

**BYLAWS OF
TROUT UNLIMITED**

(A Michigan Nonprofit Corporation)

ARTICLE I
Offices

Section 1. Business Offices. Subject to the direction of or change by the Board of Trustees, the principal office of the Corporation shall be located in the vicinity of Washington, D.C. The Corporation may have such other offices as the Board of Trustees may determine, or as the affairs of the Corporation may from time to time require.

Section 2. Registered Office. The Corporation shall have and continuously maintain, in the State of Michigan, a registered office and a registered agent whose office is identical with such registered office.

ARTICLE II
Members and Memberships

Section 1. Qualifications. The conditions of membership, categories of members, procedures for becoming a member and amount and method for payment of dues shall be established by the Corporation from time to time. Members who have become Life Members shall retain membership regardless of any subsequent change in membership categories or conditions. To the extent that the Corporation shall offer family memberships, there shall be one vote per family regardless of the number of persons in the family.

Section 2. Termination of Membership.

- a. Any membership in the Corporation shall terminate for failure to pay dues according to such terms as the Corporation shall establish from time to time.
- b. The Board of Trustees may in its discretion terminate a member from membership for any cause when the membership is deemed by the Board of Trustees to be detrimental to Trout Unlimited. In the event a membership is terminated by the Board of Trustees, such member may be restored to membership by a vote of a majority of members voting at an annual meeting of the Corporation, provided that notice that such matter will be a subject of vote at the annual meeting is given in compliance with these bylaws at least 30 days prior to the annual meeting.
- c. A chapter may dismiss a member from the chapter's membership (not from Trout Unlimited National membership) for cause deemed to be detrimental to Trout Unlimited, by a simple majority vote of the chapter membership at a regularly scheduled meeting of the chapter membership. The dismissal from chapter membership may be appealed by the affected member to the Council only or to the Board of Trustees, if there is no Council in the State.
- d. A Council, by vote of the council members in attendance, may terminate a membership in Trout Unlimited when the council deems the membership of the member in Trout Unlimited to be to be detrimental to Trout Unlimited. A chapter may also petition its Council (or the Board of Trustees if there is no Council in the State) to terminate a member's membership in Trout Unlimited.
- e. A member terminated by a chapter and/or council may appeal such an action to the National Board of Trustees, at the member's expense.

- f. Any member may resign from membership in the Corporation by mailing or delivering a resignation in writing to the principal office of the Corporation or by such other means as may be specified from time to time by the Corporation.

Section 3. Membership in Chapters and Councils. Whenever a chapter or council is established in a geographic area, pursuant to Article VII, all members in good standing of Trout Unlimited residing within the boundaries of that area shall be automatically assigned to the membership roster(s) of that chapter and/or council and be members thereof. However, any member so assigned to an area chapter and council may request to be reassigned to any other chapter of choice regardless of location.

ARTICLE III Meetings of the Members

Section 1. Annual Meeting. An Annual Meeting of the members shall be held each year in the six month period prior to the end of the Corporation's fiscal year for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. The date, time and place of the Annual Meeting shall be determined by the Board of Trustees.

Section 2. Special Meetings. Special Meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chief Executive Officer and President, the Board of Trustees, the Executive Committee or by not less than one-tenth of the members of the Corporation having voting rights.

Section 3. Notice of Meetings. It shall be the duty of the Chief Executive Officer and President or the Chief Executive Officer and President's designee to cause a written notice of any Annual or Special Meeting of the members to be sent to each member of record at least forty-five days preceding any such meeting. Such notice shall specify the place, day, hour and purpose of the meeting. The written notice of any meeting shall be deemed to be delivered when (a) deposited in the United States mail addressed to the member's address as it appears on the records of the Corporation with postage thereon prepaid; (b) published in the official periodical of Trout Unlimited; (c) posted on the National Trout Unlimited web site; (d) given by means of electronic communication; or (e) given by any other means permitted by law. In the event any member desires to present any additional matter for a vote at the annual meeting or any special meeting of the members of the Corporation, the member shall so advise the Secretary of the Corporation in writing no later than thirty days prior to the meeting. No matter shall be determined at any meeting of the members, unless it is the subject of a proper notice.

Section 4. Quorum. At any Annual or Special Meeting, those members in good standing who are present in person or represented by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by these Bylaws.

Section 5. Proxies. At any Annual or Special Meeting of the members, a member entitled to vote thereat may do so by proxy executed in writing by the member or his duly authorized attorney-in-fact, provided that such proxy votes shall only be authorized on those specific questions or proposals which are set forth in the notice sent to the members relative to such meeting. No proxy shall be valid after the close of the Annual or Special meeting for which the proxy was given.

Section 6. Manner of Acting. The Chief Executive Officer and President shall preside at any Annual or Special Meeting of the members, provided that if the Chief Executive Officer and President is absent, the Chair of the Board of Trustees shall preside and, provided further, that if both the Chief Executive Officer and President and Chair of the Board of Trustees are absent, the Chair of the National Leadership Council ("NLC") shall preside at such meeting. Unless otherwise provided by statute or these Bylaws, votes taken at any Annual or Special Meeting at which a quorum is present may be decided by oral vote, unless a simple majority demands that such vote be by written ballot.

