

PENNSYLVANIA COUNCIL OF TROUT UNLIMITED

RESOLUTION 01 OF 2020

**ADOPTION OF EMERGENCY BYLAWS AND PROCEDURES FOR
ANNUAL MEMBERSHIP MEETING**

WHEREAS, the Pennsylvania Council of Trout Unlimited (“PATU”) is made up of over 15,000 members statewide; and

WHEREAS, PATU is governed by a 12-person Executive Committee; and

WHEREAS, PATU holds an annual membership meeting, this year scheduled for September 19, 2020, during which the delegate members elect officers to the Executive Committee; and

WHEREAS, the nation has been faced with an unprecedented pandemic caused by the COVID 19 Virus which has led to the imposition of social distancing mandates by Governor Wolf and the Pennsylvania Department of Health; and

WHEREAS, PATU is not permitted to hold in-person gatherings of more than 25 persons inside a building; and

WHEREAS it is PATU’s desire to comply with the law and protect the health and safety of its members; and

WHEREAS, there presently exists technology that permits individuals to participate in a remote, online meeting whereby they can log in or participate by phone; and

WHEREAS, technologies such as ZOOM also allow participants to vote through the use of a private chat and polling functions; and

WHEREAS, it is the Executive Committee’s desire to protect its members’ health and safety while still complying with corporate formalities; and

WHEREAS, the Executive Committee desires to adopt procedures that will permit fair and transparent elections; and

WHEREAS, Section 5509 of the Pennsylvania Nonprofit Corporation Law permits nonprofit corporations like PATU to adopt emergency bylaws during the periods of certain crises; and

WHEREAS, PATU considers the present COVID 19 pandemic as such an emergency; now

THEREFORE, BE IT RESOLVED that the Executive Committee of the Pennsylvania Council of Trout Unlimited, within its proper authority granted under its Bylaws and statute, hereby: 1) adopts these emergency Bylaw amendments which shall impact the 2020 PATU annual meeting and shall terminate upon the conclusion of the present emergency caused by the COVID 19 pandemic; and 2) adopts these procedures for the 2020 officer elections:

PROPOSED EMERGENCY BYLAW AMENDMENTS

1. Article II, Section 1 of the PATU Bylaws are hereby amended to read:

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, either in person or remotely through the use of technology that allows members to participate and vote online. The Secretary shall solicit agenda items for the Annual Membership Meeting. Council Officers will be elected, as prescribed herein, at the Annual Membership Meeting.

2. Article II, Section 4 shall be amended to read:

SECTION 4 Proxies. Chapter Delegates must be present in person or remotely to vote. ~~Proxy statements will not be accepted.~~

3. Article II, Section 5 shall be amended to read:

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, in person or remotely, shall constitute a quorum. All matters coming before the Council requiring approval by in person or remote vote shall be decided by a 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.

4. Article VII, Section 1 shall be amended to read:

SECTION 1 Election of Officers. The Officers of the Council shall be elected annually by the official Delegates at its Annual membership Meeting. Voting shall be done in person or remotely, with the CHP Program Director serving as the Judge of Elections. 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.

5. Article VIII, Section 6 shall be amended to read:

SECTION 6 Annual Meeting. The Chapter President or duly-appointed Delegate(s) of each Chapter shall attend the Annual Membership Meeting, in person or remotely, 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.

These Emergency Bylaw amendments shall take effect upon adoption and shall terminate upon termination of the Governor's emergency declaration.

2020 ELECTION PROCEDURES

The 2020 officer election shall be administered as follows:

1. The Nominating Committee shall submit its slate of candidates no later than August 8, 2020, which shall be advertised in the PATU newsletter and website.
2. Each voting member of PATU (Officers, Committee Chairs, and Chapter delegates) shall be given a private Zoom meeting invite and shall provide their contact info to the CHP Program Director no later than September 12, 2020.
3. Each Chapter shall delegate one person as their voting member and provide notice to the CHP Program Director no later than September 12, 2020.
4. Additional nominations will be permitted from the floor at the beginning of the Zoom meeting. Voting shall occur approximately one hour afterward.
5. Voting shall be via Zoom and its private polling feature.
6. Each voting delegate will be required to list their Zoom title based on their title or chapter name/number. For example, the voting delegate from the Brodhead Chapter would have a login name of "Brodhead 289" to designate that person as the voting delegate for the Chapter. All other non-voting attendees can simply use their name as their login.
7. All votes are to be administered through the Zoom polling feature, administered by the CHP Program Director.
8. The CHP Program Director shall announce the results of votes to those participating in the meeting through Zoom's polling feature.

This Resolution was adopted remotely by the Executive Committee of the Pennsylvania Council of Trout Unlimited on the 3rd day of August, 2020.

ATTEST

Robert Pennell

G. D. Malaska

Robert Pennell, Secretary

GREGORY D. MALASKA, President