

BYLAWS
of
THE PENNSYLVANIA COUNCIL OF TROUT UNLIMITED, INC.

ARTICLE I

ORGANIZATION AND PURPOSES

SECTION 1 The name of this corporation is THE PENNSYLVANIA COUNCIL OF TROUT UNLIMITED, INC., also known as PA TROUT, Inc., (hereinafter referred to as the "Council" or "State Council"). The geographic area served by the Council shall be the entire Commonwealth of Pennsylvania.

The Corporation shall have and continuously maintain a registered office at a location to be identified by Council.

SECTION 2 The purposes for which this Council is formed are as follows:

- (a) To work exclusively for charitable, educational and scientific purposes and specifically to create a widespread public understanding of cold waters as a valuable resource.
- (b) To provide assistance to our Chapters, including training, leadership development and facilitation of Chapter development, dissolution and merger. Council will also provide representation at the State and Federal level on important cold water conservation issues. Council will promote and encourage membership in Trout Unlimited.
- (c) To pursue the adequate inventory of the State's cold water resources and their classification in such a manner that their orderly arrangement will be conducive to the development of biological management programs.
- (d) To preserve the cold water resources of the Commonwealth and provide desirable riparian habitat through sensible and practical scientific land and watershed management.
- (e) To hold cold water educational conferences in cooperation with other scientific and conservation organizations and publish the findings of such conferences; and publish reports of scientific research and other information in the field of cold water resource management for the education of all individuals, including youth.
- (f) Whenever practical, to provide fellowships or grants for the purpose of funding research on cold water resource management, and especially in the specific areas of conservation, protection and improvement of such.
- (g) To support and enforce the stated objectives and policies of National Trout Unlimited (also referred to as National TU) in all endeavors.
- (h) To review annually the effectiveness of the Chapters within the Council and assist in the re- chartering of the Chapters.

- SECTION 3 The Council will do whatever is within its ability to foster sound cold water resource management in Pennsylvania. It will be concerned with such matters as:
- (a) Perpetuating salmonid species through natural reproduction whenever possible, and working with and encouraging constituted authorities and other organizations to that end.
 - (b) Fostering the concept of wild trout fishing and the management of wild trout fisheries as a heritage to be cherished and protected for future generations.
 - (c) Promoting the quality of cold water angling and the adopting of regulations and management practices that will encourage it.
 - (d) Interpreting the policies of the national organization, Trout Unlimited; and wherever applicable, instituting them within the Commonwealth.
 - (e) Assisting Chapters of Trout Unlimited in Pennsylvania in developing, coordinating and evaluating programs conducive to the preservation of the cold water resources.

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, or National TU. 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 the 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 Annual Meeting The Annual Membership Meeting shall be held in the fall of each year, the exact date and location to be specified by the Council President. The Secretary shall solicit agenda items for the Annual Membership Meeting. Council Officers will be elected, as prescribed herein, at the Annual Membership Meeting.

SECTION 2 Voting Members For the purposes of conducting business at the Annual Membership Meeting, the voting members of the Council shall consist of the following:

- (a) The Chapter President or an appointed Delegate on behalf of each Chapter; and
- (b) The Executive Committee as hereinafter set forth; and
- (c) The National Leadership Council Representative; and
- (d) Chairpersons of all Standing Council Committees

SECTION 3 Delegates 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.

SECTION 4 Proxies Chapter Delegates must be present to vote. Proxy statements will not be accepted.

SECTION 5 Conduct of Meetings With the exception of Executive Committee meetings, those Officers, Committee Chairs and official Delegates attending any meeting of the Council shall constitute a quorum. All matters coming before the Council requiring approval by vote shall be decided by a two-thirds (2/3) majority thereof. All meetings shall be conducted in accordance with Roberts Rules of Order and Procedure.

Special meetings of the Council may be conducted by telephone or other electronic messaging media.

SECTION 6 Emergency Voting Votes on emergency matters may be taken by electronic mail (email), but for purposes of such a vote, a quorum shall be the actual votes of two-thirds (2/3) of those eligible to cast a vote.

SECTION 7 Meeting Notices 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 Website. Notice of all regular meetings 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 Joint Council Meetings The President may call a special joint meeting with any other Council of Trout Unlimited.