ARTICLE IV
National Leadership Council

Section 1. Purposes. The purposes of the National Leadership Council (“NLC”) are:

- a. National Conservation Agenda. To develop and amend, as needed, the Corporation’s National Conservation Agenda and set priorities among issues included in that agenda.
- b. Implementation of National Conservation Agenda. To direct the implementation of the National Conservation Agenda in projects that involve all levels of the organization, including the NLC itself, Corporation staff, state councils, local chapters and individual members. Nothing in this sub-paragraph is intended to alter the supervision responsibilities or requirements for Corporation staff members found in other parts of these Bylaws or in the Corporation’s personnel policies.
- c. Organizational Capacity. To plan and help implement national and regional initiatives designed to improve the capacity of the Corporation to fulfill its mission at all levels, assisting volunteer leadership, state councils, local chapters, individual members and staff. This area of the NLC’s responsibilities shall include training and advising the volunteer leadership of the organization, improving the capacity of state councils and local chapters to fulfill the mission of the Corporation, integrating efforts of volunteer components of the Corporation and the Corporation staff in fulfilling the Corporation’s mission, and recruiting volunteer leaders.

Section 2. National Leadership Council Membership.

- a. Qualifications. The NLC shall be composed of one NLC Representative from each Trout Unlimited State Council, an NLC Chair and an NLC secretary. To be eligible to serve as an NLC Representative or officer, an individual must be a member of the Corporation in good standing, must have served in a statewide TU office or a chapter leadership position and must be familiar with coldwater resource and TU organizational issues. NLC Representatives should also have the following qualifications: knowledge of coldwater fisheries issues of concern to their state; knowledge of their state’s council and chapter organizational needs and concerns; proven communication skills; the ability to work effectively with staff and volunteer components of the Corporation; and experience in implementing, directing, or organizing conservation efforts.
- b. States Without Councils. The NLC may from time to time approve representation on the NLC for states or geographic areas without organized councils. The NLC shall develop criteria and procedures for approving such representation and those criteria shall include (but are not necessarily limited to) the presence of a large number of TU members in the state or geographic area or the presence of a large and active chapter in the state or geographic area. No state or geographic area without an organized council may be represented at the NLC until the NLC has approved that state or geographic area for representation and has approved procedures by which that state or geographic area nominates and elects an NLC Representative. Those procedures shall be written and registered with the National Office of the Corporation. If the NLC approves representation from a state or geographic area without a council, the representative from that state or geographic area must have held some elected leadership position in a TU chapter within the state or geographic area. If at any time after approving a state or geographic area without a council for representation on the NLC, the NLC decides that such state or geographic area no longer meets the guidelines and criteria for representation on the NLC, the NLC may vote to eliminate that state’s or geographic area’s representation on the NLC.
- c. Duties. Each NLC Representative shall be responsible for representing his or her state on the NLC and acting as a liaison between the NLC and his or her state and for communicating with the council, chapters and members in his or her state on issues of national concern to the Corporation

and on the proceedings of the NLC. Each NLC Representative shall also coordinate with his or her state council and the NLC on implementation of the National Conservation Agenda and the NLC's organizational development efforts.

- d. Nomination and Election. Each State Council shall include in its Council bylaws procedures for nominating and electing its representative on the NLC. Each Council's selection process shall, at a minimum, provide every active chapter with a voice in the selection process. Each State Council's procedures and amendments and changes to the procedures shall be reviewed and approved by the NLC, which shall establish a procedure for such review. NLC Representatives shall serve terms determined by the Councils, but no NLC Representative shall serve more than five consecutive years on the NLC.
- e. Vacancies. Subject to the foregoing limitations and conditions, each state or geographic area with an NLC Representative shall elect an NLC Representative to fill any vacancy on the NLC created by the death, disability, removal, or resignation of its NLC Representative. Such NLC Representative so elected shall serve for the remainder of the unexpired term of the NLC Representative whom he or she replaces. State Councils, or other states or geographic areas with NLC representation, shall promptly notify the National Office of the Corporation of any election pursuant to this paragraph.
- f. Removal. Any NLC Representative who shall be absent from two consecutive meetings of the NLC shall be automatically removed and the state council notified unless such absence is excused by the Secretary of the NLC. The NLC, by two-thirds vote at a regular or Special Meeting, may remove any NLC Representative or Officer whenever, in its judgment, the interest of the Corporation would be best served.

Section 3 – National Leadership Council Officers.

