

AMENDED MAY 16, 2003

BYLAWS OF
TROUT UNLIMITED

(A Michigan nonprofit Corporation)

ARTICLE I
Offices

Section 1. Business Offices. The principal office of the Corporation shall, subject to the direction of or change by the Board of Trustees, 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. The Corporation shall have and continuously maintain registered offices and registered agents in other States in which the Corporation qualifies to transact business, all as required by applicable laws.

ARTICLE II
Members and Memberships

Section 1. Qualifications. Any person of good reputation in his or her community who subscribes to the purposes for which the Corporation was formed shall be eligible for membership in Trout Unlimited.

Section 2. Applications. Applications for membership shall be in writing signed by the applicant on forms provided by the Corporation. Such application shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation, the Bylaws, and Rules and Regulations presently or hereinafter adopted by the Corporation. Applicant shall pay to the Corporation a sum equivalent to the annual membership dues applicable to the category of membership for which application is made and for which applicant is eligible. Applicant's membership shall commence on the day of the month in which the completed application, including the payment of dues, is received by the principal office.

Section 3. Categories of Membership. The Corporation shall have the following categories of membership with the qualifications and rights of the members of such categories as set forth herein:

- a. Regular Members. Every applicant or Regular Member shall pay into the Corporation treasury as and for annual dues the sum, as may from time to time be determined by the Board of Trustees, in advance for the privilege of becoming or continuing to be a member of Trout Unlimited, and each annual term shall be for a period of 12 months. Regular Members shall have and exercise all rights of membership herein provided or as may from time to time be determined.
- b. Family Memberships. Any applicant or member in good standing may exercise the option for a Family Membership. Such membership shall be assigned upon payment into

the treasury of an amount, as and for annual dues, as determined by the Board of Trustees. Family Memberships shall include the husband, his wife, and their children under eighteen years of age. Family Memberships shall entitle the family to all privileges of one Regular Member, except that each adult shall be accorded voting privileges.

- c. Optional Senior Members. Any applicant or Regular Member in good standing who has attained the age of 65 years shall have the option of electing to be a Senior Member. The amount of annual dues applicable to this category shall be determined by the Board of Trustees, but shall not exceed one-half the amount of dues applicable to Regular Members. In all other respects, Senior Members shall have and exercise the same rights as Regular Members.
- d. National Student Members. Any person under eighteen years of age, who is recommended by a member in good standing, is eligible to become a Student Member of Trout Unlimited upon application in writing and payment of the amount of annual dues applicable to this category, such dues to be paid in advance into the treasury of the Corporation, and such applicant shall thereupon be entitled to full rights of membership.
- e. Chapter Junior Members. Any person under eighteen years of age who is recommended by a chapter member is eligible to become a Junior Chapter Member with the payment of the amount of annual dues applicable to this category. Such dues are to be paid in advance to the Chapter organizing such a Junior Chapter affiliate. One-half of this amount will be paid to National Trout Unlimited for servicing the Junior Chapter Member. Junior Chapter Members do not receive a subscription to TROUT magazine, but shall have all other rights of membership.
- f. Sponsoring, Century, and Benefactor Members. The Board of Trustees shall provide for categories of Sponsoring Members, Century Members, and Benefactor Members to be based on contributions to the Corporation in excess of the annual dues applicable to Regular Members, Life Members, or any other category of membership. Such members shall be entitled to full rights of membership including voting privileges.
- g. Affiliate Members.