ARTICLE III

OFFICERS

SECTION 1 Designation The officers of the Council shall be the President, two (2) Vice Presidents, the number of Regional Vice Presidents corresponding to the current number of designated Regions, the Secretary, the Treasurer, the National Leadership Council Representative, and the Past President. All but the Past President shall be elected by the membership of the Council as hereinafter provided.

SECTION 2 President The Chief Executive Officer of the Council shall be the President; who, as such, shall preside at all meetings of the Council and the Executive Committee. The President shall coordinate the activities of the Council and act as the official spokesperson for the Council within the Commonwealth of Pennsylvania. The President will appoint the Chairpersons of all Standing and Special Committees and shall serve as Chairperson of the Executive Committee. All candidates for the office of President shall have previously served for a minimum of one (1) year as a Council Officer or Chairperson of a Standing Committee.

SECTION 3 Vice Presidents The Council shall have two (2) Vice Presidents. Each shall be an ex-officio member of one half of the Standing Committees. They shall make sure that their Committees meet in a timely manner, and that Committee quarterly reports are submitted to the President and Secretary for inclusion in the Executive Committee

packet, with action items highlighted. When Committee Chairpersons cannot attend Executive Committee meetings to give their quarterly oral report, their Vice President may do so. They shall also facilitate communication between Committees and Chapters needing advice and aid. Vice Presidents shall assist the President in filling open positions on their Committees, especially those requiring expert counsel. The Council President has the exclusive right to assign each Vice President the Committees he or she is responsible for, following the Annual Membership Meeting elections.

Each of the two (2) Vice Presidents shall also be responsible for oversight and accountability for those Regional Vice Presidents as mutually determined and agreed to.

In the event that the President is unable to attend an Executive Committee meeting and/or serve out the remainder of an elected term, the Secretary shall notify the members of the Executive Committee, and one of the two Vice Presidents shall be appointed to serve in behalf of the President.

SECTION 4 Regional Vice Presidents The number of Regional Vice Presidents shall correspond to the current number of geographical regions as designated by the Executive Committee. Each Regional Vice President shall be assigned to the Chapters shown within the geographical boundaries of his or her Region as shown on the Chapter Map (Addendum A) attached hereto and made a part hereof. The Regional Vice President of each designated Region shall be a resident thereof. Regional Vice Presidents shall provide support and coordinate the activities of Chapters within the designated Region. Regional Vice-Presidents will be responsible for filing quarterly activity reports for their respective Chapters at least one week prior to Executive Committee meetings.

Regional Vice Presidents shall report to and are accountable to one of the two (2) Vice Presidents who shall determine their respective Regional coverage as indicated in the Accountability and Communications Flow Chart (Addendum B) attached hereto and made a part hereof. Day-to-day Regional operational or administrative problems should be resolved at this level, with the Regional Vice Presidents responsible for adequately addressing such problems and their ramifications and for ensuring that satisfactory resolutions to the problems are obtained. In the event such problems cannot be resolved at the Regional level, they will be addressed at the Council level.

Regional Vice Presidents shall hold at least one (1) Regional meeting per year, preferably at least six (6) weeks prior to Council's Annual Membership Meeting, for the purpose of selecting a nominee or nominees for the position of Regional Vice President to serve for the ensuing fiscal year. The nominee or nominees for Regional Vice President shall be voted on at Council's Annual Membership Meeting, to be decided by a majority vote of the Chapters present from that Region, with each Chapter submitting one (1) vote. In the event that there is more than one (1) nominee and a tie vote results, the winner will be selected by the President.

Additional Regional meetings may be scheduled at the discretion of the Regional Vice Presidents as required to adequately address other matters pertinent to their respective Regions. A minimum of thirty (30) days advance notice of Regional meetings shall be provided by Regional Vice Presidents to their respective Chapter Presidents.

In the event that a vacancy occurs during a Regional Vice President's term of office, the Council Secretary will call for a special election. Candidates for the office of Regional Vice President shall submit to the Council Secretary a brief resume of their past duties and responsibilities, and the Council Secretary in turn will distribute their resumes to all Chapter Presidents within that respective Region for a vote on the candidates. Election of Regional Vice Presidents shall be determined by at least a majority vote of their respective Chapters, with each Chapter submitting one (1) vote, which in turn shall be approved by a vote of the Executive Committee.

