

## **NEW MEXICO COUNCIL OF TROUT UNLIMITED BYLAWS**

### **ARTICLE I. ORGANIZATION AND PURPOSES**

Section 1: The name of the organization is New Mexico Council of Trout Unlimited, (hereinafter referred to as "Council"). The geographic area of the Council shall be the State of New Mexico.

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

Section 3: To carry out its purposes, the Council shall:

- A. Assist and counsel chapters in matters involving membership recruitment, fundraising, projects, programs and communications.
- B. If requested, assist chapters in resolving internal organizational disputes or disputes with other chapters in the Council area.
- C. Provide guidance to chapters in carrying out the policies and objectives of Trout Unlimited.
- D. Develop new chapters and increase Trout Unlimited membership.
- E. Give input and direction on state and regional fisheries management matters.
- F. Conduct fund raising activities.
- G. Develop youth education programs.
- H. Annually review the effectiveness of the Chapters within the Council and assist in the re-chartering of Chapters.

Section 4: The Council shall be an affiliated subsidiary organization operating under the authority of Trout Unlimited, a Michigan non-profit corporation, hereinafter referred to as Trout Unlimited. The Council adopts by reference the Articles of Incorporation and Bylaws of Trout Unlimited, as amended from time to time, and further acknowledges that any action taken by the Council shall be in accordance with policies and objectives of Trout Unlimited.

Section 5: The Council shall neither promote nor oppose the candidacy of any person seeking election to public office.

Section 6: The Council shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

## **ARTICLE II. COUNCIL MEETINGS**

Section 1: The votes at all regular and special meetings of the Council shall be by delegate vote.

- A. The president of each chapter shall be a delegate to the Council. In addition to the chapter president, each chapter with less than two hundred members shall be permitted one additional delegate vote, and each chapter with two hundred or more members shall be permitted two additional delegate votes. Presidents should strive to select Council officers from their chapters as their voting delegates.
- B. Upon unanimous approval of the chapter presidents, elected Council officers not otherwise selected as chapter delegates may each cast one delegate vote regardless of their chapter affiliation.

Section 2: Meeting schedule.

- A. An annual Council meeting shall be held in the first quarter of the calendar year at a time designated by the delegates at least thirty days prior to the date of the annual meeting. The annual meeting may be held by telephone or by other means of electronic communication.
- B. At least two Council meetings shall be held each year, and additional meetings may be set by the delegates at any Council meeting. These meetings may be held by telephone or other means of electronic communication.

Section 3: Special meetings of the Council may be called by the Chair or a majority of chapter Presidents.

Section 4: A quorum for Council meetings shall exist so long as at least 50 percent of the then current chapters are represented by at least one delegate. Proxy votes are not permitted unless approved in advance by the Chair.

Section 5: All delegates to Council meetings shall be members in good standing of Trout Unlimited. All chapters in the Council area shall be members of the Council.

## **ARTICLE III. OFFICERS**

Section 1: The Council officers and their duties shall be:

**A. Council Chair**

1. The Council Chair shall be the chief executive officer and preside over all meetings of the Council.
2. The Chair shall manage the business of the Council and supervise the officers and staff.
3. The Chair shall appoint all committee chairs, unless otherwise provided herein.
4. The Chair shall be a voting member of all committees.
5. The Chair shall appoint him- or herself or other officer to perform an independent review the records of the Council's financial accounts at least monthly and must report any inappropriate checks, debits, or charges to the Council's officers.

**B. Vice-Chair**

1. The Vice-Chair shall perform such duties as the Chair may direct.
2. The Vice-Chair shall preside at any Council meeting when the Chair is absent. Should the Chair be unable to serve, the Vice-Chair shall serve as Acting Chair until an election is held at the next Council meeting.

**C. Secretary**

1. The Secretary shall record and preserve the minutes, including delegate attendance, and other records of all Council meetings and shall furnish copies to all Council officers and chapters within 30 days of the meeting.
2. The Secretary shall provide the notice of all meetings of the Council.
3. The Secretary shall provide updated officer and contact information to Trout Unlimited within 30 days of any change.

D. Treasurer

1. The Treasurer shall have custody of all funds and property of the Council. With the Chair, the Treasurer may sign and execute, in the name of the Council, all contracts, agreements and other obligations of the Council. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Council, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Council in such bank or banks as the Council shall designate. All checks for the disbursement of funds of the Council above \$200 shall be signed by the Treasurer and approved in writing or by email by the Chair or designee. The Council may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Council deems appropriate and may require that the Treasurer be bonded.
2. The Treasurer shall keep full and accurate accounts of monies received and paid on account of the Council, and give a financial report at each meeting of the Council. In addition the Treasurer shall provide financial records to the Chair or designee to comply with the independent monthly review requirements of the *Trout Unlimited Policy on Financial and Property Controls for Chapters and Councils*.
3. The Treasurer shall submit a complete Annual Financial Report (AFR) for the Council to Trout Unlimited prior to the deadline set by Trout Unlimited. The AFR will be in compliance with the policies and requirements of Trout Unlimited and will contain a complete and accurate accounting of all revenues, expenses, volunteer hours by members of the Council and any additional items prescribed within the AFR form.
4. The Treasurer will also make all necessary filings when due with the Internal Revenue Service and state and local authorities.
5. The Treasurer shall, whenever required by the Chair or majority vote of the Council delegates, permit access to the Council's books, records and accounts by any Council officer, delegate, or designated representative. Upon request the Treasurer shall provide the same access to a designated representative of Trout Unlimited.