- a. Officers. The officers of the NLC shall be the Chair and Secretary of the NLC. Nominees for these positions shall be put forward by the Nominating Committee of the NLC. The nominees shall be selected by the NLC at its Annual Meeting and must receive a majority of the votes of NLC Representatives present at the meeting. If no nominee put forward by the Nominating Committee receives a majority of the votes of NLC Representatives present, or if the Nominating Committee fails to put forward any nominees, the NLC may elect a Chair and/or a Secretary of its own initiative. To be eligible to serve as NLC Chair or Secretary, a person must be a current or former NLC Representative. If a current NLC Representative is elected as Chair or Secretary, the state or other geographic area represented by that person shall elect a replacement to complete his or her term. The NLC Chair and the NLC Secretary shall each serve no more than four consecutive one year terms.
- b. Chair. The Chair of the NLC shall preside at all meetings of the NLC and shall be the chief liaison between the NLC and the Board of Trustees. The NLC Chair shall also be a member of the Board of Trustees, a member of the Executive Committee of the Board of Trustees and Vice Chair of the Board of Trustees. The Chair of the NLC shall have the authority to appoint chairs of NLC committees, who shall be NLC members.
- c. Secretary. The NLC Secretary shall keep the minutes of the NLC in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; log attendance at all NLC meetings; notify State Councils of NLC actions; and perform such other duties as from time to time may be assigned to the NLC Secretary by the NLC Chair. The NLC Secretary shall also be a member of the Board of Trustees and the Executive Committee of the Board of Trustees.

- d. Removal. The NLC, by two-thirds vote of its members, may remove any Officer of the NLC whenever, in its judgment, the interest of the Corporation would be served thereby.
- e. Vacancies. If the office of the Chair of the NLC becomes or is vacant for any reason, a successor shall be elected or appointed by the NLC from among qualified members of the NLC to hold office for the unexpired term. If the office of Secretary of the NLC becomes vacant for any reason, a successor shall be appointed by the Chair of the NLC from among qualified members of the NLC to hold office for the unexpired term.

Section 4. Regular Meetings. The NLC shall meet at least twice a year. One of the meetings of the NLC shall be held each year at the same place as and contemporaneously with the Annual Meeting of the Corporation's members. Other regular meetings of the NLC shall be held at a time and place decided by the NLC and may be held by conference call. Notice of such meetings shall be similar to that required for meetings of the Board of Trustees pursuant to Article V section 9. All Trustees shall be invited to attend meetings of the NLC, but shall not be obligated to attend.

Section 5. Special Meetings. A Special Meeting of the NLC may be called by, (a) the Chair of the NLC; or, (b) in the absence of the Chair, by the Chief Executive Officer and President of the Corporation; or (c) upon the request of ten NLC Representatives. Ten days notice of any Special Meeting shall be provided to each NLC Representative and NLC officer and shall state the purpose of the Special Meeting. The Special Meeting shall take place at such time and place as may be set forth in such notice and may be held by conference call.

Section 6. Action Without Meeting. The NLC may act upon written proposals and motions by mail, FAX, or electronic mail after reasonable advance notice when requested by the Chair of the NLC or by the Chief Executive Officer and President of the Corporation. Such written proposals and motions shall, to the extent possible, provide full and complete reports of the issues and the arguments advanced both for and against each proposition. Each NLC Representative or Officer who responds to the request of the Chair of the NLC or the Chief Executive Officer and President of the Corporation by voting by mail, FAX, or electronic mail shall be considered as having been present at a meeting of the NLC for the purpose of determining whether or not a quorum was present.

Section 7. Proxies. Proxy voting shall not be permitted at any meeting of the NLC.

Section 8. Substitute NLC Member. In the event an NLC member is unable to attend the Annual Meeting of the NLC, the NLC Secretary may permit a substitute attendee appointed by the Council to attend and vote at the NLC meeting, provided the council gives notice to the NLC Secretary at least 24 hours prior to the meeting.

Section 9. Quorum and Manner of Acting. A majority of the members of the NLC (including NLC Representatives and officers) shall constitute a quorum necessary for the transaction of business at any meeting of the NLC. The act of a majority of the NLC members present at any meeting at which a quorum is present shall be the act of the NLC, unless the act of a greater number is required by statute or by these Bylaws. The Chair of the NLC shall preside at meetings of the NLC. In the Chair's absence, the Secretary of the NLC shall preside. If both shall be absent, the NLC members present shall elect a Chair and a secretary for such meeting.

Section 10. Conflict of Interest. No NLC member shall enter into a contractual relationship with the Corporation unless approved by the NLC and the Board of Trustees.

Section 11. Notices and Meetings of Board of Trustees. All NLC members shall be invited to attend meetings of the Board of Trustees, but shall not be obligated to attend.

Section 12. Committees. The Nominating Committee of the NLC shall nominate individuals to serve as Grassroots Trustees and as NLC officers. The Chair of the NLC shall select and appoint the members of the Nominating Committee of the NLC and may appoint non-NLC members to the nominating committee, so long as 75% of the members of the nominating committee are NLC members. The NLC may create and its Chair shall appoint the members of any committees or working groups, including persons who are not NLC members, that are necessary or desirable to further any of the purposes of the NLC.

Section 13. Policies and Procedures. The NLC may promulgate any policies or procedures which are necessary or desirable to carry out the tasks and functions delegated to it by these Bylaws.

ARTICLE V Board of Trustees

Section 1. Powers. The business, property and those affairs of the Corporation not delegated by these Bylaws to be managed by the NLC shall be managed and controlled by a Board of Trustees.