SECTION 5 Secretary The Secretary will record minutes of all Executive Committee and Council meetings and file a copy of the same with the National Trout Unlimited office within thirty (30) days after all meetings. The Secretary will maintain accurate records of Council policies, Council directories, and Council activities, including the determination and maintenance of an official list of Chapter "Delegates to Council". It shall be the Secretary's duty to officially register Chapter Delegates at Council meetings, determine majority, and record votes taken.

The Secretary shall also be responsible for Council communications, ensuring that all policy statements and pertinent information are circulated on a timely basis to all Officers, Chapter Delegates and Committee Chairpersons as needed. The Secretary shall provide written notice of all Council and Executive Committee meetings with a minimum of 30 days' notice prior to the scheduled dates. The Secretary shall provide updated Officer and contact information to National TU within 30 days of any change.

SECTION 6 Treasurer The Treasurer shall have custody of all funds and property of the Council. With the President, 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 Executive Committee shall designate. The Executive Committee may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Executive Committee deems appropriate and may require that the Treasurer be bonded.

The Treasurer shall also keep full and accurate accounts of monies received and paid on account of the Council, give a financial report at each meeting of the Council and the Executive Committee, and whenever required by the Executive Committee, the Treasurer shall also render a statement of the Council's accounts and report same to the Council.

The Treasurer shall prepare a complete Annual Financial Report (AFR) for the Council and submit to Trout Unlimited prior to the deadline set by National TU. 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.

The Treasurer will also make all necessary filings when due with the Internal Revenue Service and state and local authorities. The Treasurer will oversee all accounting and bookkeeping as required by grant contracts.

The Treasurer shall, upon request, permit access to the Council's books, records and accounts by any Council Officer, Council representative or designated representative of Trout Unlimited. The Treasurer will be audited annually.

SECTION 7 National Leadership Council Representative (NLC) The National Leadership Representative shall be a member of the Executive Committee. He or she will be elected at the annual membership meeting and serve for one (1) year, with a maximum of five (5) consecutive terms. The NLC Representative's responsibilities are:

(a) To bring Council issues to TU's national conservation agenda-setting process and help determine priorities for the national agenda.

(b) To meet two (2) times per year with the body of TU NLC representatives, once in person at the annual business and membership meeting, and once by teleconference as scheduled.

(c) To serve on a working group or committee of the NLC.

(d) To report on the affairs and priorities of the NLC at Executive Committee and Council meetings.

The duties of the NLC Representative shall be as provided in the Bylaws of Trout Unlimited. The Council Secretary shall promptly notify Trout Unlimited of the name, address, email address, and telephone number of the newly elected NLC Representative.

SECTION 8 Term of Office All Officers of the Council shall serve for a term of one (1) year commencing on October 1 of the year elected and ending on September 30 of the following year. The President and the Vice Presidents are limited to four (4) consecutive terms of office. The National Leadership Council Representative may serve for five (5) consecutive terms.

With the exception of the Regional Vice President positions, the President shall be responsible for filling any vacancies which may occur in Offices of the Council, subject to approval by the Executive Committee.

Any Officer may be removed at any regular or special Council meeting, at which a quorum is present, by a two-thirds (2/3) majority vote of the Delegates, Officers and Committee Chairpersons in attendance.

SECTION 9 Vacancy in Office In the event of a vacancy in an Officer's position and upon approval by the Executive Committee, another Officer may serve in that position on a temporary, or "acting" capacity. The Officer acting in a temporary capacity shall also be responsible for fully executing the duties of the primary position to which he (she) was elected.

SECTION 10 Reporting and Accountability Each Council officer shall report to and be accountable to the President as outlined in the Accountability and Communications Flow Chart (Addendum B) attached hereto and made a part hereof. They shall submit written reports of their activities to the Secretary no later than one week prior to Executive Committee meetings.

ARTICLE IV

COUNCIL STAFF

Council may elect at any time to add paid staff positions at a compensation rate and terms as approved by the Executive Committee. The job description for such positions shall include, but not be limited to, the following responsibilities: Increase membership involvement by conducting events and programs across the state; promote the Council and coldwater conservation principles with other organizations, the general public and TU members; act as a liaison with state agencies, National TU and other conservation organizations; assist Chapters in their efforts to protect, conserve and restore our coldwater streams by providing trainings, conferences, technical support and financial support; serve on Committees to aid in these efforts; oversee the Coldwater Heritage Partnership program; participate in meetings, conference calls and events to further Council's mission; and oversee Council's programs and projects.