1. *Domestic - U.S.*

Any nonprofit organization, local, state, or national, espousing the same purposes and objectives as Trout Unlimited, and approved by the Board of Trustees, may become an Affiliate Member of Trout Unlimited. Affiliate Members shall pay an initiation fee sufficient to cover all of Trout Unlimited's expenses in correspondence, personal visitation, preparation of materials, and any other activities related to enrollment as an Affiliate Member. Annual Membership dues shall be based on the number of members belonging to the Affiliate Member in accordance with the following format:

Number of Members Dues	
0 - 49	1
50 - 149	2
150 - 349	5
350 - Plus	10

The amount of annual dues will be established by the Trout Unlimited Board from time to time, and shall be sufficient to cover all Trout Unlimited expenses relating to communicating with and servicing the Affiliate Members, plus an amount sufficient to provide a significant contribution to Trout Unlimited resource oriented projects. Each Affiliate Member shall receive one subscription to TROUT magazine, one copy of other national mailings of the Corporation, and shall be entitled to one vote at any meeting of the members. Each Affiliate Member shall submit information on its operations as required by the Trout Unlimited Board. The Trout Unlimited Board may terminate an affiliation for non-payment of dues and/or fees; upon determining that Affiliate's operations are not in accord with its purposes and objectives; or for any other reason it deems appropriate.

2. *Foreign Affiliates*

Organizations outside the U.S. which espouse the same purposes and objectives as Trout Unlimited, whether they be public (state sponsored) or private (non-profit), approved by the Board of Trustees, may become affiliated with Trout Unlimited. Such organizations may take the form of: a) Trout Unlimited Clubs (100% of whose members are or become dues paying members of Trout Unlimited - U.S.) b) Organizations or Clubs (100% of whose members are not members of Trout Unlimited - U.S.) and, c) National Affiliate Organizations, national autonomous organizations established by the action of a number of Trout Unlimited Clubs or Affiliate Organizations. Once the By-laws and statement of purposes and objectives of the foreign applicant organization have been approved by the Trout Unlimited - U.S. Board, an agreement shall be executed between Trout Unlimited - U.S. and the foreign organization which shall incorporate the following:

- i. Payment by the Affiliate of an entry or initiation fee sufficient to cover all of Trout Unlimited's related expenses.
- ii. Payment by the Affiliate of annual dues sufficient to cover all Trout Unlimited's cost in servicing.
- iii. Designation by the Affiliate of an official to receive Trout Unlimited communications and an official address.
- iv. Submission to Trout Unlimited - U.S. by the Affiliate of an Annual Report of its activities.
- v. Notification that Trout Unlimited can unilaterally terminate the affiliation for non-payment of fees or dues, upon finding that affiliate's activities are not in accord with its stated purposes and objectives, or for any other reason that the Trout Unlimited Board deems appropriate.
- vi. Agreement by the Affiliate that it will only use the name and/or logo of Trout Unlimited as authorized in writing by Trout Unlimited - U.S. and will cease and desist from doing so if it is no longer an affiliate of Trout Unlimited - U.S.
- vii. Establishment of a Foreign Affiliate Advisory Board whose function will be to advise the Trout Unlimited - U.S. Board with respect to relations with foreign affiliate organizations, to which each foreign affiliate will appoint one of its members.

