

TABLE OF CONTENTS

Consent to Action Taken In Lieu of Organization Meeting

Copy of Certificate of Incorporation

Receipt of -the Department of State

By Laws

Article I - Offices

Article 11 - Purposes

Article III - Membership

1. Qualification for Membership
2. Membership Meetings
3. Special Meetings
4. Action by Members Without a Meeting
5. Proxies
6. Order of Business
7. Membership Dues

Article IV Directors

1. Management- of the Corporation
2. Election and Term of the Directors
3. Increase or Decrease in Number of Directors
4. Newly Created Directorships and Vacancies
5. Removal of Directors
6. Resignations
7. Quorum of Directors
8. Action of the Board
9. Place and Time of Board Meetings
10. Regular Annual Meeting
11. Notice of Meetings of the Board, Adjournment
12. Chairman
13. Executive and Other Committees

Article V Officers

1. Offices, Election, Term
2. Removal., Resignation, Salary
3. President
4. Vice-Presidents
5. Treasurer
6. Assis-tant-Treasurer
7. Secretary
8. Assistant-Secretary
9. Surety and Bonds

Article VI - Seal

Article VII - Construction

Article VIII - Amendments

Combined First Meeting of the Members and First Meeting of 'the Directors.

CONSENT TO ACTION TAKEN IN LIEU OF THE  
ORGANIZATION MEETING  
of

CLEARWATER CHAPTER TROUT UNLIMITED, INC.

The undersigned, being the incorporators of the corporation hereby consent(s) to the action taken, as hereafter stated, in lieu of -the organization meeting:

A copy of the certificate of incorporation together with the receipt issued by the Department of State showing the date and payment of the filing fee and organization tax for the original certificate incorporation was appended to this statement.

By-laws regulating the conduct of the affairs of the corporation, as prepared by Gerald A. Dwyer, Esq., counsel for the corporation was adopted and ordered appended thereto.

The person(s) whose name(s) appear(s) below were appointed directors of the corporation:

John Purple  
John Hedman  
Richard Talleur  
William Donato  
Lee Thomas

The principal office of the corporation was fixed at

191 Exchange Street  
Albany, New York 12205

Dated January 12, 1978.

The undersigned accept their appointment as directors:  
Incorporator

The following -are appended to this consent:

Copy of the certificate of incorporation  
Receipt of the Department of State  
By-laws

Organization Consent-

**BY - IAWS**

**of**

CLEARWATER CHAPTER OF TROUT UNLIMITED INC

**ARTICLE I - OFFICES**

**The principal office of the corporation shall be in the**

**City of Albany, County of Albany,  
State**

**Of New York.**

**The corporation may also have offices at such  
other places within**

**or without this state as the board may from time to time deter-  
mine or the business of the corporation may require.**

**ARTICEE 11 - PURPOSES**

**The purposes for which this corporation has been organized  
are as follows:** To operate as a non-profit, non-political and  
nonsectarian organization, dedicated to the conservation and pre-  
servation of -the -trout as a game fish ' -the promotion of  
sportsmanlike -trout angling, to cooperate with, assist and  
encourage cons-tituted conservation authorities and other  
organizations to those ends, by and -through scientific and  
practical management- of the species, land and water resources,  
watershed facilities so as -to provide desirable food and  
habitat, and to, by the planning and use of sound fishing  
principles and regulations, and the dissemination of full and  
accurate information to members and the general public, preserve  
and increase the trout population; the corporation shall not  
promote or oppose the candidacy of any person seeking election to  
public office and no substantial or significant part of its  
activities shall be directed towards any attempt to influence  
legislation. The alms and activities of the coporation will be  
in conformity with the national organization known as Trout  
unlimited.

ARTICLE III - MEMBERSHIP

1. **QUALIFICATIONS** FOR MEMBERSHIP.

(a). Any person of good reputation in his community and who ~~is~~ a member in good standing of the parent organization of Trout-unlimited shall be eligible for membership in ~~the~~ Clearwater Chap-ter, Trout Unlimited ' Inc. An applicant may be considered through the sponsorship of another member or by applying in writing.

(b). The following causes shall be considered an automatic suspension from membership in the Chapter:

Default in payment of annual dues for more than 60 days.

(11) Conviction of a willful violation of any of the Fish and Game Laws of any state or of the United States.

(111) A member may be suspended from membership by the Board of Directors for any cause whatever, whenever the Board shall deem the member undesirable. Any conduct of a member which is, or is likely ~~to be~~, or tends to opera-Le or result, injuriously to this Chapter and its members shall be considered just cause for suspending such offending member. The action of the Board of Directors may be reviewed by the membership at the next regular membership meeting at which time the member shall be reinstated or expelled by a majority vote of the members.