ARTICLE V

COMMITTEES

SECTION 1 Executive Committee

- (a) Composition The affairs of the Council shall be governed by the Executive Committee comprised of the Officers of the Council as hereinafter set forth and the immediate Past President of the Council.
- (b) Governing Powers The Executive Committee shall have all the powers and duties necessary and/or appropriate for the conduct and administration of the affairs of the Council in meeting and carrying out its stated purposes.
- (c) Meetings The Executive Committee shall hold meetings at least quarterly, preferably but not mandated in the months of January, April, July, and September. The Executive Committee may hold such other meetings as deemed necessary. At any meeting, the Executive Committee shall consider such business as may be properly brought before it.
- (d) Quorum At all meetings of the Executive Committee, at least fifty (50) percent of the Committee members shall constitute a quorum for the transaction of business; and the acts of the majority of the members present at the meeting at which a quorum is present shall constitute the acts of the Committee as a whole.
- (e) Proxies Proxy voting shall not be permitted at any meeting of the Executive Committee.
- (f) Other Actions Any action of the Executive Committee may be taken without a formal meeting. The President may poll Executive Committee via email, phone, fax or posted mail, the results of which shall be recorded by the Secretary and reported in the minutes of the subsequent quarterly meeting. A vote may be requested by submission of a motion.
- (g) Compensation Upon approval by the Executive Committee, compensation may be paid to any member of the Executive Committee for his or her services, or for their services in any capacity or pursuant to any other contractual arrangement whatever.

Members of the Executive Committee may be reimbursed for expenses incurred by them in the performance of their duties, if such a request is duly submitted and approved.

SECTION 2 Standing Committees The Standing Committees of the Council and their functions shall be as follows:

(a) Membership Committee The Membership Committee shall be the catalyst for the total membership activity throughout the Commonwealth with a primary purpose of continuous membership growth. Responsibilities of the Committee shall include the constant monitoring of membership status and activity throughout all Chapters, development of membership drives, programs, etc. and the dissemination of information to regional Vice Presidents and Chapter Presidents of problems dealing with membership and to ensure that the problems are resolved in a satisfactory manner.

(b) Environmental Committee The Environmental Committee shall review, evaluate and develop statewide policies relative to conservation and environmental concerns for the Council.

Further, it shall develop action programs to ensure implementation of these policies, and shall coordinate programs which meet the objectives and intent of the conservation policies of National Trout Unlimited and the Council.

A primary function of this Committee is to serve as the monitoring entity for the Council concerning the quantity and quality of cold water resources within Pennsylvania and to seek effective management programs to preserve and improve them. It will work closely with the Pennsylvania Fish and Boat Commission, Department of Environmental Protection and Department of Conservation and Natural Resources, as well as the Trout Management Committee of the Council, in attaining quick and effective resolution of problems.

Chapter environmental problems, if not solved locally, will be directed to the Chairperson of the Environmental Committee through the Regional Vice President or a Council Vice President.

(c) Trout Management Committee The Trout Management Committee will serve as the liaison between the Council and the Pennsylvania Fish and Boat Commission in establishing guidelines for effective cold water fisheries management programs and regulations to foster and perpetuate trout and other salmonid species. They will meet regularly with the proper Commission personnel in appraising Commission recommendations, relaying suggestions, registering concerns and seeking satisfactory decisions regarding all aspects of the management of cold water fisheries.

(d) Development Committee The Development Committee is responsible to the Council to assume the primary responsibility in matters pertaining to campaign, planned and capital giving, as well as fund raising in accordance with the established policies and practices as approved by the Executive Committee.

(e) Women's Initiative The Women's Initiative is responsible for developing new and innovative ways to increase female membership and solicit more active participation from our female members. The primary goal of this Initiative shall be to increase female leadership on Chapter boards and committees. The Chairperson of this Initiative will

work closely with the Communications Committee to develop publications and activities designed to engage female members.