- g. Business Members. Any profit-oriented corporation, partnership, or other business entity approved by the Board of Trustees may become a Business Member upon payment of annual dues as may from time to time be determined by the Board of Trustees. Each Business Members shall receive one subscription to TROUT magazine and one copy of other national mailings of the Corporation. The funds generated by Business and Corporate Memberships shall be retained in the general operating fund of the Corporation provided that if any such memberships shall have been generated through the direct efforts of a local chapter or council of the Corporation, then one-half of the funds so generated shall be returned to the local chapter or council, as applicable, for users and purposes consistent with the Corporation's Articles and Bylaws. Each Business Member shall be entitled to one vote in the conduct of the business of Trout Unlimited, and shall be accorded all other such privileges accorded to an individual member of Trout Unlimited.
- h. Miscellaneous. The form of membership cards, certificates, certificates of appreciation, or other evidence of membership shall be as determined by the Board of Trustees. It is expressly provided that the amount of initiation fees and annual membership dues may be changed at any time upon the approval of two-thirds of the members of the Board of Trustees, or by the members at any annual or special meeting of the members upon the approval of a majority of the members voting at such meeting.
- i. Life Members. Any applicant or member in good standing may become a Life Member of the Corporation upon payment into the corporate treasury of such sum as may from time to time be category of Life Members. Upon such payment, such applicant or member in good standing shall become a Life Member and, thereafter, shall have and be entitled to exercise all of the same rights of membership herein provided to Regular Members, or as may from time to time be determined or provided for Regular Members, for the remainder of such Life Member's lifetime without any requirement for annual dues, renewal, or payment of any increase in the event the dues or fees applicable to the category of Life Member are increased at any time in the future by the Board of Trustees.
- j. Life Family Members. Any applicant or member in good standing, together with his or her spouse, may become a Life Family Member of the Corporation upon payment into the corporate treasury of such sum as may from time to time be determined by the Board of Trustees as applicable to the category of Life Family Members. Upon such payment, the applicant or member, together with his or her spouse, shall become Life Family Members of the Corporation and, thereafter, they jointly shall have and be entitled to exercise all of the same rights of membership herein provided to a Life Member or as may from time to time be determined or provided for Regular Members, for the remainder of each such Life Family Member's lifetime without any requirement for annual dues, renewal, or payment of any increase in the event the dues or fees applicable to the category of Life Family Members are increased at any time in the future by the Board of Trustees, provided that each shall be accorded full voting privileges. With respect to Life Family Members, in the event of the dissolution of the marriage, divorce, legal separation, or similar legal proceedings, then each of the parties shall be transferred to the category of Life Members and each shall remain a Life Member of the Corporation for his or her lifetime without any requirement for further payment. Any Life Member of the Corporation, at anytime, shall have the right to have his or her spouse become a Life Member of the Corporation (in which event they shall each be designated as Life Family

Members) upon payment into the corporate treasury of the differential between the charge for Life Members and Life Family Members in effect at the time of such payment.

Section 4. Termination of Membership.

- a. Any member's membership in the Corporation shall automatically terminate in the event such member shall fail to pay annual membership dues for more than 60 days following the anniversary date of any annual term, provided that a membership renewal notice shall have been mailed to such member not less than 45 days prior to the effective date of termination.
- b. The Board of Trustees may terminate a member from membership for any cause whatsoever when the member is deemed undesirable. Any conduct of a member which is detrimental or likely to become so to the best interest of the Corporation, or who engages in or becomes involved in conduct or feuds which operate detrimentally to the Corporation, or its members, shall be considered to be just cause for terminating such member. Upon the written petition of one hundred members, the Board's action regarding termination of any member may be reviewed by the membership at the Annual Meeting of Members following the effective date of termination of such member. In the event the conduct of such member is not considered to be detrimental to the best interest of the Corporation by a majority of members voting at such meeting, such member shall be reinstated to full membership status in the Corporation.
- c. A chapter may dismiss a member from the chapter's membership (not from Trout Unlimited National membership) for conduct detrimental to Trout Unlimited. This may be appealed by the affected member to the Council only.
- d. A chapter may petition its Council (or the National Board of Trustees if there is no Council in the State or Region) to terminate an individual's membership in Trout Unlimited.
- e. A Council on its own initiative may terminate an individual's membership in Trout Unlimited.
- f. The Trout Unlimited National Board of Trustees on its own initiative may terminate an individual's membership.
- g. An individual subject to termination of membership by a chapter and/or council may appeal such an action to the National Board of Trustees at his own expense.
- h. Any member may resign from membership in the Corporation by mailing or delivering a resignation in writing to the principal office of the Corporation.

Section 5. 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 regarded as members thereof. However, any member so assigned to an area chapter and council may, by submission of a request in writing to the principal office of the Corporation, 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 during the period from June 1 to October 31 in each 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 the statute, may be called at any time by the President, the Board of Trustees, 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 Secretary of the Board of Trustees or his designee to cause a written notice of any annual or Special Meeting of the members to be mailed to each member of record at least thirty days preceding any such meeting. Such notice shall specify the place, day, and hour of the meeting. In the event of a Special Meeting, or when required by statute or these Bylaws, the purpose for which the meeting has been called shall be stated in the notice. The written notice of any meeting shall be deemed to be delivered when 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.

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 there at 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 eleven months from the date of its execution.

