

**AMENDED AND RESTATED BYLAWS  
OF  
SCHREMS WEST MICHIGAN TROUT UNLIMITED, INC.**

**ARTICLE I: NAME, LOCATION AND PURPOSE**

1.1 Name The name of the Corporation shall be as set out in the Articles of Incorporation or any amendments thereto. At the time this amendment and restatement is adopted the name of the corporation is Schrems West Michigan Trout Unlimited, Inc.

1.2 Location. The registered office of the corporation shall be as specified in the Articles of Incorporation or any amendments thereto, or at such other location as the Board of Directors may from time to time designate. The business of the corporation may be transacted at such locations as the Board of Directors may from time to time determine.

1.3 Purpose. The purpose of the corporation is as stated in the Articles of Incorporation and, in general, shall be to conserve protect and restore cold water fisheries and their watersheds as an affiliate organization (chapter) of Trout Unlimited, Inc., ("TU") a Michigan not-for-profit corporation. The chapter's use of the TU name, logo and affiliation with other organizations and businesses shall conform to TU policies, and the chapter shall strive to carry out the broad goals, policies, objectives and activities of TU on the local and state level, including the following general activities and purposes:

A. To receive and administer funds and to operate exclusively for the non-profit purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, its amendments, or of any comparable provisions of subsequent legislation (referred to generally as the "Code"), and to give or receive funds and/or property from time to time to other organizations to be used directly in carrying out one or more of the Corporation's purposes.

B. To acquire, own, dispose of and deal with real and personal property, and all forms of interest therein, and to apply for and receive gifts, grants, bequests and devises and other receipts in furtherance of the purposes of the Corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and in keeping with the corporate purposes, with all the power and authority conferred on nonprofit corporations under the laws of the State of Michigan. The Corporation shall take no action which would act to disqualify the Corporation or TU as tax exempt entities pursuant to Section 501 (c)(3) of the Code.

1.4 Relationship to National. The Corporation shall in every respect conduct its activities in compliance with the Articles of Incorporation and Bylaws of Trout Unlimited, as well as the Articles of Incorporation and Bylaws of the Corporation. The Corporation's aims and purposes shall be to support the parent organization, Trout Unlimited, as stated in its credo as set forth in its Statement of Philosophy, Policy and Objectives.

1.5 Assurance of Tax Exempt Status.

(a) No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for or on behalf of the Corporation by any officer, director, agent, or employee, member, or any other person or corporation, pursuant to and upon authorization of the Board of Directors). No member, director or officer of the Corporation, or any other private individual shall be entitled to share in the profits or receipts of the Corporation, nor in the assets of the Corporation upon the dissolution of the Corporation or otherwise.

(b) All expenditures of the Corporation shall be broadly consistent with the mission and purposes of the Corporation and TU.

(c) The Corporation may not acquire or hold any interest in real property, including easements, except with the prior written approval of TU.

(d) The Corporation, and all members of the corporation acting on its behalf, will not finance, promote or oppose the candidacy of a person seeking election to public office and will not participate nor intervene in a political campaign on behalf of a candidate for public office.

(e) Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organizations which have similar goals and purposes and which qualify as tax exempt under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

(f) Notwithstanding any other provision here, the Corporation shall not conduct nor carry on any activities which are 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 of 1954, as amended

## **ARTICLE II: MEMBERSHIP**

2.1 **Members.** A person who is a member in good standing of Trout Unlimited and who is assigned to the West Michigan Chapter of Trout Unlimited by the national organization will be automatically accorded membership in the Corporation. A TU member who is in good standing with another chapter may elect to become a member of the Corporation's chapter.

2.2 **Affiliate Members.** In addition to those persons identified paragraph 2.1, the Board of Directors may admit other persons or entities who subscribe to the objects and purposes of the Corporation as a non-voting affiliate member of the Corporation's chapter, upon terms and conditions that the Board of Directors may determine from time-to-time, and provided that the admission of such affiliate member would not adversely affect the tax exempt status of TU or SWMTU.