Section 2. Board Composition. The Board of Trustees shall consist of not more than ten Grassroots Trustees and not more than 22 At-large Trustees. The Chief Executive Officer and President of the Corporation shall be an *ex officio* member of the Board of Trustees. If he or she so desires, the immediate past Chair of the Board of Trustees may serve as a non-voting member of the Board of Trustees for a two year term.

Section 3. Grassroots Trustees. Two of the Grassroots Trustee positions shall be filled by the Chair and Secretary of the NLC. The other eight Grassroots Trustees shall be nominated by the NLC and elected by the membership at the Annual Meeting of the members.

- a. Qualifications. To be eligible to serve as a Grassroots Trustee, a candidate must be a TU member in good standing, must have demonstrated expertise in matters of organizational development, advocacy, budget, finance, risk management, development, or national policy relevant to the goals of the Corporation, or such other expertise or skills relevant to the goals of the Corporation deemed necessary or appropriate by the NLC. Other than the Chair and Secretary of the NLC, no person may simultaneously serve as an NLC Representative and as a Grassroots Trustee.
- b. Nomination. Nominees for Grassroots Trustees may be submitted to the NLC by state councils according to procedures developed by each council. In states without councils, nominees may be submitted by individual chapters. No state council or other state or geographic area with NLC representation shall submit more than one nominee at a time to the NLC. Each state Nominee submitted to the NLC shall be referred to the Nominating Committee of the NLC. The Nominating Committee of the NLC shall then narrow the number of nominees to the number needed to fill the available openings. The NLC shall then vote on the slate of nominees submitted by the NLC Nominating Committee or choose another slate of nominees, including candidates nominated at the NLC meeting, and forward the slate of nominees approved by the NLC to be submitted for election by the membership of the Corporation at the Annual Meeting of the Corporation. Additional nominees satisfying the qualifications set forth above may be put forth at the Annual Meeting by any member.

Section 4. At-large Trustees. At-large Trustees shall be nominated by the Nominating Committee of the Board of Trustees, shall be members of the Corporation in good standing, shall have demonstrated expertise in matters of budget, finance, risk management, development, advocacy, or national policy relevant to the goals of the Corporation, or such other expertise or skills deemed necessary or appropriate by the Nominating Committee of the Board of Trustees and shall be elected by the membership at the

Annual Meeting of the members. At least one At-large Trustee shall be an attorney-at-law, duly licensed to practice law in one or more of the fifty states.

Section 5. Election and Terms. Trustees shall serve a term of two years commencing at the beginning of the Corporation's fiscal year following the Annual Meeting of members at which they are elected. Names of nominees for Trustees shall be submitted by the Chair of the Nominating Committee to the Secretary of the Corporation or his or her designee at least 60 days in advance of each Annual Meeting of the members and the names of such nominees shall be included in the notice of such meeting. Election of Trustees shall require the approval of a majority of the members in good standing, present or by proxy, voting at such meeting.

Section 6. Limitation of Terms. No Trustee shall serve more than three two-year terms, except that, upon the recommendation of the Nominating Committee and the approval by a majority of the Board of Trustees, a Trustee who is either an officer of the Corporation or the Chair of one of the Board of Trustees' committees may stand for election for such additional term as shall coincide with the officer's term. After a break in service of two or more years, an individual may again serve as a Trustee.

Section 7. Vacancies. A vacancy occurring during the term of office of one of the At-large Trustees may be filled by the remaining members of the Board of Trustees upon the recommendation of the Nominating Committee at any meeting of the Board and no election by the general membership is required. A vacancy occurring during the term of office of a Grassroots Trustee may be filled by the NLC upon the recommendation of the Nominating Committee of the NLC at any meeting of the NLC and no election by the general membership is required. A Trustee elected or appointed to fill a vacancy shall serve for the unexpired term of such Trustee's predecessor in office. A Trustee's service for the remainder of the term of a vacant position shall not be considered for the purpose of the limitation of terms provided in Section 5 above.

Section 8. Rights and Responsibilities. All Trustees shall have the same rights and responsibilities.

Section 9. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least twice annually at a time and at a place decided by the Board of Trustees. It shall be the duty of the Chief Executive Officer and President or his or her designee to cause such a written notice of any regular meeting of the Board of Trustees to be delivered to each Trustee and the Legal Advisor at least thirty (30) days preceding any meeting. Such notice shall specify the place, day and hour of meeting. The purpose for which the meeting has been called need not be stated, but when possible, an agenda of the meeting shall be included with such notice. The written notice shall be deemed to be delivered when (a) deposited in the U.S. mail, addressed to such Trustee at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, (b) given by means of electronic communication; or (c) given by any other means permitted by law.

Section 10. Special Meetings. Special Meetings of the Board of Trustees may be called by (a) the Chair of the Board; or (b) in his absence, by the Vice-Chair; or (c) in the absence of both, by the Chief Executive Officer and President; or (d) upon the request of eight Trustees. Notice of the meeting shall be provided at least ten days prior to the Special Meeting and shall specify the purpose of the Special Meeting. The Special Meeting shall take place at such time and place as may be set forth in such notice and may be held by conference call.