Section 6. Manner of Acting. The President shall preside at any Annual or Special Meeting of the members, provided that if the President is absent the Chairman of the Board of Trustees shall preside and provided further that if both the President and Chairman of the Board of Trustees are absent, the Chairman of the NLC shall preside at such meeting. Unless otherwise provided by statute or these Bylaws, all motions at any Annual or Special Meeting at which a quorum is present and entitled to vote may be decided upon by oral vote, unless a simple majority demands that such voting be by written ballot.

ARTICLE IV National Leadership Council

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

- a. Establish National Conservation Agenda. To develop and amend, as needed, the Corporation’s National Conservation Agenda, to set priorities among issues included in that agenda, and to direct the implementation of that agenda.
- b. Facilitate Implementation of National Conservation Agenda To facilitate 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.

- c. Build 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, including volunteer leadership, state councils, local chapters, individual members, and staff. This area of the NLC's responsibilities shall include the structure of 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 chairman, and an NLC secretary. To be eligible to serve as an NLC Representative, an individual must be a member of the Corporation in good standing, must have served in statewide TU office, and must be familiar with coldwater resource and TU organizational issues. NLC Representatives should also have one or more of 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. 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; 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.
- c. Nomination and Election. Each State Council shall choose procedures for nominating and electing its representative on the NLC. These procedures shall be approved by the Council, memorialized in writing, and registered with the National Office of the Corporation. 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 shall be reviewed and approved by the NLC after the initial meeting of the NLC; at the initial meeting of the NLC, the NLC shall establish a procedure for the review of each State Council's nomination and election procedures, and may create a committee of the NLC for that purpose if it so chooses. NLC Representatives shall serve for a term of one year, which term shall commence upon their election as an NLC Representative. No NLC Representative shall serve more than five consecutive one-year terms.
- d. 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 memorialized in writing 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 need not have served in statewide TU office to be eligible to serve on the NLC, but 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.

- 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 Board of Trustees shall be automatically removed unless such absence is excused by formal resolution of the NLC.

Section 3 – National Leadership Council Officers. The officers of the NLC shall be the Chairman 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 Chairman and/or a Secretary of its own initiative. Upon the passage by the membership of the Corporation of the bylaws revisions creating the NLC, the current Chairman and Secretary of the National Resources Board shall immediately become the temporary Chairman and Secretary of the NLC. Their terms as temporary Chairman and Secretary of the NLC shall run until the end of the fiscal year in which the membership of the Corporation passes the bylaws revisions creating the NLC. To be eligible to serve as NLC Chairman or Secretary, a person must be a current or former NLC Representative or, for the first five years after formation of the NLC, a former National Resources Board Director or Regional Vice President. If a current NLC Representative is elected as Chairman or Secretary, the state or other geographic area represented by that person shall elect a replacement to complete his or her term. The Chairman 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 Chairman shall also be a member of the Board of Trustees and the Executive Committee of the Board of Trustees. The NLC Chairman shall also serve as Vice Chairman of the Board Trustees. 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; and perform such other duties as from time to time may be assigned to the NLC Secretary by the NLC Chairman. The NLC Secretary shall also be a member of the Board of Trustees and the Executive Committee of the Board of Trustees. The NLC Chairman and the NLC Secretary shall each serve no more than four consecutive one year terms.

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 6.

Section 5. Special Meetings. Special meetings of the NLC may be called by the Chairman of the NLC, or, in his absence, by the President of the Corporation or upon the request of ten (10) NLC Representatives on ten (10) days notice mailed to each NLC Representative and officer, at such time and place as may be set forth in such notice. Such special meetings may be held by conference call.

Section 6. Action Without Meetings. The NLC may act upon written proposals and motions by mail, FAX, or electronic mail after reasonable advance notice when requested by the Chairman of the NLC or by the 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 Chairman of the NLC or the 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. Quorum and Manner of Acting. Fifty percent (50%) of the number of 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 Chairman of the NLC shall preside at meetings of the NLC provided that, in the Chairman's absence, the Secretary of the NLC shall preside, and provided further that if both shall be absent the NLC members present shall elect a chairman and a secretary for such meeting.