(f) Communications Committee The Communications Committee is responsible for the promulgation of all print and electronic publications, including the development, coordination and implementation of Council's Website design and maintenance, and the publication of its quarterly newsletter, Pennsylvania Trout. This Committee will be responsible for maintaining Council's image in the public eye in the most effective manner possible through structured news releases and Website updates. The Committee will support the other Standing Committees in amplifying and making the public aware of issues of concern. The Committee will develop and maintain an electronic membership mail list to effectively communicate with our members. The Council Secretary shall serve as a de facto member of this Committee.

(g) Youth Education Committee The primary function of the Youth Education Committee is to aid Chapters in establishing and maintaining youth programs consistent with Council's ideals. It will also work closely with schools, scouts and other organizations to promote conservation of our coldwater resources. This will be accomplished through field days, camps and special programs and setting up local conservation projects such as ongoing monitoring of stream quality. These activities will be undertaken with the cooperation and leadership of local Trout Unlimited Chapters, schools and other groups. The Youth Education Committee will work closely with the Communications Committee to provide information and resources for youth programs and to recruit more young members for Trout Unlimited. It will aid in the annual Rivers Conservation and Fly Fishing Youth Camp and promote the creation of similar camps in the Commonwealth.

(h) Awards Committee The Awards Committee is responsible annually for recognizing outstanding achievements of PA Trout Chapters, Members and Professionals. It shall consist of three (3) standing members who will solicit the advice of the Regional Vice Presidents and their respective Chapter Presidents, as well as appropriate Council Committee Chairpersons, in selecting award recipients from the nominations submitted. All awards are to be based on a starting date of July 1 and ending on June 30 of the following year. The awards are presented at the Annual Membership Meeting.

(i) Legislative Committee The Legislative Committee will be chaired by the Legislative Liaison (LL) and be constituted by members from each Chapter who are politically connected. The purpose of this Committee is to communicate with Legislators on issues of concern to Council. The Legislative Liaison shall act as the principal contact to collect items of interest for dissemination to the Executive Committee and Chapter representatives. When appropriate, the Legislative Liaison, or his or her appointed designee, will represent Council through personal meetings with appropriate Legislators, at Legislative Committee meetings where topics of concern are discussed, and in press conferences with other representatives of the conservation community.

(j) Stream Access Committee The Stream Access Committee is responsible for developing and implementing a stream access and conservation program. This committee will assist local Chapters in identifying potential sites worthy of protection due to their important biological functions in maintaining healthy water quality and/or that contribute

to the preservation of public fishing access. This work shall be implemented through those organizations that have the knowledge of local resources and have demonstrated their ability to work cooperatively with local landowners.

The Committee and cooperating Chapters will seek assistance from the PA Fish and Boat Commission, PA Department of Conservation and Natural Resources, and local land conservancies in order to protect property critical to the health of our coldwater fisheries and to protect the rights of Pennsylvania citizens to have free and easy access to recreational fishing.

(k) Delaware River Committee In recognition of the outstanding potential as a premier wild trout fishery represented by the upper Delaware River, the Delaware River Committee is responsible for addressing the issues that have or will have an adverse impact on the upper Delaware River's coldwater habitat and its wild trout population.

This Committee will work toward providing a continuous cold water release program from the river's reservoirs that adequately protects and enhances the established wild trout fishery without jeopardy to downriver users. The Committee will assist in implementing programs to protect the trout nursery waters and tributaries of the upper Delaware River. The Committee will meet, when necessary, with federal, state and/or local agencies to address any concerns on the fishery and work closely with conservation organizations allied to the purpose of protecting this coldwater resource. The Committee will assist in monitoring the river and its tributaries and report to the appropriate authorities any fish kills or violations of the waterway.

(l) Governance Committee The Governance Committee shall monitor and ensure compliance with Trout Unlimited's mission, policies and Bylaws, and the policies and Bylaws of the Council. The membership of the committee shall be the President, the two (2) Vice Presidents, Treasurer and Secretary. The functions of the Committee shall be to recommend to the Executive Committee for approval any required revisions to the policies or documents relating to the governance of the Council, including the Bylaws and procedures for conducting the business of the Council, policies regarding acquisition and disposal of real property, procurement of goods and services, fiduciary responsibility and risk management.

(m) Reporting and Accountability With the exception of the Governance Committee, each Committee shall report to and be accountable to its respective Vice President as outlined in the Accountability and Communications Flow Chart (Addendum B) attached hereto and made a part hereof. They shall issue written reports of their activities to the Executive Committee at least one week prior to Executive Committee meetings.