Section 11. Action Without Meeting. The Board of Trustees may act upon written proposals and motions by mail, FAX, or electronic communications after reasonable advance notice when requested by the Chair of the Board, the Vice Chair, or the Chief Executive Officer and President. Such written proposals and motions shall, to the extent possible, provide full and complete reports stating the issues and explaining the arguments advanced both for and against each proposition. Each Trustee who responds to the request of the Chair, Vice Chair, or Chief Executive Officer and President for such meeting by voting by mail,

FAX, or electronic communication shall be considered as having been present at a meeting of the Board of Trustees for the purpose of determining whether or not a quorum was present.

Section 12. Proxies. Proxy voting shall not be permitted at meetings of the Board of Trustees.

Section 13. Quorum and Manner of Acting. A majority of the Board of Trustees shall constitute a quorum necessary for the transaction of business at any meeting of the Board of Trustees, except that, for the sole purpose of filling vacancies on the Board of Trustees, twenty-five percent of the Board of Trustees shall constitute a quorum. The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statute or by these Bylaws. The Chair of the Board shall preside at meetings of the Board. In the Chair's absence, the Vice Chair shall preside. If both shall be absent, the Trustees present shall elect a Chair for the meeting.

Section 14. Removal. Any Trustee who shall be absent from two consecutive meetings of the Board of Trustees shall be automatically removed unless such absence is excused in advance by the Chair of the Board of Trustees. The Board of Trustees, by two-thirds vote at a regular or Special Meeting, may remove any Trustee whenever, in its judgment, the interest of the Corporation would be served.

Section 15. Executive Committee. The Executive Committee of the Board of Trustees shall be comprised of the Chair, who shall be the Chair of the Executive Committee, the Vice Chair of the Board of Trustees, the Chief Executive Officer and President, the Secretary and the Treasurer of the Board of Trustees, the Secretary of the National Leadership Council, the Corporation's legal advisor and the chairs of each standing committee. The Executive Committee shall meet at least four times per year: biannually during the regular meetings of the Board of Trustees and at such other times and places as may be determined. The Executive Committee shall act in the interim between meetings of the Board of Trustees and shall be responsible for personnel matters and matters of the compensation of senior staff. The Executive Committee shall promptly provide a detailed report of all of the actions of the Executive Committee to members of the Board of Trustees.

Section 16. Board Committees. In addition to the Executive Committee, the following shall be the standing Committees of the Board of Trustees: Audit, Legal/Risk Management, Development, Budget/Finance, Organizational Development, Corporate Marketing and Branding and Nominating. Unless otherwise stated, the Chair shall appoint the chair and membership of each committee.

- a. Nominating Committee. For purposes of constituting the Nominating Committee, the Chair of the Board of Trustees shall appoint the members of the Committee. At least fifty percent of the members of the Nominating Committee shall have served as an officer of a chapter or council. The Nominating Committee shall also be responsible for working with the Chief Executive Officer and President and Chair of the Board of Trustees to create a succession plan for the officers of the Corporation.
- b. Audit Committee. The audit committee shall (a) Select the audit firm to conduct an independent audit of the organization's financial statements; (b) Ensure a direct line of communications with the organization's auditor; (c) Provide oversight of management's performance with respect to required and recommended financial responsibilities and disclosure; (d) Consider and review, with management and the auditors, the adequacy of the organization's risk management methodology and internal controls, including computerized information system controls and security; (e) Review the adequacy of financial reports provided by the board and make recommendations for their improvement; and (f) Review and address the management letter and auditor's comments.

- c. Legal/Risk Management. The Chair shall be an attorney-at-law, duly licensed to practice law in one or more of the fifty states.
- d. Other Committees. Upon a majority vote of its members, the Board of Trustees may create such other committees as are necessary or desirable to carry on the business and affairs of the Corporation; except that authority to promote and direct the resource initiative planning process, to set the national resource agenda for the Corporation and to facilitate national resource efforts with the National Staff of the Corporation shall rest with the NLC.

Section 17. Legal Advisor. The Board of Trustees shall appoint as its Legal Advisor an attorney-at-law who is duly licensed to practice in one or more of the fifty states and a member in good standing of the Corporation. The Legal Advisor shall assist the Chair of the Legal/Risk Management Committee of the Board of Trustees. The Legal Advisor shall have a voice, but no vote, at meetings of the Board of Trustees and the Executive Committee of the Board of Trustees. On behalf of the Corporation, the Legal Advisor shall yearly respond to the requests of the Corporation's auditors. The Legal Advisor shall serve at the pleasure of the Board of Trustees.

Section 18. Policies and Procedures. The Board of Trustees may promulgate any policies or procedures that are necessary or desirable to carry out the tasks and functions delegated to it by these Bylaws.

Section 19. Trustee Conflicts of Interest. No Trustee shall enter into a contractual relationship with Trout Unlimited for the benefit of the Trustee without approval of the Board of Trustees. Any Trustee entering into such a contract shall make a full disclosure to the Board and may discuss the matter with the Board of Trustees, but shall not be in attendance when the Board votes on such a contract. No contract or other transaction between the Corporation and one or more of its Trustees or any other corporation, firm, association, or entity in which one or more of its Trustees is a director or officer or is financially interested, shall be either void or voidable if:

- a. the fact of such relationship or interest is fully disclosed or known to the Board of Trustees or committee thereof which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the votes or consents of such interested Trustees: and
- b. the contract or transaction is fair and reasonable to the Corporation. Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or committee thereof which authorizes, approves, or ratifies such contract or transaction.