2.3 **Member Voting.** Each member in good standing will be entitled to one (1) vote on such corporate matters that are the proper subject of members' action as provided in these Bylaws, the Articles of Incorporation of the Corporation, and the applicable laws of the State of Michigan.

2.4 **Membership Termination.** A person's or entity's membership in the Corporation will be terminated upon the happening of any of the following circumstances:

- a) Upon receipt by the Board of Directors of the written resignation of such member;
- b) Upon the conviction of such member of a willful violation of any fish and game laws of any state or the United States;
- c) Upon a failure to pay the member's annual TU dues for more than thirty (30) days;
- d) Upon a determination by the Board of Directors that an action or course of conduct by such member is harmful to the corporation or its membership or is inconsistent with the objects and purposes of the Corporation, provided, however, that such member may appeal such determination to the general membership at the next annual membership meeting, at which time such person's membership may be terminated by a majority vote of the members present ratifying the determination of the Board of Directors or, in the absence of ratification of termination, such person's membership shall be reinstated.

2.5 **Member Information.** Neither the Corporation nor any officer, director, or member may transfer, sell, barter, lease or otherwise disclose to any person or entity for any commercial purpose the contact information of TU or of chapter members, including but not limited to the names, addresses (physical or e-mail), telephone numbers, nor any other contact information.

### **ARTICLE III: MEMBERSHIP MEETINGS**

3.1 Annual Meetings; Posting. Annual meetings of the members will be held each year at such time and place as designated from year to year by the Board of Directors. Not less than thirty (30) days prior to each meeting date, the Secretary shall cause a notice of the annual meeting to be posted upon the Chapter's web-site. For all purposes under this section, posting on the official chapter web-site will be considered proper notice to members of such meetings. The Secretary may, but is not required to, deliver a copy of the notice to members of record by delivery to a member's last known postal mailing address, to a member's last known e-mail address, or to a member's other known media address. The notice will specify the time and place of the meeting and will indicate such matters as the President and Secretary anticipate will be considered at the meeting, provided, however, that a failure to indicate in the notice any additional matter(s) which may be considered or a failure to specify any other purpose(s) will not affect the validity of the meeting nor action(s) taken at such meeting.

3.2 Special Meetings. Special meetings of the members may be called at the discretion of the Board of Directors. The Secretary will cause a notice of such special meetings to be posted on the official chapter web-site at least fifteen (15) days prior to the date of a special meeting. The Secretary may, but is not required to, deliver a copy of the notice to members of record, delivered or sent to the member's last known postal mailing address, to the member's last known e-mail address, or to the member's other known media address. The notice will specify the time and place of the meeting and may indicate such matters as the Secretary anticipates will be presented for consideration, provided, however, that any failure to indicate in the notice matters which may be presented for consideration at a special meeting will not affect the validity of the meeting nor any action taken at such meeting.

3.3 Membership List. The Secretary will have available, either in print or through internet on-line access, the most current listing of the members as provided by TU who are shown to be entitled to vote at every meeting of the members of the corporation.

3.4 At any meeting of the members of the corporation, members shall be entitled to vote in person, and each member will be entitled to one vote on each proposed matter.

3.5 Election Inspectors. At any meeting of the members, whenever a member entitled to vote requests the appointment of election inspectors, the President will appoint three (3) inspectors, who need not be members. If the President refuses to appoint such inspectors, a majority of the members present and entitled to vote shall appoint such inspectors. Election inspectors will determine the right of any person to vote at the meeting, will receive and count the votes on the matter(s) proposed, and will determine the results.

