

**BYLAWS
GARY BORGER CHAPTER, TROUT UNLIMITED**

Article I. Organization and Purposes

Section 1. The name of the organization shall be Gary Borger Chapter, Trout Unlimited.

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

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

Section 4. The Chapter and all members acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 5. The Chapter shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Article II. Membership

Section 1. Payment of annual dues to Trout Unlimited is the only requirement for membership in Trout Unlimited and the Chapter. The Chapter shall not assess any additional dues or fees and shall not establish classes of membership. Membership in the Chapter is recognized once the member appears on the Chapter roster as published by Trout Unlimited.

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

Section 3. The By-laws of Trout Unlimited shall govern the suspension or expulsion of chapter members.

Section 4. No Chapter or chapter officer, director or member may transfer, sell, barter, or lease to any person or entity the membership list or the names, addresses, contact information or other personal information of the members. Use of the Chapter's membership list shall be limited to the conducting of the Chapter's affairs as defined by the Board of Directors.

Article III. Membership Meetings

Section 1. The Annual Meeting of the Chapter shall be held on a date set by the Board of Directors, to elect officers and Directors and conduct other business of the Chapter. The President and the Treasurer shall present annual reports to the members.

Section 2. Notice of the Annual Meeting shall be sent to each member at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the annual Meeting and the slate of candidates nominated for election by the Board of Directors. The written notice of any meeting shall be deemed to be sent when (a) deposited in the U.S. mail addressed to the member's address as it appears on the official Chapter Roster; (b) published in the Chapter newsletter or Chapter website; (c) given by means of electronic communication; or (d) given by any other means permitted by law.

Section 3. The Chapter shall hold regular meetings at a date, time and place chosen by the President

Section 4. Special meetings may be called by the President or Board of Directors or upon the written request of the lesser of ten percent (10%) of the members or twenty (20) members. Notice of all special meetings must be given to members at least seven (7) days prior to the meeting and shall include the date, time, place and agenda for the special meeting.

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

Section 6. Only current members of Gary Borger Chapter of Trout Unlimited shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed. Should the membership of any person present be challenged, the Membership Director will verify the person's membership. Voting shall be by verbal acclamation, unless a majority of voting members present at the call for a vote demands the question be resolved upon written ballot.

Section 7. A quorum at membership meetings is defined as the lesser of 30 members or 10% of current membership. A two thirds vote of those present is required to approve any official action.

Article IV. Board of Directors

Section 1. The Board of Directors is responsible for the general supervision of the Chapter's affairs and finances as well as for specific functions as outlined elsewhere in these bylaws.

Section 2. The Board of Directors shall consist of no fewer than three (3) non-officer members and the officers pursuant to Article V, section 1 and no more than 13 members. The non-officer Board members shall be the: Communications Director, Conservation Director, Education Director, Events and Outings Director, Financial Development Director, Membership Director, and the immediate past two presidents, except as from time to time modified as outlined elsewhere in these Bylaws.. The immediate two past Presidents shall be ex-officio members of the Board of Directors for the term of their two immediate successors. All Directors shall be current members of Gary Borger Chapter, Trout Unlimited. The Board of Directors shall be chosen and elected by the membership at the Annual Meeting.

Section 3. The Board of Directors shall meet regularly, but no less than 4 times per year. Upon notice, the meetings of the Board of Directors may be conducted by telephone. The Board of Directors may also act by email vote, provided all members of the Board of Directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4. A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5. Special meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including fax or electronic mail.

Section 6. Non-Officer Board of Directors Members shall take responsibility for and perform the duties outlined below as well as those duties assigned in accordance with the procedures outlined elsewhere in these Bylaws:

- A. Communications & Marketing Director:
 - a. Manage an effective, coordinated, and timely communications program to inform Chapter member and community through various channels including but not limited to electronic (website and email), newsletter, and publicity.
 - b. Manage a coordinated Chapter branding plan.

B. Conservation Director:

- a. Lead the Chapter's conservation efforts through ongoing development and implementation of short and long-term conservation strategies in the context of national, regional, and local programs and initiatives.
- b. Serve as the Chapter's authority on national, regional, and local conservation issues.
- c. Serve as the main point of contact for the Chapter's conservation activities.

C. Education Director:

- a. Lead the Chapter's internal (Chapter) and external (community) education programs.
- b. Lead the Chapter's youth activities.
- c. Head the Chapter's participation/exhibition in trade shows and non-profit shows.
- d. Serve as the Chapter's primary liaison with IL Council and TU National regarding education programs.

D. Events & Outings Director:

- a. Plan and ensure the execution of all Chapter outings and events exclusive of those falling specifically within other Directors' areas of responsibility.

E. Financial Development Director:

- a. Manage a comprehensive program to achieve the financial goals of the Chapter.
- b. Partner with the Conservation Director in all grant writing efforts.
- c. Plan and ensure the execution of the Chapters fundraising events.
- d. Ensure the Chapter's fundraising efforts comply with state and local laws.

F. Membership Director:

- a. Serve as the Chapter's authority on all TU National membership programs.
Manage an effective membership program in support of Chapter goals.

