

BYLAWS

OF

WEST MICHIGAN TROUT UNLIMITED, INC.

ARTICLE I. Name and Location

Section 1. The name of this corporation shall be as specified in the Articles of Incorporation or any amendments thereto.

Section 2. The registered office of the corporation shall be as specified in the Articles of Incorporation or any amendments thereto. The business of the corporation may be transacted at such locations as the Board of Directors may from time to time determine.

ARTICLE II. Membership

Section 1. Any person who is a member in good standing of Trout Unlimited and assigned to the West Michigan Chapter of Trout Unlimited by Trout Unlimited shall be automatically accorded membership in this corporation.

Section 2. The Board of Directors may admit other persons or entities to the membership of this corporation, in addition to those provided in Section 1 of this Article II, who subscribe to the objects and purposes of this corporation as set forth in its Articles of Incorporation, upon such terms and conditions as the Board of Directors shall determine.

Section 3. Each member in good standing of this corporation shall be entitled to one (1) vote on such corporate affairs as are the proper subject of members' action as provided in these Bylaws, the Articles of Incorporation of this corporation, and the applicable laws of the State of Michigan.

Section 4. The membership of any person in this corporation shall be terminated under the following circumstances.

- a) Upon receipt by the Board of Directors of the written resignation of such member.

b) Upon the conviction of such member of a willful violation of any of the fish and game laws of any state or the United States.

c) Upon default in the payment of annual dues for more than thirty (30) days.

d) Upon a determination by the Board of Directors that an action or course of conduct by such member is inimical to the corporation or its membership or inconsistent with the objects and purposes of this corporation as stated in its Articles of Incorporation, provided, however, that such member may appeal such determination to the membership at the next annual membership meeting, at which time such person's membership shall be terminated by a majority vote of the members ratifying the determination of the Board of Directors or, in default thereof, such person's membership shall be reinstated.

### ARTICLE III. Membership Meetings

Section 1. Annual meetings of the members shall be held each year at such time and place as shall be designated, from year to year, by the Board of Directors. The Secretary shall cause a written notice of each annual meeting to be mailed to each member of record, directed to such member's last known address, at least fifteen (15) days prior to the date of such meeting. The notice shall specify the time and place of said meeting, and may indicate such matters as the Secretary anticipates will be presented at the meeting for consideration, provided, however, that any failure to indicate matters which may be presented for consideration or any other irregularity with respect to any purpose or purposes for the annual meeting shall not affect the validity of any annual meeting or any action taken at such meeting.

Section 2. Special meetings of the members may be called at the discretion of the Board of Directors, or upon written demand signed by not less than one-third of the members in good standing, which demand shall be submitted to the Secretary at least forty-five (45) days prior to the date of meeting called

for in the demand, and stating briefly the purpose or purposes of such meeting. The Secretary shall cause a written notice of such special meetings to be mailed to each member of record, directed to such member's last known address, at least fifteen (15) days prior to the date of such meeting. The notice shall specify the time and place of said meeting, and may indicate such matters as the Secretary anticipates will be presented at the meeting for consideration, provided, however, that any failure to indicate matters which may be presented for consideration or any other irregularity with respect to any purpose or purposes for the annual meeting shall not affect the validity of any annual meeting or any action taken at such meeting.

Section 3. The Secretary shall prepare for and have available at every meeting of the members of the corporation, a complete record of the members entitled to vote at such meetings.

Section 4. At any meeting of the members of the corporation, members shall be entitled to vote in person or by proxy. When any member shall be represented by proxy at any meeting, such representative shall submit to the Secretary or to the inspectors, if any be appointed, a written proxy before he will be entitled to vote. No proxy shall be voted after six (6) months from its date unless said proxy provides for a longer period.

Section 5. At any meeting of the members whenever any member entitled to vote shall request the appointment of inspectors, the President shall appoint three (3) inspectors, who need not be members, and if the President shall refuse to appoint such inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint such inspectors. Such inspectors of election shall determine the right of any person to vote at any such meeting and shall receive and count the votes on the decision of any question, and shall determine the result.

Section 6. The President shall call meetings of members to order and shall act as chairman of such meetings unless otherwise determined by a majority of the members present in person or by proxy. The Secretary of the corporation shall act as secretary of all meetings of members, but in the absence of a secretary at any meeting of the members, or his inability to act as secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 7. At any meeting of the members of the corporation the presence of 25 persons, either in person or by proxy, shall constitute a quorum. Meetings at which less than a quorum are represented, may, however, be adjourned from time to time and to a further date by majority vote of the members present in person or by proxy without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned date any business may be transacted which might have been transacted at the meeting as originally called.

#### ARTICLE IV. Directors

Section 1. The business, affairs and property of this corporation shall be managed and controlled by a Board of Directors which shall number not less than three (3) nor more than fifteen (15). The original Board of Directors shall be composed of fifteen directors who shall be elected by the incorporators to serve for the following terms, which terms shall end upon the election and installation of directors as hereinafter provided at the annual members meeting nearest the end of the applicable time stated: five (5) directors for terms of one (1) year; five (5) directors for terms of two years; and five (5) directors for terms of three (3) years.