The reimbursement of a Trustee for expenses incurred in attending meetings or other work on behalf of the Corporation shall not be considered a conflict of interest.

ARTICLE VI Executive Officers

Section 1. Executive Officers. The Executive Officers of the Corporation shall be the Chair, the Vice Chair, the Chief Executive Officer and President, the Secretary, the Treasurer, the Chief Financial Officer, the Chief Operating Officer and the Secretary of the NLC. The office of Vice Chair of the Board of Trustees shall be filled by the Chair of the NLC. Except as provided below, no two Executive Offices may be held by the same person.

Section 2. Eligibility and Term of Office. Except for the office of the Chief Executive Office and President, Chief Operating Officer and Chief Financial Officer, no person shall be eligible for election as an Executive Officer unless he or she has served on the Board of Trustees or the NLC, or has had continuing and substantive involvement with the Corporation for at least 18 months prior to becoming an

Executive Officer. The Chair, Secretary and Treasurer shall be nominated by the Nominating Committee and elected by the Board of Trustees at any meeting called for the purpose of electing officers.

- a. The Chair, Secretary and Treasurer of the Board of Trustees shall hold office for two year terms.
- b. The NLC Chair and NLC Secretary shall serve terms as Executive Officers co-extensive with their NLC terms.
- c. The Chief Executive Officer and President shall serve consecutive one year terms of office, subject to termination by the Board of Trustees.
- d. With the approval of the Board of Trustees, the Chief Operating Officer and Chief Financial Officer shall be hired by the Chief Executive Officer and President and shall also serve consecutive one year terms of office, subject to termination by the Chief Executive Officer and President.
- e. No contract of employment shall be deemed to result from any appointment or hiring as an Executive Officer.

Section 3. Removal. The Board of Trustees, by two-thirds vote at a regular or Special Meeting, may remove any trustee officer whenever, in its judgment, the interest of the Corporation would be served.

Section 4. Vacancies. If the office of the Chair, the Secretary or the Treasurer of the Corporation is vacant, a successor shall be appointed by the Board of Trustees to fill the remainder of the term of the vacant office.

Section 5. Chief Executive Officer and President. Except as provided below, the Chief Executive Officer shall also be the President of the Corporation and shall have responsibility for the general, active management of the business and other affairs of the Corporation. The Board of Trustees may also establish a separate office of President and assign to the President certain of the duties of the Chief Executive Officer and such other duties and responsibilities as may be determined by the Board. The Board of Trustees shall also establish the reporting obligations of the Chief Executive Officer and President and senior staff. The Chief Executive Officer and President shall also:

- a. Submit written and oral reports of the operations of the Corporation to the members at each Annual Membership Meeting and present matters of interest to the Trustees at each meeting of the Board; be responsible for and attend to the sending of notices of all meetings of the membership and of the Board of Trustees; keep an accurate and current record of all memberships and be the custodian of records and the seal of the Corporation. The Chief Executive Officer and President may delegate the responsibility for sending notices and record keeping.
- b. Actively promote and encourage membership in the Corporation; serve as *ex officio* members of the NLC; assist the Chair of the NLC in acting as liaison between the NLC and the Board of Trustees; assist in the formation of Chapters and Councils; assist in fundraising; supervise and coordinate the operations and activities of the field offices; and act as the Corporation's spokespersons or designate another employee to act before any court of law, government or legislative authority, agency, or group, public or private.
- c. Create and update a succession plan for senior staff, for review and approval by the Board of Trustees or a committee constituted for that purpose.
- d. Perform such other duties as assigned by the Board of Trustees.

Subject to Section 2,d of this Article, the Chief Executive Officer and President shall have sole authority to hire and dismiss members of the Corporation's National Staff. The Board of Trustees shall have sole authority to hire and dismiss the Chief Executive Officer and President.

Section 6. Secretary. The Secretary of the Corporation shall also be the Secretary of the Board of Trustees.

Section 7. Treasurer. The Treasurer shall work with the Chief Executive Officer and Chief Financial Officer to ensure that all funds and securities of the Corporation are properly safeguarded. The Treasurer, working with the Chief Financial Officer, shall cause to be entered regularly in the books of the Corporation, to be kept for such purpose, full and accurate accounts of monies received and paid on account of the Corporation and, whenever required by the Board of Trustees, shall render a statement of the Corporation's accounts. The Treasurer shall ensure that, at all reasonable times, the Corporation's books, records and the accounts are available for exhibit. The Treasurer shall perform generally all the duties appertaining to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Trustees.

Section 8. Chair of the Board of Trustees. The Chair shall be the chair of the Executive Committee and shall preside at all meetings of the Board of Trustees. The Chair shall appoint the members of all Committees of the Board of Trustees other than the Executive Committee. The Chair shall generally supervise and direct all other officers of the Corporation and shall require that their duties are properly performed.

