater conservation issues in the state. The object of the Committee's work is to make sure that the council is aware of issues or prospective changes in policy, regulations, or law which might affect coldwater conservation and to recommend a TCTU position to the Executive Committee.

A. The Stewardship Committee will develop and maintain close professional contacts with the state legislature and appropriate committees, with state and federal agencies involved in coldwater conservation, and with alliance partners TCTU should join. The committee should monitor information from local, state, and national government bodies that may have any influence on issues that are relative to the concerns of Trout Unlimited.

B. The Stewardship Committee shall review and evaluate statewide policies relative to conservation and environmental concerns for the Council and examine and track current issues in the state with an eye to proposing proactive state council policy campaigns. Each issue deemed critical will be assigned to an ad hoc working group for tracking and focused study.

C. An important function of the Stewardship Committee is to serve as the monitoring entity for the council concerning the quantity and quality of coldwater resources within the state and to seek effective management programs to preserve and improve same. The committee should include, or be able to call on, specialists for specific areas such as (but not limited to) dams, mines and minerals, highways and bridges, power plants, oil and gas wells, industrial and municipal waste, water quality, stream modification, habitat improvement, and watershed management. These specialists may be called upon to appear before hearings and fact-finding meetings in the State Legislature or government agencies.

D. The Stewardship Committee shall stand ready to deal with immediate or urgent (i.e., “firehouse”) issues by maintaining a plan to mobilize state membership to react to crises.

Section 4: The Finance Committee will identify ways to finance council activities as identified in the annual budget, including grant opportunities and banquets. In addition, as requested, this Committee will assist chapters in identifying and implementing chapter fundraising opportunities.

A. The Finance Committee will review and analyze the programs and operating demands of the Council to project total costs. It shall also develop priorities and reasonable monetary allocations for approved programs and operational activities for the Council and assist the Executive Committee in establishing the yearly budget.

B. In the event that funds are provided by the Council to any chapter for specific purposes, the chapter may alter the use of such funds only with the approval of the Finance Committee.

Section 5: Other special Committees may be created by the Chair, subject to the approval of the Executive Committee and Council.

ARTICLE V - CHAPTER AND MEMBER AUTONOMY

Section 1: It shall be the right of all chapters and their members to be members of other organizations whose activities are consistent with the mission of Trout Unlimited and the Council. The Council shall construe nothing in these bylaws to assert exclusive jurisdiction or control over chapters.

Section 2: 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, so long as its activities are consistent with the mission of Trout Unlimited and the Council.

Section 3: It is further understood that chapters and their members are not liable for debts or obligations of Trout Unlimited or the Council.

ARTICLE VI - AMENDMENTS AND POLICY STATEMENTS

Section 1: The bylaws of the Council may be added to and/or amended or repealed in whole or in part by a two-thirds (2/3) majority vote of the delegates at the Annual Meeting, provided that written notice of the intent and the specific changes has been provided by the Executive Committee to every Council member and each chapter president and secretary at least thirty (30) days before the Annual Meeting.

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 operation of that section during the period of its invalidity and substitute in its place a provision which will nullify the objections 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 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: At its discretion, and with Council approval, the Executive Committee may employ an Executive Director to perform duties and responsibilities that the Chairman and the Executive Committee may determine.

Section 2: The Executive Committee may authorize employment of clerical personnel and professional and other personnel whose services are deemed necessary and appropriate to the activities and purposes of the Council subject to Council approval.

Section 3: No part of any income, revenue, or property of the Council shall be used for the private benefit of any member.

Section 4: No chapter of the Council may join or become affiliated with any organization that conflicts with the purpose of Trout Unlimited and the Council as stated in Article I herein.

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.

Section 6: Nothing contained herein shall prevent a Trout Unlimited chapter from another state that does not have a Council, as defined in the Bylaws of Trout Unlimited, from becoming an auxiliary of this Council.

Section 7: Notwithstanding any other provision hereof, the Council shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt

under the provisions of section 510 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or future IRS code provisions.

Section 8: 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 website. 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 9: Special meetings of the Council and all meetings of the Executive Committee and other Committees may be held by telephone or online.

Section 10: 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 11: All meetings shall be conducted according to Roberts Rules of Order, Newly Revised.

IN WITNESS THEREOF, these bylaws of the TENNESSEE COUNCIL OF TROUT UNLIMITED have been officially approved by the membership of Trout Unlimited in the state of Tennessee on the _____ day of _____ in the year of _____, as evidenced by the signatures below.

Council Chair/Date

Secretary/Date

IN WITNESS THEREOF, these Bylaws of the TENNESSEE COUNCIL OF TROUT UNLIMITED have been officially approved by the Board of Directors of Trout Unlimited on the _____ day of _____ in the year of _____, as evidenced by the signatures below.

Chairman/Date

Secretary/Date