Section 9. Rights and Responsibilities. All NLC members shall have the same rights and responsibilities. No NLC member shall enter into a contractual relationship with the Corporation unless approved by the Board of Trustees.

Section 10. Notices and Meetings of Board of Trustees. All NLC members shall receive all mailings of the Corporation, be invited to attend meetings of the Board of Trustees, but shall not be obligated to attend.

Section 11. Committees. The Nominating Committee of the NLC shall have the purpose of nominating individuals to serve as Grassroots Trustees and nominating individuals to serve as NLC officers. The Chairman of the NLC shall select and appoint the members of the Nominating Committee of the NLC from among the members of the NLC. The NLC may create, and its Chairman may constitute, any committees or working groups necessary or desirable to further any of the purposes of the NLC, and the Chairman shall constitute the membership of such committees or working groups.

Section 12. 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. 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 (10) Grassroots Trustees and not more than twenty-two (22) At-large Trustees.

Section 3. Grassroots Trustees. Two of the Grassroots Trustee positions shall be filled by the Chairman 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. 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, 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.
- c. Election. Names of nominees for Grassroots Trustees shall be submitted by the NLC least forty-five (45) days in advance of each Annual Meeting of members and the names of such nominees shall be included in the notice of such meeting. Election of Grassroots Trustees shall require the approval of a majority of the members present, in person or by proxy, and in good standing, voting at such meeting. Grassroots Trustees shall serve a term for two (2) years commencing at the beginning of the Corporation's fiscal year following the Annual Meeting of members at which they are elected

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 of 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 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, who shall serve as Chairman of the Legal/Risk Management Committee of the Board of Trustees.

At-large Trustees shall serve a term of two (2) 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 At-large Trustees shall be submitted by the Chairman of the Nominating Committee at least forty-five (45) days in advance of each Annual Meeting of members and the names of such nominees shall be included in the notice of such meeting. Election of At-large Trustees shall require the approval of a majority of the members present, in person or by proxy, and in good standing, voting at such meeting.

Section 5. Limitation of Terms. No Trustee shall serve more than three (3) two (2)-year terms; provided, however, 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 chairman of one of the Board of Trustees' committees may stand for election for one (1) additional term. After a break in service of two or more years, an individual may again serve as a Trustee.

Section 6. Officers of the Board of Trustees. The Officers of the Board of Trustees shall be the Chairman, the Vice-Chairman, the Secretary of the Board of Trustees, the Secretary of the NLC, and the Treasurer. The President of the Corporation shall be an ex-officio officer of the Board of Trustees. The Chairman of the NLC shall serve as the Vice Chairman of the Board of Trustees.

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.

Section 8. Rights and Responsibilities. All Trustees shall have the same rights and responsibilities. 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, but shall not be in attendance when the Board votes on such a contract.

Section 9. Regular Meetings. Regular meetings of the Board of Trustees shall be held twice annually at a time and at a place decided by the Board of Trustees. It shall be the duty of the President or his or her designee to cause such a written notice of any regular meeting of the Board of Trustees to be mailed to each Trustee at least thirty (30) days preceding any such 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, unless otherwise required by statute or these Bylaws. The written notice shall be deemed to be delivered when 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.

Section 10. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman of the Board or, in his absence, by the Vice-Chairman or, in the absence of both, by the President, or upon the request of ten (10) Trustees on ten (10) days' notice mailed to each Trustee at such time and place as may be set forth in such notice.

Section 11. Action Without Meeting. The Board of Trustees may act upon written proposals and motions by mail, FAX, or electronic mail after reasonable advance notice when requested by the

Chairman of the Board, the Vice Chairman, or the President. Such written proposals and motions shall, to the extent possible, provide full and complete reports expostulating the issues and explaining the arguments advanced both for and against each proposition. Each Trustee who responds to the request of the Chairman, Vice Chairman, or President for such meeting by voting by mail, FAX, or electronic mail 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. Fifty percent (50%) of the number of the Board of Trustees shall constitute a quorum necessary for the transaction of business at any meeting of the Board, provided that, for the sole purpose of filling vacancies on the Board of Trustees, twenty-five percent (25%) 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 Chairman of the Board shall preside at meetings of the Board, provided that, in the Chairman's absence, the Vice Chairman shall preside, and provided further that, if both shall be absent, the Trustees present shall elect a chairman for such meeting.

