**CONSTITUTION**

**TROUT UNLIMITED CANADA - NORTHERN LIGHTS FLY FISHERS CHAPTER**

As amended January 16th, 2019

**ARTICLE I CHAPTER NAME AND IDENTIFICATION**

Section (a) The organization shall be known as:

**“****TROUT UNLIMITED CANADA - NORTHERN LIGHTS FLY FISHERS CHAPTER”,** hereafter referred to in this document as the “Chapter”.

Section (b)

* The Chapter shall maintain a common identifying logo as approved by Trout Unlimited Canada, consisting of the elements and colours shown in Appendix A;
* all electronic or printed use of the Chapter logo shall be approved by the Executive.

**ARTICLE II** **AIMS & OBJECTIVES**

The Chapter’s Aims and Objectives are to:

* support the work of TU Canada in promoting the conservation and wise use of coldwater fisheries and their watersheds and in fostering public awareness of the value of these natural resources
* provide a friendly atmosphere for the novice and expert to learn and share the fly tying and fly fishing experience
* promote the involvement of others in fly tying and fishing with particular emphasis on youth
* interact with related clubs, organizations, governmental and other agencies to increase support for the Aims and Objectives of the Chapter

**ARTICLE III** **MEMBERSHIP AND DUES**

Section (a) Membership Eligibility:

* Membership is not restricted and shall be open to any person interested in promoting the aims and objectives of the Chapter.
* Upon holding a current membership in Trout Unlimited Canada, members of the Chapter shall receive full voting privileges and be eligible for election to the Executive of the Chapter.

Section (b)  Membership Fees:

Membership Fees shall be consistent with Trout Unlimited Canada.

**ARTICLE IV** **OFFICERS OF THE CHAPTER (CHAPTER EXECUTIVE)**

Section (a) Executive Member Qualifications:

A member standing for election to the Executive must be a member of Trout Unlimited Canada

Section (b) Executive Positions:

The eight executive positionsare: President, Vice-President, Secretary, Treasurer, Program Director, Membership Director, Communications Director and External Events Coordinator.

These officers, shall constitute the executive membership that is authorized to make decisions supporting the Chapter’saims and objectives based on consensus. If at any time the executive cannot find consensus on an issue it shall be brought forth to the general membership.

Section (c) Duties of Officers (Chapter Executive):

* The expected duties of each executive member shall be as listed in Appendix B.
* Upon the annual election of officers, the first new executive meeting shall allot time to review the executive duties.
* Any changes to the duties as listed in Appendix B will first need to be ratified by the executive. The membership shall then be notified of the change(s) immediately following the ratification.

Section (d) Executive Terms of Office:

* the executive shall be elected annually and candidates will be expected to hold office for one year at which time any elected successors will be duly installed;
* a vacancy on the executive shall be filled by a nominee appointed by the executive and ratified at the next business meeting of the membership.

Section (e) Nominations:

* a nomination committee shall be approved by the executive at least one month prior to the annual general meeting (AGM). The nominating committee will present a slate of candidates in writing at the AGM;
* duties and responsibilities for executive positions shall be made available to potential candidates for review prior to nominations;
* nominations for executive positions shall be accepted from the floor at the time of the AGM.

Section (f) Annual Elections and Voting Procedures:

* only those persons with current membership in Trout Unlimited Canada shall have nomination and voting privileges;
* a quorum entitled to conduct legal business of the assembly shall consist of no less than ten (10) members;
* a majority vote shall constitute an elected member or an acclamation if only one member is running for a given position;
* should more than one member stand for election to an executive position, a vote by secret ballot of all eligible members in attendance at the meeting shall be held;
* if a member is unable to attend the Annual General Meeting for the election, that member may seek a proxy form from the Chapter Secretary to use in designating another member to vote on that member’s behalf.

**ARTICLE VI** **PERSONAL LIABILITY AND ASSETS**

Section (a)

No member of the Chapter shall have the right to claim any individual proceeds of the Chapter’s assets or property.

Section (b)

No member of the Chapter shall profit directly or indirectly from any of the assets of the Chapter or from Chapter activities.

**ARTICLE VII** **PARLIAMENTARY AUTHORITY**

Section (a) Governing Principle:

The rules contained in the current edition of Roberts Rules of Order ([www.robertsrules.com](http://www.robertsrules.com)) shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order that the membership may adopt.

Section (b) Governing Document:

The Chapter shall maintain on its website and in print available to members at all meetings a copy of the Chapter’s Constitution and Appendices as amended or otherwise altered, to date, andcertified by the Secretary.

Section (c) Amendments:

* any Article of the Chapter’s Constitution may be amended or repealed by a two-thirds majority vote of the voting members present at a meeting where a quorum is present, provided that amendment or repeal does not violate any article of the Trout Unlimited Canada Chapter Charter (Appendix C).
* At least one month’s notice of any proposed changes to the Constitution shall be provided to the membership prior to voting on the proposed change(s);
* Appendix A (Chapter Logo) to the Constitution shall be subject to approval by Trout Unlimited Canada.

Section (d) Restrictions:

* Not less than one (1) year must elapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal.

**ARTICLE VIII** **MEETINGS**

Section (a) Executive Meetings:

Shall occur monthly (January – May/September– December) at the discretion of the President and at a time and place that is agreeable to the executive. All scheduled executive meetings shall be announced at the Monthly Business Meeting and members shall be invited to submit agenda items.