(n) Compensation No compensation shall be paid to any Committee Chairperson or Committee Member for his or her services or for their services in any capacity or pursuant to any other contractual arrangement whatsoever. Chairpersons and Committee Members shall be reimbursed for expenses incurred by them in the performance of their designated responsibilities when such a request has been approved by Council. The reimbursement is duly made and recorded by the Council Treasurer.

(o) New Standing Committees New Standing Committees may be formed as necessary at the discretion of the Executive Committee.

(p) Special Committees Special Committees of the Council may be established on an ad hoc basis from time to time by the Executive Committee. Staffing of such Committees shall be the responsibility of the President. Such Committees shall serve for a limited purpose and time.

ARTICLE VI

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 Bylaws and policies of Trout Unlimited.

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

ARTICLE VII

ELECTIONS

SECTION 1 Election of Officers The Officers of the Council shall be elected annually by the official Delegates at its Annual membership Meeting. Unless sooner removed by the Executive Committee, the Officers shall serve for terms as provided in the Bylaws and until their successors are elected and shall take office. Any vacancies occurring in offices shall be filled by the Executive Committee.

SECTION 2 Nominating Committee The candidates for election to Council office shall be nominated by a Nominating Committee appointed by the President prior to the Annual Membership Meeting. The Nominating Committee shall not consist of any Officers of the Executive Committee. The Chairperson, through the Secretary of the Council shall publish and distribute, as deemed appropriate by the Executive Committee, the names of the candidates and the offices for which they are nominated no less than thirty (30) days prior to the Annual Membership Meeting. Candidates may also be nominated from the floor at the Annual Membership Meeting by any official Delegate present, and in accordance with Roberts Rules of Order and Procedure.

SECTION 3 Removal of Officers Officers may be removed from office by a two-thirds (2/3) majority vote of the members of the Executive Committee.

ARTICLE VIII

COUNCIL / CHAPTER RELATIONSHIP

SECTION 1 Fiscal Year The fiscal year of all Chapters shall correspond to the fiscal year of the Council and TU National, and the terms of office of all elected Chapter Officers and elected or appointed Delegates to the Council shall correspond thereto.

SECTION 2 Chapter Assessment In lieu of assessing Chapters to defray the operational expenses of Council, annual rebates received from National TU based on PA Chapters filing their annual financial reports will be utilized by Council as a principle source of operating revenue.

SECTION 3 Chapter Officers Within thirty (30) days following a Chapter's elections, the Chapter President shall provide the Council Secretary with the names, postal addresses, email addresses and telephone numbers of each elected Chapter Officer.

SECTION 4 Annual Report One (1) week prior to National TU's deadline, each Chapter must file an annual financial report required by National TU. Council shall provide assistance when necessary.

SECTION 5 Quarterly Report One (1) week prior to Council's quarterly reporting deadline, each Chapter shall file a Quarterly Activity Report in conformity with the reporting requirements as established by the Council Secretary.

SECTION 6 Annual Meeting The Chapter President or duly-appointed Delegate(s) of each Chapter shall attend the Annual Membership Meeting for the purpose of electing Council Officers and conducting other Council business as deemed appropriate.

Failure of a Chapter to comply with any or all of the requirements listed in SECTION 4, SECTION 5 and SECTION 6 shall be considered due cause for Council to withhold Council grant opportunities from the offending Chapter, and could also lead to de-chartering of that Chapter if the deficiency remains unresolved.

ARTICLE IX

DISSOLUTION AND MERGERS

SECTION 1 Chapters Whenever a Chapter becomes so small in membership as to become inactive and/or ineffective in following and supporting the stated objectives of their Chapter, State Council and National Trout Unlimited; or at any time the Chapter willfully and regularly fails to comply with the aforementioned objectives, the Executive Committee may take action to dissolve and merge the Chapter as hereinafter described.

(a) Notification of any intent to dissolve and/or merge Chapters shall be mailed to each member of the affected Chapter by the respective Regional Vice President.

(b) Following notification, Chapter members involved shall have a period of ninety (90) days to present to the Regional Vice President a written document outlining reorganization plans and/or procedures to again make the Chapter functional and in compliance with Council and National Trout Unlimited guidelines and objectives.