Section 14. Removal. Any Trustee who shall be absent from two (2) consecutive meetings of the Board of Trustees shall be automatically removed unless such absence is excused by formal resolution of the Board of Trustees.

Section 15. Executive Committee. The Executive Committee of the Board of Trustees shall be comprised of the Chairman, the Chairman of the Executive Committee, the Vice Chairman of the Board of Trustees, the President, the Secretary of the Board of Trustees, the Treasurer, and the Secretary of the National Leadership Council. The Executive Committee shall meet four (4) times per year: biannually during the regular meetings of the Board of Trustees and at such other times and places as may be determined.

Section 16. Other Committees. In addition to the Executive Committee, the following shall be the Committees of the Board of Trustees: Legal/Risk Management, Membership and Development, Budget/Finance, Long Range Planning, Organizational Development, Marketing, and Nominating. For purposes of constituting the Nominating Committee, the Chairman of the Board of Trustees shall appoint the members of the Committee and shall include among the Committee's membership such number of Grassroots Trustees or other Trustees who have served as an officer of a chapter or council, of the Corporation as is sufficient to constitute at least fifty percent (50%) of the Committee's membership. The Chairman of the Board of Trustees shall appoint the membership of the Legal/Risk Management Committee whose Chairman shall be the person described in Article V, Section 2, paragraph b. , and the Chairman and membership of each committee other than the Executive Committee. 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 to the Corporation; provided, however, that authority to promote and direct the resource initiative planning process, to set the national resource agenda for the Corporation, and to direct national resource efforts with the National Staff of the Corporation shall rest with the NLC.

Section 17. Legal Adviser. The Board of Trustees shall appoint as its Legal Adviser 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 Adviser shall assist the Chairman of the Legal/Risk

Management Committee of the Board of Trustees. The Legal Adviser 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 Adviser shall yearly respond to the requests of the Corporation's auditors.

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

Section 19. Trustee Conflicts of Interest. 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 because such Trustee or trustees is/are present at the meeting of the Board of Trustees or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, 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. Common or 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.

ARTICLE VI Executive Officers

Section 1. Executive Officers. The Executive Officers of the Corporation shall be the Chairman of the Board of Trustees, the Vice Chairman of the Board of Trustees, the Chairman of the Executive Committee, the President, the Secretary of the Board of Trustees, the Treasurer, and the Secretary of the NLC.. The office of Vice Chairman of the Board of Trustees shall be filled by the Chairman of the NLC. No two (2) Executive Offices may be held by the same person.

Section 2. Eligibility and Term of Office. Commencing on September 1, 1994, except for the office of the President, no person shall be eligible for election as an Executive Officer unless he or she has served on the Board of Trustees, the National Resource Board, the NLC, or has had similar involvement with the Corporation for at least eighteen (18) months prior to becoming an Executive Officer. An Executive Officer shall hold office for the fiscal year for which he or she is elected to such office, or until such Executive Officer's successor shall have been duly elected or appointed.

Section 3. Removal. The Board of Trustees, by two-thirds vote of its members, may remove any Executive Officer of the Board of Trustees whenever, in its judgment, the interest of the Corporation would be served thereby. 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.

Section 5. Vacancies. If an Executive Office other than the office of the Vice-Chairman or Secretary of the NLC becomes or is vacant by reason of a death, disqualification, removal, resignation or otherwise, a successor shall be elected or appointed by the Board of Trustees. If the office of the Chairman of the NLC or the NLC Secretary becomes or is vacant by reason of a death, disqualification, removal, resignation, or otherwise, in the case of the Chairman of the NLC, a successor shall be elected or appointed by the NLC from among qualified members of the NLC, and, in the case of the NLC Secretary, a successor shall be appointed by the Chairman of the NLC from among qualified members of the NLC, in each case to hold office for the unexpired term.