- E. NLC Representative
  - 1. The NLC Representative shall be elected by the Council at a regularly scheduled meeting of the Council from nominations made by the Nominating Committee or any delegate.
  - 2. The duties of the NLC Representative shall be as provided in the Bylaws of Trout Unlimited.
  - 3. The Council Secretary shall promptly notify Trout Unlimited of the name, address, email address, and telephone number of the newly elected NLC Representative.
- F. Past Chair. The Past Chair shall carry out such duties as may be assigned by the Chair.

Section 2: Terms of Office.

- A. Terms of office shall begin at the time of the annual meeting. Vacant positions shall be filled for the duration of the current term of office.
- B. The term of the NLC Representative shall be one year. All other officers shall serve two-year terms.
- B. Officers may serve for multiple terms, except that the Chair may not serve more than two consecutive terms. As provided in the Bylaws of Trout Unlimited, the NLC Representative shall serve a maximum of five consecutive one-year terms.
- C. At the annual meeting, the delegates shall elect officers of the Council to fill the positions of any officers whose terms are expiring. The Chair shall fill any vacancies which may occur in offices of the Council subject to approval at the next Council meeting. Vacant officer positions may be filled at any Council meeting, at which a quorum is present, by a two-thirds vote of the delegates in attendance.
- D. Any officer may be removed at any regular or special Council meeting, at which a quorum is present, by a two-thirds vote of the delegates in attendance whenever, in their judgment, the interest of the Council would be served..
- E. Any officer who shall be absent for two consecutive meetings shall be automatically removed from office, unless any such absence is excused in advance by the Chair.

## **ARTICLE IV. COMMITTEES**

The Council may create one or more committees by majority vote of a quorum of Council delegates at a regularly scheduled Council meeting or at a special meeting. Such committees may include, but are not limited to an executive committee, a nominating committee, a budget and finance committee, and a fund raising committee.

## **ARTICLE V. CHAPTER AND MEMBER AUTONOMY**

Section 1: It shall be the right of each chapter to choose its own projects, raise and spend its own funds and generally conduct its affairs, so long as such activities are consistent with the national bylaws and policies of Trout Unlimited.

Section 2: Chapters and their members are not liable for any debts or obligations of the Council.

## **ARTICLE VI. AMENDMENTS**

These bylaws may be added to, amended or repealed in whole or in part, by a two-thirds majority vote of the Council members at the annual meeting or a special meeting called for that purpose, provided that notice of the proposed changes has been provided at least 45 days prior to the meeting. The meeting may be conducted telephonically, and Council members may vote on proposed amendments or repeal of these bylaws by email or other electronic means designated by the Council Chair.

## **ARTICLE VII. FISCAL YEAR**

The fiscal year of the Council shall be October 1 to September 30 or such other fiscal year as shall be adopted by Trout Unlimited.

## **ARTICLE VIII. DISSOLUTION**

In the event of the dissolution of the Council, the assets of the Council shall be held in trust by Board of Trustees of Trout Unlimited for the Chapters of the State, pending the formation of a new Council.

## **ARTICLE IX. MISCELLANEOUS**

Section 1: The Council may employ an executive director to perform such duties and responsibilities as the Council may determine. The executive director shall report to an executive committee formed under Article IV.

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

Section 3: No part of any income, revenue, or property of the Council shall inure to the private benefit of any member.

Section 4: The Council may not join or become affiliated with any organization whose purpose or activities conflict with the mission of Trout Unlimited.

Section 5: The Chair may call a special joint meeting with any other Council of Trout Unlimited.

Section 6: A Trout Unlimited chapter from a state without a council may become a member chapter of this Council.

Section 7: Whenever notice is required under any provision of these bylaws, notice may be given by any of the following means: U.S. mail, express delivery, email or by posting of the notice on the Council's web-site. Notice of all regular shall be given no later than 30 days prior to the meeting. Notice of special meetings may be given no later than 10 days prior to the meeting, unless otherwise provided herein.

Section 8: All meetings of the Council and all meetings of committees may be held by telephone.

Section 9: Votes on emergency matters may be taken by email, but for purpose of such a vote, a quorum shall be the actual votes of two-thirds of those eligible to cast a vote.

Section 10: All meetings shall be conducted according to *Robert's Rules of Order Newly Revised* unless dispensed with by a majority of meeting attendees.

IN WITNESS THEREOF, these NEW MEXICO COUNCIL OF TROUT UNLIMITED BYLAWS have been officially approved by the chapters of Trout Unlimited in the state of New Mexico on the 12<sup>th</sup> day of March, 2017, as evidenced by the signatures below:

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Art Vollmer  
Council Chair

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Brad Shuster  
Council Secretary