MBL-2

2. MEMBERSHIP MEETINGS.

The annual membership meeting of the  
corporation shall

4D be held on the Third Morx3ay of January,

each

year except that if such day be a legal holiday then in ~~that~~ event the directors shall fix a day not more than two weeks from ~~the~~ date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.

Regular meetings of ~~the~~ corporation shall be held at a

time and place determined by the Board of Directors.

At- any meeting of ' the members' a ma.: "ority of those present who are in good standing and/or those represented by proxy

shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the rieting to be sent to those members who were not present at the rieting originally called. A quorum as hereinbefore set forth shall be required at any adorned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice 'to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

### 3. SPECIAI. MEETINGS.

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting

### MPL-3

-to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### 4. FIXING RECORD DATE

For the purpose of determining -the members entitled to notice of or to vote at any meeting of members or any aajolirrmment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less -than ten days before any such meeting, nor more than fifty days prior to any other action.

S. ACTION BY MEMBERS WITH A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

PROXIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorneyin-fac-t. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in -the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
- 40 3. Reports of committees

MBL-4

4. **Repozt:s of officers**
5. **Old and unfinished business**
6. **New business**
7. **Good and welfare**
8. **Adjournment:s**

**8. MEMBERSHIP DUES.** There shall be no membership dues for Clearwater Chap-ter Trout Unlimi-ted, Inc. but all members must be current members in good standing of the parent organization.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors which shall consist of not less than three directors. Each director shall be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall

40           -take effect upon receipt thereof by the board or such officer and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time -to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such

annual meeting of members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine.. Special meetings of the board shall be held upon notice -to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a wa3-ver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at -the meeting, to the other directors.

12. CHAIRMAN.

At all meetings of -the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death,

resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.

### 3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### 4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

### 9. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

#### ARTICLE VI - SEAL

The seal of the corporation shall be as follows:

#### ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

#### ARTICLE VIII - AMENDMENTS

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

5. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. SECRETARY.

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the

assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

MBL-9

COMBINED  
FIRST MEETING of the MEMBERS  
FIRST MEETING of DIRECTORS  
of

CLEARWATER CHAPTER TROUT UNLIMITED INC.

The combined first meeting of members and directors of the corporation was held at

on January 12, 1978, at 7:30 P.M.

The following members were present:

John Purple

Richard Talleur

William Donato

being all of the members of the corporation and a quorum.

The following directors were present:

being all of the directors of the corporation and a quorum. William Donato was elected temporary chairman and John Purple was elected temporary secretary

The chairman reported that the incorporators took the following action:

Adopted by-laws regulating the conduct and affairs of the corporation.

Appointed directors of the corporation.

Fixed the principal office of the corporation at 191 Exchange Street Albany, New York

The chairman circulated a copy of the Consent To Action Taken In Lieu of Organization Meeting executed by the incorporator(s) and upon motion duly made, seconded and carried, it was

4D

RESOLVED, that the actions -taken by the incorporators as set forth in the Consent -to Action Taken In Lieu of Organ! zation Meeting is hereby approved, ratified and In all respects confirmed.

The chairman stated that -the election of officers of the corporation was now in order. The following persons were nominated:

President

Vice-President

Secretary

Treasurer

A vote of directors was taken and the nominees were elected officers of the corporation.

The president and secretary thereupon assumed their respective offices in place and stead of the temporary chairman and the temporary secretary.

Upon motion duly made, seconded and carried, it was

RESOLVED that the seal now presented at -this meeting, an impression of which is directed to be made in the margin of the minute book, be and the same hereby is adopted as -the seal of this corporation and further

RESOLVED that the president and treasurer be and they hereby are authorized to issue certificates for members in the form as submitted to this meeting and appended to the minutes of this meeting and further

RESOLVED that the corporate record book and membership roll book now presented at this meeting be and the same hereby is adopted as the corporate record book and membership roll book of the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED that the treasurer be and hereby is authorized to open a bank account in behalf of the corporation with -the National Commercial Bank & Trust Company, located at 60 State Street, Albany, New York and a resolution for that- purpose on the printed form of said bank was adopted and was ordered appended to -the minutes of this meeting.

MD-2

On motion duly made, seconded and carried, !t- was

RESOLVED, that the signing of these minutes by the direc-tors and members shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

There being no further business before the meeting, on motion duly made, seconded and carried,, it was, adjourned.

Dated            January 12, 1978.

member

secretary

member

chairman

member

director

member

director

member

director

The following are appended to these minutes:

Resolution designating depository funds.