3.6 Meeting Chair. The President will call meetings of members to order and will act as chairman of such meetings unless otherwise determined by a majority of the members present in person. The Secretary of the corporation will act as secretary of all member meetings but in the absence of the Secretary or his or her inability to act as secretary, the presiding officer may appoint another person to act as secretary of the meeting

3.7 Quorum. At any meeting of the members of the corporation, not less than ten (10) members who are present in person shall constitute a quorum. Meetings at which less than a quorum are present may, however, be adjourned from time to time and to a future date by a majority of the members then present without further notice other than the announcement at such meeting, except that written notice of an adjournment shall be given to the President and Secretary of the corporation if they are not in attendance at the adjourned meeting. If a quorum is present at the continued meeting, any business which might have been transacted at the adjourned meeting may then be transacted.

#### **ARTICLE IV: DIRECTORS**

4.1 Board of Directors. The business, affairs and property of the Corporation will be managed and controlled by a Board of Directors which shall number not less than seven (7) nor more than fifteen (15). Directors will be elected from among the members by vote of the members, for staggered terms of three (3) years each as follows.

4.2 Nominations. Not less than thirty (30) days prior to the annual member's meeting, the Board of Directors shall propose a slate of nominees to fill the offices of those directors whose terms are then about to expire. The Secretary shall post the proposed slate of nominees on the chapter website and e-mail the slate to those member's who are entitled to vote at least thirty (30) days prior to the annual meeting of the members. The slate of nominees will set forth the names of the nominees, include a method for members to nominate additional candidates, and state that the names of member nominated candidates must be returned to the Secretary at least fifteen days prior to the date of the annual meeting for inclusion in the slate of candidates. The vote will be conducted at the annual meeting and the candidates receiving the highest numbers of votes shall be deemed elected to serve terms of three (3) years.

4.3 Director's Quorum. One-half of the then qualified and serving members of the Board of Directors will constitute a quorum for the transaction of the Corporation's business. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting to a future date, with notice of the adjournment to be given to all board members.



4.4 Director's Meetings. Directors shall hold their meetings and keep the books and records of the corporation in such place or places as the Board may determine from time to time. The Board will hold regular meetings a minimum of six (6) times each calendar year at such times and places as the Board determines. Notice of the time, place and purpose of regular meetings of the Board shall be sent to directors in such manner that the notice will be received by each director at least seven (7) days prior the regular meeting. Notice may be given by regular mail, e-mail or any other reliable electronic communication medium. A director will be deemed to have waived notice by his or her attendance at any such meeting.

4.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or Secretary or by a majority of the Board. Notice of the time, place and purpose of a special meeting of the Board shall be sent to each board member by regular mail, e-mail or any other reliable electronic communication medium in such manner that the notice will be received by each director at least three days prior the special meeting. A director will be deemed to have waived notice by his or her attendance at any such meeting.

4.6 Board Action. The acts or consents of a majority of the Board on any matter which has been properly presented to and considered by them will be the acts of the Board of Directors and the Corporation.

(a) Consent Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, without prior notice and without a formal vote if a written consent setting forth the action to be taken is circulated and signed by directors having not less than the minimum number of votes necessary to authorize or take such action at a meeting which might be held for such purpose. A consent may also be taken by e-mail or other verified electronic transmission, provided that such communication media is available to each board member and that the Secretary can authenticate such communications. The Secretary will keep records of all votes and/or actions taken in this manner and will retain the same in the Corporation records.

(b) Meeting via Media. Any regular meeting or special meeting of the Board of Directors may be conducted by the use of reliable electronic media, provided that the use of such media will allow each director an equal opportunity to participate in the meeting. All, or any number of board members, may participate in such manner. The Secretary shall keep records of the conduct of such meeting and record all votes taken.

(c) Participation in Meeting or Voting by Communications Equipment. A director may participate in any meeting of the Board of Directors by conference telephone or electronic communications equipment provided that all persons participating in the meeting may communicate with all other participants. All participants shall be advised of the

communications equipment employed and the names of all participants in the conference. Participation in a meeting under this section will be considered presence in person at the meeting.