(c) Upon receipt of a Chapter's reorganizational document, the Executive Committee shall act and render a decision at their next scheduled meeting to accept or reject the Chapter's plan for reorganization.

(d) If deemed necessary, the Executive Committee may request representation by the affected Chapter at an Executive Committee meeting, at which time action on the

termination of the Chapter may take place; or objections registered to the proposed dissolution/merger; or further support sought for the Chapter's reorganization plan.

(e) If the Executive Committee proceeds with the dissolution/merger, members of the affected Chapter will be reassigned to adjacent Chapters according to a geographic plan prepared by the Regional Vice President. These actions will be implemented following approval of Chapter de-chartering by the National Leadership Council.

(f) Monies remaining in the dissolved Chapter's treasury will be transferred to Chapters receiving members from the dissolved Chapter on a per member basis.

(g) Upon completion of the dissolution/merger, Council will inform National TU of the reassigned members and provide National TU with a revised Chapter area membership entitlement listing.

SECTION 2 State Council Upon the dissolution of Pennsylvania Trout, Inc. (hereinafter referred to as the Corporation), the Executive Committee shall, after paying or making provision for payment of all of the liabilities of the Corporation, transfer the remaining assets of the Corporation to the National Headquarters of Trout Unlimited (an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provision of any future U.S. Internal Revenue Law) to be held in trust by the Board of Trustees for the Chapters of the State, pending formation of a new Council.

ARTICLE X

MISCELLANEOUS

SECTION 1 Resolution of Policy Conflicts In the event of any conflict of policy within the Council's area, the same shall be resolved by arbitration of the matter before the Executive Committee.

SECTION 2 Amendments The Bylaws of this Council may be added to, amended or repealed, in whole or in part, by a two-thirds (2/3) majority vote of the members of the Council at any regular meeting, or special meeting called for that purpose, provided however that written notice of the intention to add to, amend or repeal the Bylaws in whole or in part, shall have been published and distributed in Pennsylvania Trout or other method approved by the Executive Committee at least forty-five (45) days preceding such meeting of Council.

SECTION 3 Organizational Structure The organizational structure of the Council shall be as shown in the *Accountability and Communications Flow Chart* (Addendum B).

SECTION 4 Fiscal Year The fiscal year of the Council shall be from October 1 of one year to September 30 of the year following, or such other fiscal year as shall be adopted by National Trout Unlimited.

SECTION 5 Rules of Order All meetings (including meetings conducted by telephone or electronic messaging media) of the Executive Committee, Committees of the Council, and any other official body within the organization, shall be conducted and shall be governed by Roberts Rules of Order and Procedure, on all matters relating to order and procedure, including nominations and elections.

SECTION 6 Affiliations The Council may not join or become affiliated with any organization whose purpose or activities conflict with the mission of Trout Unlimited.

SECTION 7 Private Benefit No part of any income, revenue or property of the Council shall inure to the private benefit of any member.

SECTION 8 Indemnity Each present, former or future Officer, National Leadership Council Representative representing this Council, or member of the Council shall be indemnified by the Council for and against reasonable expenses and any liabilities (other than any amount paid to Council) paid or incurred by said party in connection with any threatened or actual claim, action, suit or proceeding in which said party may be involved, as a party or otherwise, by reason of said party's being or having been an Officer, National Director or member of this Council or of any other corporation or organization, in which said party was serving at the request of the Council, except in relation to such matters as to which said party shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct; in any event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which a majority of the disinterested members of the Executive Committee, shall determine that the person to be indemnified did not commit such breach of duty. Any expenses incurred by any such person may be advanced by the Council upon receipt of a proper undertaking to repay the same in the event such person is determined not to be entitled to indemnification. The foregoing right of indemnification shall be in addition to and not in abridgement of any right of indemnification provided by law. All elected representatives of TU are additionally covered by National Trout Unlimited's Directors and Officers Insurance.

CERTIFICATE OF ADOPTION

I, the undersigned and duly elected Secretary of the Pennsylvania Council of Trout Unlimited, do hereby certify that the foregoing document is a true and correct copy of the Bylaws of the Corporation as adopted by the membership on the 10th. day of September, 2016.

Robert M. Pennell

Robert M. Pennell