Section 6. President/Chief Executive Officer. The President shall be the Chief Executive Officer of the Corporation, and shall have responsibility for the general, active management of the business and other affairs of the Corporation. With the Secretary of the Board of Trustees, the President may sign and execute in the name of the Corporation all contracts, agreements, and other obligations of the Corporation subject to the approval of the Board of Trustees after review by the Chair of the Legal/Risk Management Committee or the Legal Adviser. The President shall submit a report of the operations of the Corporation to the members at each Annual Membership Meeting and shall present to the Trustees at each meeting of the Board such matters which the interest of the Corporation may require. The President shall be responsible for sending requisite notices of all meetings of the membership and of the Board of Trustees. The President shall keep an accurate and current record of all memberships and shall be the custodian of the Corporation. The President shall attend to the giving and serving of all notices of the Corporation, affix the seal to all documents to which it should be attached, and attest the same when necessary. The President shall actively promote and encourage membership in the Corporation; serve as an ex-officio member of the NLC; shall assist the Chairman of the NLC in liaison between the NLC and the Board of Trustees; assist in the formation of Chapters and Councils; assist in fundraising; supervise and coordinated the operations and activities of the field offices; and act as the Corporation's spokesman before any court of law, government or legislative authority, agency, or group, public or private. The performance of the President shall be subject to a formal annual review by the Board of Trustees. The President shall do and perform such other duties as from time to time may be assigned by the Board of Trustees. The President shall have sole authority to hire and dismiss members of the Corporation's National Staff, and the Board of Trustees shall have sole authority to hire and dismiss the President.

Section 7. Secretary. The Secretary of the Board of Trustees shall be nominated by the Nominating Committee and elected by the Corporation's membership at its Annual Meeting or any meeting called for the purpose of electing officers. With the President, the Secretary of the Board of Trustees may sign and execute in the name of the Corporation all contracts, agreements and other obligations of the Corporation subject to approval of the Board of Trustees, after review by the Chair of the Legal/Risk Management Committee or the Legal Adviser.

Section 8. Treasurer. The Treasurer shall be nominated by the Nominating Committee and elected by the Corporation's membership at its Annual Meeting or any special meeting called for the purpose of electing officers. The Treasurer shall have custody of all funds and securities of the Corporation. When necessary or proper, the Treasurer shall endorse, on behalf of the Corporation for collection, all checks, notes, drafts, and other obligations and shall deposit the same to the credit of the Corporation in such banks or depositories as the Board of Trustees may designate. The Treasurer 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 cash account. All checks or warrants for the disbursement of funds of the Corporation in amount less than \$2,500 shall be signed by the President or a National Staff member of the Corporation, designated by the Board of Trustees. All checks or warrants for the disbursement of funds of the Corporation in amounts exceeding \$2,500 shall require two signatures from the group composed of the Treasurer, the President, and such other employee or employees of the National Staff, in the employ of the Corporation, designated by the Board of Trustees. The Treasurer shall, at all reasonable times, exhibit the Corporation's books, records, and the accounts, and 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 9. Chairman of the Board of Trustees. The Chairman shall be nominated by the Nominating Committee and elected by the Corporation's membership at its Annual Meeting or any special meeting called for the purpose of electing officers. The Chairman shall preside at all meetings of the Board of Trustees and shall, subject to Article V, Section 13, appoint the members of all Committees of the Board of Trustees. The Chairman shall have the general supervision and direction of all other officers of the Corporation, and shall see to it that their duties are properly performed.

Section 10. Chairman of the Executive Committee. The Chairman of the Executive Committee shall be nominated by the Nominating Committee and elected by the Corporation's membership at its Annual Meeting or any special meeting of the membership called for the purpose of electing officers. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee and, in his or her absence, the Chairman of the Board of Trustees shall preside.