4.7 Board Vacancy. If the office of a director becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining directors may, at any regular or special meeting of the directors elect a successor or successors by majority vote to serve the remainder of such director's term.

4.8 Officers Duties at Meetings. The President of the corporation will preside at the meetings of the Board of Directors and the Secretary of the corporation will record the minutes of meetings of the Board of Directors. In the absence of either the President or the Secretary, the Vice President of the corporation shall fulfill either of their respective functions as necessary. If none of the foregoing officers are present, the directors shall appoint from among the directors in attendance persons to fulfill the functions of chairman and/or secretary, as the case may be.

4.9 Removal of Director. A director who is absent without excuse for three consecutive regular Board meetings may, at the option of the remaining board members, be removed from office upon majority vote of those directors present.

4.10 Annual Report. At each annual meeting of the members, the Board of Directors will submit a report of the Corporation's activities transacted during the preceding year, together with a report of the general financial condition of the Corporation and of the status of its tangible property.

4.11 First Board Meeting. If not elected at the annual meeting, the Board of Directors shall meet within a reasonable time following the annual meeting for the purpose of appointing officers and the transaction of such other business as may arise.

4.12 Corporate Seal. The Board of Directors may provide a suitable corporate seal, which seal shall be in charge of the Secretary and shall be used by him.

## **ARTICLE V: OFFICERS**

5.1 Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers of the corporation will be selected by the Board of Directors from among the members of the corporation. No person shall hold more than one office at the same time except for the offices of Secretary and Treasurer. No officer shall execute, acknowledge or verify any instrument in more than one capacity. The officers of the corporation will hold their office until their successors are appointed and qualified, provided, however, that any officer may be removed from such office by the Board of Directors when in their judgment the best interests of the

corporation will be served thereby. Officers of the corporation shall serve without compensation, except for reimbursement of expenses actually incurred in connection with the business of the corporation, at the discretion of the Board of Directors.

5.2 President. The President of the corporation will be its chief executive officer and will preside at all meetings of the directors and the members, unless otherwise determined by a majority of the directors or members as the case may be.

5.3. Vice President. The Vice President, if any, will preside at any meeting of the members from which the President shall be absent and will preside at meetings of the Board of Directors in the absence of the President. If the office of President becomes vacant by death, resignation or otherwise, or in case of the prolonged absence of the president or his or her inability to discharge the duties of his or her office, such duties shall be handled by the Vice President. The Vice President shall also do and perform such other duties as the Board of Directors may from time to time authorize or direct.

5.4 Treasurer. The Treasurer will have custody and keep accounts of all money, funds and property of the corporation unless otherwise determined by the Board of Directors, and he or she shall provide such accounts and present such statements to the directors and President at each regular meeting of the directors. The Treasurer will deposit all funds in the corporation which may come into his or her possession in a timely fashion in such bank or banks as designated by the Board of Directors from time to time. The Treasurer shall maintain all bank accounts in the name of the Corporation and will make the Corporation's books and accounts available at all reasonable times to any director of the Corporation upon reasonable notice and at a reasonable time. The Treasurer may be required to give bond for the faithful performance of his duties in such sum as the Board of Directors, at the expense of the corporation, may from time to time require.

The Treasurer shall provide TU with such financial reports of the chapter's financial condition and activity, as may be required from time-to-time, including an Annual Financial Report containing an accurate and complete accounting of all revenues, expenses, and volunteer hours of the chapter. The Treasurer will make all necessary filings with the Internal Revenue Service, state and local tax authorities as may be required to preserve the tax-exempt status of the Corporation and TU.

5.5 Secretary. The Secretary of the corporation shall keep the minutes of all meetings of the members and of the Board of Directors in books provided for that purpose. The Secretary will be responsible for giving and receiving of all notices of the corporation, and shall sign, along with the President and/or Vice President, in the name of the corporation, all contracts authorized by the Board of Directors unless the signature of such contracts be otherwise determined by the Board. When necessary, the Secretary will affix the corporate seal upon such documents as may be required. The Secretary will keep the membership listing, as such list is provided, maintained, and



updated by TU, together with such other books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any director upon application during regular business hours. In addition, the Secretary shall perform such other duties as may be delegated by the Board of Directors.