Section 9. Vice Chair of the Board of Trustees. The Vice Chair (which office shall be filled by the Chair of the NLC) shall, in the absence, death, inability to or refusal to act of the Chair of the Board of Trustees, perform the duties of the Chair of the Board of Trustees and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair of the Board of Trustees. The Vice Chair of the Board of Trustees also shall serve as chief liaison between the NLC and the Board of Trustees.

Section 10. Chief Operating Officer. The Chief Operating Officer shall report to the Chief Executive officer and President of the Corporation and shall have such general management responsibilities as the Chief Executive Officer and President and the Board of Trustees shall designate.

Section 11. Chief Financial Officer. The Chief Financial Officer shall report to the Chief Executive officer and President and shall be the principal advisor to the Corporation in all matters pertaining to the Corporation's funds and financial policies. Working with the Treasurer and the Finance Committee, the Chief Financial Officer shall be responsible for the management of the Corporation's financial operations and the formulation and issuance of financial and accounting policies and procedures and internal controls for financial matters, including check signing authority. The Chief Financial Officer shall perform such other duties and exercise such other powers as are commonly incidental to the office of the Chief Financial Officer, including the development, maintenance and operation of all financial management systems, budgetary systems, accounting systems, internal control systems, financial reporting systems and credit, cash and debt management systems. The Chief Financial Officer shall have authority on behalf of the Corporation to sign or endorse checks and other obligations, collect all monies due the Corporation and deposit same for the account of the Corporation with approved depositories, and sign all checks and drafts made by the Corporation for authorized disbursements. The Chief Financial Officer shall be responsible for the supervision and coordination of the staff of the Corporation with respect to the functions under the direction of such officer.

Section 12. Contracting Authority. The CEO and President or, if he or she shall so designate, the Chief Financial Officer, shall have the authority to sign and execute in the name of the Corporation all contracts, agreements, or other written instruments that are required to accept grants and/or donations to the Corporation or to authorize expenditures pursuant to donor and/or grant agreements with any

government agency, commission, or entity. The Board of Trustees shall establish policies concerning the additional authority of the officers of the Corporation and senior staff to execute contracts on behalf of the Corporation.

ARTICLE VII
Chapters and Councils

Section 1. Chapters.

- a. Whenever a group of members in good standing, residing in a local area or otherwise, wishes to form a Chapter, they shall comply with the procedures prescribed by the Board of Trustees and upon application to the Board of Trustees may be issued a Charter designating them a Chapter of the Corporation. Each Chapter shall elect officers and directors and may finance its operations so long as such activities are consistent with the Articles of Incorporation, Bylaws, purposes and policies of the Corporation. All Chapters shall adopt and maintain bylaws that are consistent with the Articles and Bylaws of the Corporation, the state Council, if any, and the mandatory provisions of the model bylaws promulgated by the Board of Trustees and the NLC.
- b. A current list of the names and addresses and email addresses of each officer and director of the Chapter shall be maintained in the files of the principal office of the Corporation. All Chapter officers must be members of Trout Unlimited.
- c. The Board of Trustees of Trout Unlimited may suspend or revoke a Charter for cause, including, but not limited to:
 1. Failure to:
 - (a) Timely file financial reports and required IRS forms (currently form 990);
 - (b) Comply with the Corporation's policies on lobbying, litigation and liquor liability;
 - (c) Comply with applicable state or local law;
 2. Engaging or participating in partisan political campaigns;
 3. Making contributions to political candidates;
 4. Unauthorized use of the TU logo, trademarks or trade names; or
 5. Deviating from the mission or policies of the Corporation.
- d. All members of Chapters must be members in good standing of Trout Unlimited. The suspension or revocation of a Chapter's Charter shall not affect the membership status of the members of such Chapter as long as such members continue to pay dues to Trout Unlimited. Applications for Charters and other requirements shall be determined and promulgated by the Board of Trustees of the Corporation.
- e. The Corporation shall create the requirements for all Chapters and all Chapters shall observe such requirements, including the timely filing of financial reports in the form and manner prescribed by the Corporation. Chapters shall not assess separate dues or establish separate levels of membership.

Section 2. Councils.

