

**CHALLENGE CHAPTER,
TROUT UNLIMITED
CHAPTER BY-LAWS
(Approved May 13, 2003)**

ARTICLE I

Organization And Purposes

SECTION 1. Name. The name of the organization shall be CHALLENGE CHAPTER, TROUT UNLIMITED, hereinafter referred to as “the Chapter.”

SECTION 2. Purpose. The purpose of the Chapter shall be to conserve, protect and restore cold water fisheries and their watersheds. The Chapter shall act as a nonprofit, non-political and non-sectarian organization. The Chapter shall function exclusively for charitable, scientific and educational purposes.

SECTION 3. Relation to National. The Chapter shall be a subsidiary organization under the authority of Trout Unlimited, a Michigan non-profit corporation, hereinafter referred to as “Trout Unlimited.” The Chapter shall carry out the aims and purposes of Trout Unlimited and hereby adopts the Articles of Incorporation and Bylaws of Trout Unlimited. The Chapter acknowledges that all policies and objectives to be pursued by the Chapter, or by any member or members thereof on behalf of the Chapter, will be in accordance with the policies, purposes and objectives of Trout Unlimited.

SECTION 4. Restrictions. No part of the net earnings of the Chapter shall inure to the benefit of or be distributable to the Directors, officers, members or other private persons. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

SECTION 5. Activities. The Chapter shall do whatever is within its ability and as deemed desirable by the Chapter to promote the purposes set forth in Section 2.

ARTICLE II

Membership

SECTION 1. Eligibility. Any person who is interested in the activities of Trout Unlimited is eligible for membership in the Chapter. Any member of the chapter shall be an active member of Trout Unlimited. The Chapter is organized on a nonstock, membership basis.

SECTION 2. Dues. Payment of annual dues to Trout Unlimited shall automatically make one eligible to become a member of the Chapter provided that individual resides in the Chapter's geographical area. However, nothing shall restrict an individual from a different chapter's geographic area from becoming a member of the Chapter so long as his/her Trout Unlimited membership shall not have expired or otherwise terminated.

SECTION 3. Suspension. The following causes shall be considered grounds for suspension from membership in the Chapter:

- a. Default in payment of annual dues for more than sixty (60) days.
- b. Conviction of a willful violation of any of the fish and game laws of any state or of the United States.
- c. A member may be suspended from membership by the Board of Directors for cause. The action of the Board of Directors shall be reviewed by the membership at the next regular meeting at which time the member shall either be reinstated or expelled by a majority vote of the members present. Such member, suspended for cause by the Board of Directors, shall receive written notice of such suspension at least twenty (20) days prior to the membership meeting at which his/her case for expulsion or reinstatement is to be considered.

So long as a member is suspended from membership, he/she shall forfeit all of his/her rights and privileges as a member.

SECTION 4. Annual Membership Meeting. The annual meeting of the Chapter shall be held at a place and at a time in the Spring of each year determined by the Board of Directors. It shall be the duty of the Secretary to cause a written notice of each annual meeting to be mailed to each of the members of record directed to his/her last known post office address, at least twenty (20) days immediately preceding said meeting; provided, however, that a failure to mail such notice, or any irregularity in the same, shall not affect the validity of any such annual meeting, or any proceedings at such meeting.

SECTION 5. Special Meeting of Members. Special meetings of the members may be called upon the request of a majority of the Board of Directors; or upon demand in writing signed by not less than twenty-five (25) members. The Secretary shall mail written notice of such meeting to each member of record in good standing, indicating briefly the object or objects thereof at least twenty (20) days prior to the date of such meeting. However, if all members, in writing, waive notice of such meeting, no notice of such meeting shall be required, and when all the members shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice and at such meetings any proper action may be taken.

SECTION 6. Regular Meetings of Members. Regular membership meetings shall be held with such frequency and at such time and place as established by the Board of Directors or upon petition of twenty-five (25) members.

SECTION 7. Quorum. At any meeting of the members twelve members present in person and/or represented by proxy shall constitute a quorum of the members for all purposes. A majority vote of those present is required to approve any action, unless a larger vote is required under the laws of the State of Michigan, these Bylaws or the Articles of Incorporation..

SECTION 8. Voting. At each meeting of the members, every member shall be entitled to vote in person or by proxy by an instrument in writing subscribed by such member. The vote for Officers and for Directors and for any motions before a meeting shall be by voice vote unless a majority of members present and entitled to vote shall demand that the voting at that meeting on any particular matter brought at that meeting shall be by written ballot.

SECTION 9. Membership Lists. At each meeting of the members, the Secretary shall, upon request of a member, provide a true and complete list, in alphabetical order, of all the members entitled to vote at that meeting. Only persons appearing on such list shall be entitled to vote. The Secretary may provisionally accept the vote of any putative member not appearing on the list, subject to subsequent verification of membership at the time of the vote.

SECTION 10. Participation in Management. A member shall not be eligible to serve as a Director, executive officer or chairperson of a committee until he/she has been an active member of the Chapter for at least one (1) year. The Board of Directors shall resolve all questions relating to the active status of a member.