5.6 Terms of office. Officers of the corporation will be elected for one (1) year terms of office. No officer may serve in the same position for more than three (3) consecutive one year terms, unless additional consecutive term(s) are approved by a two-thirds (2/3) vote of the Board of Directors. An officer may again hold the same office following absence from that office for an intervening one year time period.

## **ARTICLE VI: LOANS, CONTRACTS, CHECKS AND LEGAL ACTIONS**

6.1 Loans. No loans shall be contracted on behalf of the corporation or in its name unless authorized by resolution of the Board of Directors.

6.2 Authorized Signors. All contracts, orders and other documents and all checks, notes, drafts and money obligations shall be signed in such manner and by such officers or directors as shall be authorized by the Board of Directors.

6.3 Legal Action. No action or proceeding at law or in equity shall be brought by the corporation without the approval of the Board of Directors.

## **ARTICLE VII: FINANCE**

7.1 Fiscal Year. The fiscal year of the corporation shall be the same as that of Trout Unlimited.

7.2 Dedication of Assets. All money, property and rights coming into the possession of or the assets belonging to the Corporation, whether from dues, contributions or otherwise, shall be used only for promoting, advancing and developing the purposes and objects of the Corporation as provided in its Articles of Incorporation and/or these bylaws.

7.3 Compensation. No director, officer or member of the Corporation shall receive any compensation for services or otherwise, from the Corporation except that directors, officers and members may be reimbursed for expenses actually incurred by them, incident to activities on behalf of the Corporation, at the discretion of the Board of Directors.

## **ARTICLE VIII. NOTICES**

8.1 A notice required by statute or by these Bylaws to be given to the corporation's members, directors or officers, unless otherwise specifically provided by such statute or bylaws, shall be deemed to be sufficient if given by any one of the following methods:

- a. by posting on the chapter's official web-site (the primary method for notice);
- b. by U. S. mail, addressed to the person's last known address;
- c. by reliable electronic communication, including but not limited to facsimile or electronic mail, to the person's last known contact address.

Such notice will be deemed to have been given at the time of mailing, electronic transmission, or the date posted on the web-site.

## **ARTICLE IX: WAIVER OF NOTICE**

Whenever a notice is required to be given under the provisions of these Bylaws or any statute, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed to satisfy the notice requirement.

## **ARTICLE X: AMENDMENTS**

These Bylaws may be amended by vote of a majority of the members of the corporation or by two-thirds of the then serving Board of Directors at any regular or special meeting of the members or of the Board of Directors, provided, however, that the Board of Directors shall not alter any bylaw fixing their number, qualifications, classifications or term of office.

## **ARTICLE X: INDEMNIFICATION**


10.1 The Corporation shall indemnify all directors, officers, whether current or former, or any other person who may have served at the request of the Corporation upon a committee authorized by the Directors, against any and all liability, expense, or claim arising out of any action, suit or proceeding in which they are made a party by reason of such service to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan.

10.2 Notwithstanding the foregoing, no person shall be indemnified from his or her acts or omissions which are determined to be willful misconduct or illegal activity, or which may arise out of professional errors and/or omissions.

We have adopted these **Amended and Restated Bylaws** on June 22, 2013, at the annual meeting of the corporation held in Grayling, Michigan.

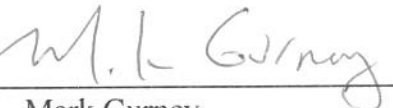
  
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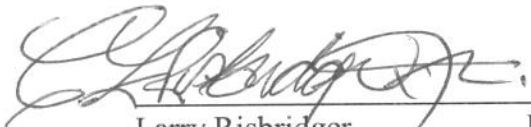
  
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