Section (b) Business and Regular Meetings:

* the first meeting of the month shall be deemed a “business meeting” and all others as “regular meetings” with time allotted for business as required;
* the monthly business meeting is for the executive to bring forward any new items discussed during the past Executive meeting that require the attention of the membership and for members to raise matters affecting the activities of the Chapter;
* any business introduced at regular weekly meetings shall be dealt with between 7:00 pm to 7:30 pm. If a business discussion is to run past 7:30 pm a floor vote to continue must be held;
* program events should be underway by no later than 7:30 PM to allow maximum time for guests and activities.

Section (c) Annual General Meeting:

The Annual General Meeting is to occur prior to the end of January at which time the election of officers will take place and reports shall be presented on the Chapter’s preceding year’s business and activities.

**ARTICLE IX** **SPECIAL COMMITTEES**

From time to time the executive may need to call upon its members to form a Committee to assist in planning an event or aid in a specific task. Any such special committees formed shall report directly to the executive. If a committee is deemed to be long-term, a position may be created on the executive.

**ARTICLE X CLUB DISSOLUTION**

* minimum Chapter membership shall be maintained at six (6) members;
* should membership fall below the minimum for a period of not less than six months, all assets of the Chapter shall be transferred directly to Trout Unlimited Canada.

**APPENDIX ‘A’**

The Chapter Logo shall be as approved by Trout Unlimited Canada and may not be used without the approval of the Chapter executive.

**HORIZONTAL LOGO:**

**VERTICAL LOGO:**

**APPENDIX ‘B’**

**DUTIES OF THE EXECUTIVE OFFICERS**

**President:**

* shall be the Chief Executive Officer of the Chapter and shall have general supervision, direction, and control of the business and affairs of the Chapter;
* shall sign any and all contracts or other special agreements on behalf of the Chapter as directed by the executive unless a specified contract or agreement is delegated to a Chapter member with the approval of the executive;
* shall preside over and direct all business and executive meetings;
* shall be a member of all standing and ad hoc committees established by the executive.

In the event that the President will not be available for a business or executive meeting, and there is no elected Vice-President, the President shall appoint an executive member to direct the meeting in his or her place.

**Vice-President:**

* shall perform all the duties of the President in the President's absence and, when so acting, shall have all the powers and responsibilities of the President as listed;
* shall act as an aide to the President at all other times and have secondary signing authority with the Treasurer for the Chapter account(s).

**Secretary:**

* shall attend all meetings of the Chapter, record the minutes of those meetings and give notice of all meetings to the Communications Director;
* shall maintain all records and correspondence of the Chapter;
* shall certify and file amendments and revisions to the Constitution;
* shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times;
* shall write all official correspondence for the Chapter such as “Thank-you” and “Follow-up” letters for auction items and other donations, prepare any special awards or certificates as directed, and notify Trout Unlimited Canada and other affected parties of changes to the executive and/or the operations of the Chapter;
* shall be primarily responsible to ensure that the current executive upholds the Chapter Constitution at all times. Any breach in protocol shall first be brought forward to the Executive to govern itself by this document and, if resolution cannot be found, it shall be the responsibility of the Secretary to report any infractions back to the membership at large for further discussion;
* shall ensure that information on the Chapter’s activities and finances is forwarded to Trout Unlimited Canada as required.

In the absence of the Secretary from any meeting of the Chapter, the presiding officer shall appoint a Secretary pro-tempore.

**Treasurer:**

* shall keep a correct accounting of the Chapter’s business transactions;
* shall deposit all monies and other assets in the Chapter’s depository, disburse the funds of the Chapter, and shall render to the President an accounting of the Chapter’s assets and liabilities when requested;
* shall incur no obligation, debt, or other liabilities without specific approval;
* shall directly receive all revenues for the Chapter and shall make the appropriate deposits and withdrawals (for expenses incurred) and maintain the account(s) of the Chapter;
* shall prepare and present a brief financial statement to the general membership at every second business meeting of the Chapter and at any executive meeting if so requested;
* shall have co-signing authority, prepare all cheques for expenses and gather receipts as required. All signing is to be done in conjunction with the office of the Vice-President or of the President if so directed by the executive;
* shall ensure that any operating expenditures over $750 are approved by the Chapter membership by a “majority show of hands” vote;
* shall co-ordinate all Treasurer related activities with Trout Unlimited Canada and ensure that the Chapter adheres to the financial requirements specified in the Trout Unlimited Chapter Charter.

**Membership Director:**

* shall be responsible for providing information on the membership process and providing orienting assistance to help new members transition into the Chapter;
* shall maintain a database of all Chapter members in good standing to be shared only with the Chapter executive. Member information may be distributed beyond the executive only with the chosen consent of the that member;
* shall, where appropriate, contact members who unexpectedly cease to attend meetings to encourage that member’s renewed attendance or to convey messages on behalf of the membership;
* shall co-ordinate all Membership Director related activities with Trout Unlimited Canada.

**Communications Director:**

* shall provide timely information to members on upcoming meetings and other club activities via the Chapter’s website;
* shall assist in promotions of key events;
* shall arrange for the preparation of Chapter brochures and any other special publications as needed;
* shall provide information on Chapter activities as and when needed to Trout Unlimited Canada, other organizations and the public.

**Program Director:**

* shall secure guest speakers and coordinate activities for weekly meetings with input from the membership and executive;
* shall provide information on upcoming meetings to the Communications Director for purposes of communication to members and others as appropriate.

**External Events Coordinator:**

* shall plan and coordinate any activities approved by the executive involving Chapter participation in events other than regular weekly meetings and shall chair any committees established for such purposes.

**APPENDIX ‘C’**







