- a. The Board of Trustees may charter a Council within a state or other geographic area having more than one chapter in order to coordinate the activities of the Chapters in such area and otherwise assist such Chapters in their efforts to carry out the policies and objectives of Trout Unlimited. Organization of a Council shall normally be initiated upon the request of the Chapters of the area. The Board of Trustees may also charter a Council in a single chapter area where adequate reasons exist for doing so. The Corporation shall from time to time create the requirements for all Councils and all Councils shall observe such requirements, including the timely filing of financial reports in the form and manner prescribed by the Corporation.
- b. Applications for the formation of a Council and other requirements shall be determined by the Board of Trustees. The Board of Trustees shall approve the formation of a Council when, in the opinion of the Trustees, such a coordinating unit will facilitate the usefulness and effectiveness of Trout Unlimited.
- c. Members of the initial governing board of a newly formed Council shall be appointed by the Board of Trustees of Trout Unlimited based on the recommendations of the Chapters in the Council area. Each original Council officer and director will serve for a period of not less than one year and not more than eighteen months from the date of formation of the Council, unless and until the Council shall have established its own bylaws providing for a different term. All Council officers shall be members of Trout Unlimited.
- d. The proposed Council shall submit draft Bylaws to the principal office of the Corporation for approval by the Executive Committee or the Board of Trustees of Trout Unlimited. The Bylaws adopted by the Council and any amendments thereafter shall be consistent with the Articles of Incorporation and Bylaws of Trout Unlimited and such Bylaws shall also include provisions consistent with the Corporation's model council bylaws.
- e. A Council may be terminated or suspended for due cause by action of the Board of Trustees of Trout Unlimited. The termination or suspension shall not, in itself, affect the status of the Chapters or the membership status of members within such Council area.
- f. Whenever a Council is established in a state or multi-state region, every chapter within its geographic boundaries shall be a member chapter of that Council and shall be subject to the Council's bylaws and policies.

ARTICLE VIII

Mergers

The Board of Trustees of the Corporation may adopt and implement a plan of merger or other form of acquisition with any organization whose goals, purposes and principles are substantially similar to those of the Corporation, provided that such plan of merger or form of acquisition shall incorporate the following minimum requirements in addition to such other requirements as are necessary and appropriate to accomplish the Corporation's purposes:

- a. The name of the surviving entity shall be "Trout Unlimited," and the members of the entity being merged into the Corporation or otherwise acquired shall become members of Trout Unlimited.
- b. The governing body of the entity being merged into the Corporation or otherwise acquired shall have adopted a resolution agreeing to the merger on the terms and conditions set forth in the plan of merger.

- c. The merger or other form of acquisition shall not jeopardize the Corporation's qualification as a non-profit corporation organized for scientific, educational and charitable purposes or the Corporation's tax-free status as exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code. Transfer of the funds and other assets of the entity being merged into the Corporation, as agreed to by the governing body of such entity, shall be in accordance with written terms and conditions in the merger agreement and shall be accompanied by such releases, warranties and indemnities as are necessary to protect the corporation's interest.

ARTICLE IX Limited Liability and Indemnification

Section 1. Limited Liability of Trustees and Officers. As provided in the Michigan Non-Profit Corporation Act and subject to the limitations set forth therein, including any requirement that the Corporation remain exempt from taxation under the Internal Revenue Code, Trustees, NLC Officers, Officers and Legal Advisor who serve without compensation shall not be liable for damages resulting from the exercise of judgment or discretion in connection with their duties or responsibilities unless the act or omission involved willful or wanton conduct.

Section 2. Indemnification. With respect to claims or liabilities arising out of service as a Trustee, Officer, NLC Officer or Legal Advisor, the Corporation shall indemnify and advance expenses to each present and future Trustee, Officer, NLC Officer and Legal Advisor (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Michigan, both as now in effect and as hereafter adopted or amended.

Without limiting the foregoing, the Corporation shall indemnify a Trustee, Officer, NLC Officer, Legal Advisor, employee or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Trustee, Officer or NLC Officer, employee or agent of the Corporation, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection with the action, suit, or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The corporation may further indemnify a person affiliated with Trout Unlimited who is not a Trustee, Officer or NLC Officer, to the extent authorized by resolution of the Board of Trustees.

Section 3. Procedure. An indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways: (a) by a majority vote of a quorum of the Board of Trustees consisting of Trustees who were not parties to the action, suit, or proceeding; (b) if the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of at least three disinterested Trustees; or (c) by independent legal counsel in a written opinion.

Section 4 Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this Article shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. "Expenses" as used in this Article mean attorney fees actually and reasonably incurred, judgments, settlements, fines and other amounts actually and reasonably incurred in good faith in connection with any such action, suit, or proceeding.

Section 5. Settlement. If a person is entitled to indemnification under this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 6. Non-Exclusivity. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, or Bylaws of the Corporation, or a contractual agreement of the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article continues as to a person who ceases to be a Trustee, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

Section 7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, NLC Officer, Council Officer, Chapter Officer, employee or agent of the Corporation against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Non-Profit Corporation Act.

ARTICLE X
Corporate Seal

The corporate seal of this Corporation shall be a circular device within which shall be the word "Seal" surrounded by the words, "Trout Unlimited."

ARTICLE XI
Rules of Order

At all times when the organization as a whole or any part thereof, including meetings of the Board of Trustees, the Executive Committee, the NLC or any committees of the Board of Trustees or the NLC, are duly and formally convened for the purpose of deliberation and transaction of business, *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including nominations and elections.

ARTICLE XII
Amendments

The Bylaws of this Corporation may be added to, amended, or repealed and replaced in whole or in part by a majority vote of the members in good standing who attend or vote by proxy at any regular or Special Meeting. Written notice of the intention to add to, or amend, or repeal the Bylaws, in whole or in part must be given each member of record at least 30 days preceding such meeting of the members.

ARTICLE XIII
Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose.

Adopted this 17th Day of September, 2010

Secretary of Trout Unlimited