Thereafter, directors shall be elected from among the members, by mail ballot of the members, to staggered terms of three (3) years each as follows. At least ninety (90) days prior to the annual members meeting, the Board of Directors shall appoint a nominating committee composed of not less than three incumbent officers and/or directors, which committee shall meet and report to the Secretary, within thirty (30) days thereafter, a slate of ~~seven (7)~~ nominees to fill the offices of the five (5) directors whose terms are then about to expire. The Secretary shall mail a written ballot to each member entitled to vote at least thirty (30) days prior to the annual meeting of the members, which ballot shall set forth the names of the nominees, include spaces appropriate for write-in candidates, and state that ballots must be marked and returned to the Secretary at least fifteen days prior to the annual meeting date. The Secretary and the President shall tabulate the votes and declare the results to the members at the annual meeting, at which time the five candidates receiving the highest numbers of votes

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shall be deemed elected and shall serve terms of three (3) years each and until their successors are elected and qualified.

~~No director shall serve more than two (2) consecutive terms as a director of the corporation.~~

Section 2. Directors shall hold their meetings and keep the books and records of the corporation in such place or places as the Board may determine from time to time. Regular meetings of the Board of Directors shall be held at such times and places as the Board shall determine from time to time. Written notice of the time, place or purpose of such regular meetings of the Board may be sent to directors prior to such meetings, but such notice shall not be required and the failure to provide such notice or any irregularity with respect to such notice shall not affect the validity of any such meeting or any action taken at such meeting.

Section 3. Special meetings of the Board of Directors may be called at any time by the President or Secretary or by a majority of the Board. Written notice of the time, place and purpose of all such special meetings shall be mailed to each director at least three days prior thereto. Any director shall, however, be deemed to have waived such notice by his attendance at any such meeting.

Section 4. One-third of the then qualified and serving members of the Board of Directors shall constitute a quorum for the transaction of business, and if at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time.

Section 5. The acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors, but if a majority of the directors shall severally and/or collectively consent in writing to any action to be taken by the corporation, such action shall be valid corporate action as though it had been authorized at a meeting of the directors.

Section 6. If the office of any director shall become vacant by reason of death, resignation, disqualification or otherwise, remaining directors may, at any regular or special meeting, although less than a quorum be present, by majority vote elect a

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successor or successors to serve the remainder of such director's term and until his successor is elected and qualified.

Section 7. The President of the corporation shall preside at the meetings of the Board of Directors and the Secretary of the corporation shall record the minutes of meetings of the Board of Directors. In the absence of either the President or the Secretary, the Vice President of the corporation shall fulfill either of their respective functions as the case may be. In the event the foregoing officers are not present, the directors shall appoint from among their number persons to fulfill the functions of chairman and/or secretary, as the case may be.

Section 8. Any director who shall be absent from three consecutive meetings of the Board of Directors shall stand automatically removed unless such action is excused by resolution of the Board of Directors.

Section 9. At each annual meeting of the members, the Board of Directors shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the corporation and of the condition of its tangible property.

Section 10. The Board of Directors shall meet within sixty (60) days following the annual meeting of the members for the purpose of appointing officers and the transaction of such other business as may arise.

Section 11. The Board of Directors may provide a suitable corporate seal, which seal shall be in charge of the Secretary and shall be used by him.

#### ARTICLE V. Officers

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers of the corporation shall be appointed by the Board of Directors from among the members of the corporation. Any two of the offices of the corporation, except those of Vice President and President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than

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one capacity. The officers of the corporation shall hold office for a term of one year or until their successors are appointed and qualified, provided, however, that any officer may be removed from such office by the Board of Directors when in their judgment the best interests of the corporation will be served thereby. Officers of the corporation shall serve without compensation, except for reimbursement of expenses actually incurred in connection with the business of the corporation, at the discretion of the Board of Directors.

Section 2. President of the corporation shall be its chief executive officer and shall preside at all meetings of the directors and the members, unless otherwise determined by a majority of the directors or members as the case may be. The Vice President shall preside at any meeting of the members from which the President shall be absent and shall preside at meetings of the Board of Directors in the absence of the President. In the event the office of President shall become vacant by death, resignation or otherwise, or in case of the prolonged absence of the president or his disability to discharge the duties of his office, such duties shall, for the time being, devolve upon the Vice President. The Vice President shall also do and perform such other acts as the Board of Directors may from time to time authorize.

Section 3. The Treasurer of the corporation shall have custody and keep accounts of all money, funds and property of the corporation unless otherwise determined by the Board of Directors, and he shall render such accounts and present such statements to the directors and President as may be required of him. He shall deposit all funds in the corporation which may come into his hands in such bank or banks as the Board of Directors shall designate. He shall keep his bank accounts in the name of the corporation and shall exhibit his books and accounts at all reasonable times to any director of the corporation upon application during regular business hours. The Treasurer may be required to give bond for the faithful performance of his duties in such sum as the Board of Directors, at the expense of the corporation, may from time to time require.