ARTICLE III

Board Of Directors

SECTION 1. Establishment of Board. The property and affairs of the Chapter shall be managed and controlled by a Board of Directors composed of nine (9) elected members; provided, however, that the Board of Directors, all standing committees and all other committees shall obtain the prior consent of the members before taking any actions, unless (a) the action would result in the expenditure of less than Five Hundred and One Dollars (\$501), or (b) the Board of Directors determines in its reasonable discretion that immediate response is required. In either event, the members shall be notified of such action at the next meeting of the members. The nine (9) Directors shall consist of the four (4) executive officers to be elected by the members in accordance with Article IV, the chairpersons of the three (3) standing committees to be elected by the members in accordance with Article V, ~~and two-one Directors~~ to be elected by the members in accordance with the same procedures in Article V ~~and the immediate past President~~. The Directors shall serve a one (1) year term, commencing at the beginning of the next fiscal year (October 1). The election will be held at the annual meeting of the members, which will be held in the spring of each year. If the office of any elected Director becomes vacant, his/her successor shall be elected by the Board of Directors at a regular meeting and such successor shall hold office for the unexpired term. A Director may not serve more than five (5) consecutive full one (1) year terms.

SECTION 2. Meetings. The regular meetings of the Directors shall be held with such frequency and at a time and place as the Board of Directors shall decide. Special meetings of the Board may be called by the President or by written petition of four (4) Board members on ten (10) days notice mailed to each Director or delivered to him personally. If all Directors, in writing, waive notice of a special meeting, such a meeting shall be valid.

SECTION 3. Quorum. Not less than five (5) Directors shall be necessary to constitute a quorum of the Board for the transaction of business and a majority vote of those present is required, unless a larger vote is required under the laws of the State of Michigan, these Bylaws or the Articles of Incorporation. Any Director who shall be absent from three (3) consecutive meetings of the Board of Directors shall stand automatically removed unless such absence is excused by a resolution of the Board. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

SECTION 4. Action without a Meeting. Any action required or permitted at any meeting of the Board of Directors or a committee of the Board may be taken without a meeting, without prior notice and without a vote, if all of the Directors or committee members entitled to vote on the action consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

SECTION 4a. Action by Electronic Mail Vote. The President shall maintain a list of electronic or Internet e-mail addresses of all members of the board of Directors. The Board may vote on any matter by electronic or Internet e-mail communications if a majority of the Board determines that the matter need not be presented at a meeting of the Board or that a vote on the matter is required before the next regularly scheduled Board meeting, and any Board member voting affirmatively on the matter shall be deemed to have made such a determination. A majority vote of the Board shall be required to approve any action considered by electronic or Internet e-mail vote and the results of such vote shall be reported for the minutes at the next regularly scheduled Board meeting.

SECTION 5 Chairperson. The President shall serve as Chairperson of the Board of Directors, and in his/her absence the Vice President shall serve, and in his/her absence the Board of Directors shall appoint another Director to serve as Chairperson of the Board of Directors during such absence.

SECTION 6. Removal. Any Director may be suspended for cause by a vote of two-thirds (2/3) of the Board of Directors or by a vote of a majority of the members present at a meeting, but in no event shall such majority be less than twenty-five (25) members. The action of the Board of Directors shall be reviewed by the membership at the next regular meeting at which time the Director shall be reinstated or expelled by a majority vote of the members present. Such Director, suspended for cause by the Board of Directors, shall receive written notice of such suspension at least twenty (20) days prior to the

membership meeting at which his/her case for expulsion or reinstatement is to be considered.

ARTICLE IV

Officers

SECTION 1. Executive Officers. The executive officers of the Chapter shall include a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be members of the Board of Directors. The executive officers shall be elected by the members to serve a one (1) year term, commencing at the beginning of the next fiscal year (October 1). The election will be held at the annual meeting of the members.

SECTION 2. Vacancy of Offices. If an executive office, other than President, becomes or is vacant for any reason, a successor shall be elected by the Board of Directors, from the then existing board membership, to hold office for the unexpired term.

SECTION 3. President. The President shall be the chief executive officer of the Chapter. He/she shall have the general and active management of the business and affairs of the Chapter and act as ~~chairman~~ chairperson of the Board of Directors. With the Treasurer, he/she shall sign and execute in the name of the Chapter all contracts, agreements and other obligations which have been approved by the Board of Directors. He/she shall have the general supervision and direction of all the other officers of the Chapter and shall see that their duties are properly performed. He/she shall submit a report of the operations of the Chapter to the members at each meeting, and from time to time shall report to the Directors and members all matters within his/her knowledge, which the interests of the Chapter may require to be brought to their notice. He/she shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors. The office of President shall not be held by one person for more than three (3) consecutive full one (1) year terms.

SECTION 5. Vice President. The Vice President shall preside at any meeting of members from which the President may be absent, and shall serve as chairperson of the Board of Directors in the absence of the President. In the event the office of President is vacant for any reason, the Vice President shall become President and serve, as such, for the unexpired term. He/she may perform any of the duties of the President when directed to do so by the Directors. The office of Vice President shall not be held by one person for more than three (3) consecutive full one (1) year terms.