Section 11. Vice Chairman of the Board of Trustees. The Vice Chairman (which office shall be filled by the Chairman of the NLC) shall, in the absence, death, inability to or refusal to act, of the Chairman of the Board of Trustees, perform the duties of the Chairman 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 Chairman of the Board of Trustees. The Vice Chairman of the Board of Trustees also shall serve as chief liaison between the NLC and the Board of Trustees.

ARTICLE VII Chapters and Councils

Section 1. Chapters. Whenever a group of members in good standing residing in a state, county, city or other local area, wishes to form a subsidiary organization under the authority of Trout Unlimited for the purposes of carrying on the aims and purposes of the Corporation in their area they may do so and upon application to the Board of Trustees may be issued a Charter granting this authority and designating them a Chapter of Corporation. Each Chapter may elect officers and finance its operations so long as such activities do not conflict with the Articles, Bylaws, purposes, or policies of the Corporation. In addition, a current list of the names and addresses of each officer and director of the Chapter shall be maintained in the files of the principal office of the Corporation. The Board of Trustees of Trout Unlimited may withdraw a Charter for due cause. All members of Chapters must be members in good standing of Trout Unlimited, and withdrawal 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 by the Board of Trustees of the Corporation.

Section 2. Councils.

- a. The Board of Trustees may establish a Council within a state, province 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.
- 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 be certain to increase 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.
- d. Within sixty days after the formation of a Council, the Council shall submit proposed Bylaws to the principal office of the Corporation for approval by the Executive Committee or the Board of Trustees of Trout Unlimited. The Bylaws shall adopt, by reference, the Articles of Incorporation and Bylaws of Trout Unlimited and such Bylaws shall also provide for at least the following:
 - i. The election of succeeding officers and directors of the Council, such officers to include, at least, a Chairman and a Secretary-Treasurer;
 - ii. That all policies and objectives to be pursued and actions taken by the Council or any Chapter thereof will be in accordance with the national policy, purposes, and objectives of Trout Unlimited;
 - iii. That the local Chapters, within the Council shall conform to the Council's policies and Bylaws which shall not conflict with those of Trout Unlimited;
 - iv. Local Chapters shall submit to such Council all proposed projects and programs that involve management of trout and other salmonids in the Council's area;
 - v. That the Council shall arbitrate any conflict of policy within the Council's area.
- e. The provision of Section 1 of this Article VII relative to the filing of minutes and other lists with the principal office of the Corporation shall also be deemed to apply to each Council.
- f. A Council may be terminated for due cause by action of the Board of Trustees of Trout Unlimited provided that such termination shall not, by itself, affect the status of the Chapters or the membership status of members within such Council area.

- g. Whenever a Council is established in a state or multi-state region, every chapter within its geographic boundaries shall be considered a member chapter of that Council and shall be subject to the Council's bylaws and policies as provided in subparagraph d of this Article VII, Section 2.

ARTICLE VIII
Mergers

The Board of Trustees of the Corporation may adopt and implement a plan of merger with any organization whose aims, purposes, and principles are substantially similar to those of the Corporation, provided that such plan of merger 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 shall be members of Trout Unlimited.
- b. The governing body of the entity being merged into the Corporation shall have adopted a resolution agreeing to the merger on the terms and conditions set forth in the plan of merger.
- c. The merger 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, and shall be accompanied by such releases, warranties, and indemnities as are necessary to protect the corporation's interest.

ARTICLE IX
Corporate Seal

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

ARTICLE X
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, the Roberts Rules of Order and Procedure shall govern the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.

ARTICLE XI
Amendments

The Bylaws of this Corporation may be added to, amended, or repealed in whole or in part by a majority vote of the members in good standing at any regular or special meeting, provided, however, that written notice of the intention to add to, or amend, or repeal the Bylaws, in whole or in part, shall have been given each member of record at least thirty days preceding such meeting of the members. The same may be added to, amended, or repealed, in whole or in part, at any regular or special meeting, without notice, by a vote of at least two-thirds of the qualified members present.