In addition to the specific duties outlined above, each Non-Officer Director shall:

- A. Collaborate with the President and the Board of Directors to set goals and objectives for their respective areas

- B. Recruit and oversee the efforts of committee members in order to fulfill their responsibilities.
- C. Provide to the Communications Director written, detailed notifications of upcoming events, action items, after action reports, etc. within their area of responsibility in a timely fashion and format suitable for communication to the membership.

Article V. Officers and Duties

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

Section 2. The President shall serve as general executive officer. The President shall oversee all activities of the chapter and preside at all membership and board meetings. The President shall be responsible for defining the responsibilities of the officer and non-officer Board positions. The President may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter.

Section 3. The Vice President shall assume the duties of the President if the President is absent or unable to perform the President's duties.

Section 4. The Treasurer shall have custody of all funds and property of the Chapter. With the President, the Treasurer may sign and execute, in the name of the Chapter, all contracts, agreements and other obligations of the Chapter. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Chapter, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of the Chapter above \$500 shall be signed by the President and counter-signed by the Treasurer. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors deems appropriate and may require that the Treasurer be bonded. The Treasurer shall also:

- A. Keep full and accurate accounts of monies received and paid on account of the Chapter, ensure full and accurate accounts of non-cash assets, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of the Chapter's accounts and report to the membership.

- B. Submit a complete Annual Financial Report (AFR) for the chapter to Trout Unlimited prior to the deadline set by Trout Unlimited. The AFR will be in compliance with the policies and requirements of Trout Unlimited and will contain a complete and accurate accounting of all revenues, expenses, volunteer hours by members of the Chapter and any additional items prescribed within the AFR form.
- C. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
- D. Upon request, permit access to the Chapter's books, records and accounts by any Chapter Officer, Director or designated representative of the State Council and/or Trout Unlimited.
- E. Maintain Chapter financial records for such periods of time required by Federal, State and local laws and regulations and only destroy such financial records when allowed by such law and regulation.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership. The Secretary shall ensure that all required notices are sent to members of the Chapter, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication, including fax, electronic mail or by posting on the Chapter's web-site. The Secretary shall also maintain the correspondence of the Chapter. The Secretary shall maintain an archive of all Chapter correspondence.

Article VI. Election, Term, Vacancy

Section 1. The Chapter officers shall be elected for two-year terms. No officer shall serve more than two (2) consecutive two-year terms in the same office, but an officer may again hold the same office after a one-year period out of office. Each non-officer Director shall be elected for three-year terms, with Directors' terms staggered to provide for continuity.

Section 2. In the event of a vacancy in any office or Board level position, the Board of Directors may appoint an individual to serve the remainder of the unexpired term until the next regularly scheduled election. Should the appointed individual be subsequently elected to the position in the next regularly scheduled election, his/her term limit shall be determined from the date of election.

Section 3. A simple majority vote of those Chapter members in good standing present at the Annual Meeting will be sufficient to elect all officers and directors.

Section 4. The Board of Directors shall nominate members for each elected office and non-officer Board position. Nominations may also be made from the floor at the Annual Meeting.

Section 5. To satisfy the needs of the chapter's affairs, or to maintain compliance with the parameters outlined in these bylaws, the Board of Directors may from time to time vote to establish and eliminate Board Director positions.

Article VII. Representatives to the Illinois Council of Trout Unlimited

Section 1. The number of regular and ex officio representatives to the Illinois Council of Trout Unlimited (the Council) shall be in accordance with the Bylaws of the Council.

Section 2. Chapter Representatives to the Council shall be members of Gary Borger Chapter, Trout Unlimited and shall faithfully represent the interests of the Chapter, the Council, and Trout Unlimited.

Section 3. The President and Vice President shall be ex officio members of the Council.

Section 4. Regular Representatives to the Council may be appointed by the Board of Directors.

Article VIII. Fiscal Year

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

Article IX. Amendment of By-Laws

Section 1. These Chapter bylaws may be amended at any Annual Meeting or Special Meeting if at least the lesser of 30 chapter members or 10% of the Chapter's members are present. Amendment of the bylaws shall require a two-thirds vote of those present and voting. Only current members of Gary Borger Chapter, Trout Unlimited shall be permitted to vote. Any amendment to these bylaws shall be consistent with the bylaws of Trout Unlimited. All proposed amendments to the Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment.

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

Article X. Assets and Dissolution

Section 1. No part of the income, earnings or assets of the Chapter shall inure to the benefit of, or be distributed to, any member, director or officer of the Chapter or any private individual, except that reasonable compensation may be paid for services rendered to or for the Chapter in effecting one or more of its purposes. The payment of such compensation must be approved by a vote of the Board of Directors. Chapter

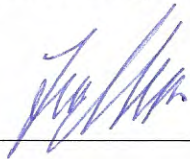
members, officers and directors may be reimbursed for expenses incurred for or on behalf of the Chapter.

Section 2. All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

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

Section 4. Upon dissolution of the Chapter, all assets of the Chapter shall revert to the State Council. These assets will be held and/or redistributed in consultation with Trout Unlimited.

Adopted this 10th day of November, 2011

A handwritten signature in blue ink, appearing to read 'Fung Chin', is written over a horizontal line.

Fung Chin

Secretary