SECTION 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. He/she shall maintain an accurate and current record of all members. He/she shall be the custodian of the corporate seal, if any, and all records, papers, files and books of the Chapter. Except when necessary for the purpose of meetings, he/she shall not disclose to any person the names or addresses of members or the membership list without approval of the Board of Directors. He/she shall attend to the giving and serving of all notices of the Chapter, affix the seal to all documents to which it should be attached and attest the same when necessary.

SECTION 7. Treasurer. The Treasurer shall have custody of all assets, personal property, funds and securities of the Chapter. With the President and any other officer authorized by the Board of Directors, he/she shall sign and execute in the name of the Chapter all contracts, agreements and other obligations of the Chapter, subject to the approval of the Board of Directors. When necessary or proper, he/she shall endorse, on behalf of the Chapter for collection, all checks, notes, drafts and other obligations and shall deposit same to the account of the Chapter in such bank or banks as the Directors may designate. The Treasurer shall publish a financial statement, annually by the November membership meeting covering the period from the previous year as well as a budget for the coming year, which are subject to the approval of the Board of Directors and the membership. He/she will submit this and any other financial reports as required by the National Organization. All checks or warrants for the disbursement of funds of the Chapter shall be signed by the Treasurer and such additional parties which may be specified by resolution of the Board of Directors. He/she shall cause to be entered regularly in the books of the Chapter to be kept for that purpose, full and accurate accounts of monies received and paid on account of the Chapter, and shall render a monthly statement of all monies received and paid. The Treasurer shall cause to be executed and filed with the President a bond in the amount to be determined by the Board of Directors and he/she shall at all reasonable times exhibit his/her books, records and accounts to any Director upon request, and shall perform generally all the duties pertaining to the offices of Treasurer of a Chapter subject to the control of the Board of Directors.

ARTICLE V

Committees, Representation

SECTION 1. Executive Committee. The Board of Directors may authorize the creation of an executive committee composed of the President, Vice President, Secretary and Treasurer and one or more members of the Board, to act with the authority of the Board of Directors between meetings of the Board of Directors.

SECTION 2. Standing Committees. The Chapter shall maintain three (3) standing committees. These will include the Conservation Committee, the Education Committee and the Fund Raising Committee. Each of these committees will consist of a chairperson who shall be elected by the members at the annual meeting to serve a one (1) year term, commencing at the beginning of the next fiscal year (October 1). Upon such election, each chairperson shall be a member of the Board of Directors. Selection of committee members shall be the responsibility of the Board of Directors. Each of these committees shall maintain a written account of its activities and report the same to the Board of Directors and the membership at least quarterly.

SECTION 2a. Conservation Committee. The Conservation Committee shall establish criteria and procedures for the expenditure of funds generated or made available to the Chapter for the direct conservation, protection, restoration or improvement of the cold water habitat of salmonids. This includes the cost of related engineering, scientific or feasibility studies. This committee shall monitor and administer the progress of projects

funded by the Chapter. This committee shall adopt such rules and applications deemed necessary to accomplish its mission.

SECTION 2b. Education Committee. The Education Committee shall foster and promote interest in and appreciation for the tackle and techniques employed to fully appreciate and preserve the cold water fishery. It shall establish, administer and maintain fly tying classes and/or rod building and fly casting classes, fishing clinics and/or similar activities.

SECTION 2c. Fund Raising Committee. The Fund Raising Committee is responsible for raising money through donations and other means to fund the educational, scientific and conservation activities of the Chapter.

SECTION 3. Special Committees. Special Committees may be created and members to these committees appointed by the President as necessary, with the approval of the Board of Directors and the members of the Chapter. Selection of special committee members shall be the responsibility of the Board of Directors.

SECTION 4. Audit Committee. An Audit Committee shall be appointed by the Board of Directors to review the Treasurer's accounts annually and deliver a written report of the results, signed by all members of the Audit Committee, to the President.

SECTION 5. Nominating Committee. A Nominating Committee, consisting of three individuals, shall be appointed by the Board of Directors to prepare and submit to all members a written slate of candidates for officers, Directors and chairmen of standing committees at least twenty (20) days prior to the election at the annual meeting. Nominations from the floor at the annual meeting will also be permitted.

SECTION 6. Council Representation. The Board of Directors shall appoint a Director to serve as the Chapter's representative to the State Council of Trout Unlimited, or any successor or equivalent body. The Board of Directors shall also appoint Directors or members of the Chapter to represent the Chapter before such other organizations as the Board of Directors deems appropriate.

ARTICLE VI

Emblem

The Chapter emblem shall be the Trout Unlimited patch, incorporating the name "Challenge Chapter."

ARTICLE VII

Operation

SECTION 1. Use of Funds. All monies or other assets coming into or belonging to this Chapter, whether from dues, contributions, or otherwise, shall be used only for the purposes of promoting, developing and advancing the purposes for which this Chapter is created, less necessary operating and other actual expenses.