Section 4. The Secretary of the corporation shall keep the minutes of all meetings of the members and of the Board of Directors in books provided for that purpose. He shall attend the giving and receiving of all notices of the corporation, and he shall sign, with the President and/or Vice President in the

name of the corporation, all contracts authorized by the Board of Directors unless the signature of such contracts be otherwise determined by the Board, and when necessary, he shall fix the corporate seal of the corporation thereto. He shall have charge of the membership books of the corporation and such other books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any director upon application during regular business hours. In addition, the Secretary shall perform such other duties as may be delegated to him by the Board of Directors.

#### ARTICLE V. Loans, Contracts, Checks and Legal Actions

Section 1. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

Section 2. All contracts, orders and other documents and all checks, notes, drafts and money obligations shall be signed in such manner and by such officers or directors as shall be authorized by the Board of Directors.

Section 3. No action or proceeding at law or in equity shall be brought by the corporation without the approval of the Board of Directors.

#### ARTICLE VI. Executive Committee

The Board of Directors may, by resolution, appoint an executive committee consisting of not less than two directors who, to the extent provided in said resolution, shall exercise the powers and authority of the Board of Directors between meetings of the Board and who shall hold office at the pleasure of the Board, but not longer than one year unless re-elected by the Board.

#### ARTICLE VII. Finance

Section 1. The fiscal year of the corporation shall end on the 31st day of December.

Section 2. All money, property and rights coming into the possession of or the assets belonging to this corporation, whether from dues, contributions or otherwise, shall be used only for promoting, advancing and developing the purposes and objects of this corporation as provided in its Articles of Incorporation.

Section 3. No director, officer or member of this corporation shall receive any compensation for services or otherwise from this corporation except that directors, officers and members may be reimbursed for expenses actually incurred by them, incident to activities on behalf of this corporation, at the discretion of the Board of Directors.

#### ARTICLE VIII. Notices

Any notice required by statute or by these Bylaws to be given to the corporation's members, directors or officers, unless otherwise specifically provided by such statute or bylaws, shall be deemed to be sufficient if given by depositing the same in a post office box addressed to such member, director or officer at his last known address, or if given by telegram addressed to such member, director or officer at his last known address, and such notice shall be deemed to have been given at the time of such mailing or at the time of the dispatch of such telegram.

#### ARTICLE IX. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws or any statute, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### ARTICLE X. Amendments

These Bylaws may be amended by vote of a majority of the members of the corporation or by a majority of the Board of Directors at any regular or special meeting of the members or of the Board of Directors, provided, however, that the Board of Directors shall not alter any bylaw fixing their number, qualifications, classifications or term of office.

AMENDMENTS TO BYLAWS  
OF  
WEST MICHIGAN TROUT UNLIMITED, INC.

January 1974

ARTICLE XI.

Section 1. Relationship to National. The Corporation hereby approves and adopts the Articles of Incorporation and Bylaws of Trout Unlimited, a Michigan non-profit corporation, and this Corporation shall in every respect conduct its activities in accordance with the Articles of Incorporation and Bylaws of Trout Unlimited as well as the Articles of Incorporation and Bylaws of this Corporation. This Corporation's aims and purposes shall be to support the parent organization, Trout Unlimited, in its credo as set forth in its Statement of Philosophy, Policy and Objectives.

Section 2. Assurance of Tax Exempt Status.

- (a) No part of the income or net earnings of this Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of this Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for or on behalf of the Corporation by any officer, director, agent, or employee, member, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further, that no member, director or officer of the Corporation, or any other private individual shall be entitled to share in any dissolution of the Corporation or otherwise.
- (b) No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual.
- (c) Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of a kind described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.
- (d) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities 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 of 1954, as amended.

Ammendments to the Bylaws of West Michigan Trout Unlimited

Article IV, Section 1

February 1, 1973

Slate of Directors - Motion by Richards, support by Steketee, to amend bylaws, Article IV, Section 1, by removing in Paragraph 2 the phrase "a slate of seven (7) nominees..." and substituting the phrase "a slate of nominees." Motion carried.

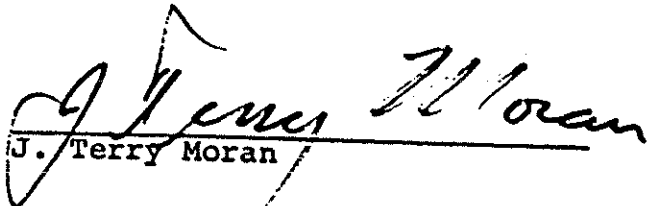
Article IV, Section

February 8, 1978

Motion was made, supported and carried out to amend the last sentence of Article IV, Section 1 of the bylaws. This sentence shall be dropped from the bylaws

WAIVER OF NOTICE

We, the undersigned Incorporators of West Michigan Trout Unlimited, Inc., a Michigan non-profit corporation, hereby waive notice of the time, place and purpose of the first meeting of incorporators of the corporation and consent that the same be held at Union Bank & Trust Company, N.A., 200 Ottawa Avenue N.W., Grand Rapids, Michigan, at 12:00 Noon on Monday, April 24, 1972, to transact such business as may properly come before the meeting.

  
J. Terry Moran

  
Bruce Fairbanks

  
Richard Nelson

April 24, 1972.