

AMENDED AND RESTATED BYLAWS OF COHUTTA CHAPTER, TROUT UNLIMITED

PREAMBLE

These amended and restated Bylaws (the "Bylaws") are subject to, and governed by, the Georgia Nonprofit Corporation Code and the Articles of Incorporation of the Cohutta Chapter, Trout Unlimited, and the policies of Trout Unlimited. These Bylaws replace all previous Bylaws adopted by the Cohutta Chapter, Trout Unlimited, and any previous Bylaws shall no longer be in effect. In the event of a conflict between these Bylaws and the Articles of Incorporation, or the Bylaws or policies of Trout Unlimited the Articles of Incorporation, the Bylaws and policies of Trout Unlimited shall prevail. If any portion of this document is determined invalid the remainder of these Bylaws shall remain valid and in effect.

ARTICLE I

Organization and Purposes

Section 1. The name of the organization shall be Cohutta Chapter, Trout Unlimited, hereinafter referred to as the "Chapter."

Section 2. The purpose of the Chapter shall be to conserve, protect and restore coldwater fisheries and their watersheds. The Chapter shall operate as a non-profit, non-political and non-sectarian organization. The Chapter shall function exclusively for charitable, educational and scientific purposes.

Section 3. The Chapter shall be a subsidiary organization under the authority of Trout Unlimited, Inc., a Michigan non-profit corporation, hereinafter referred to as "Trout Unlimited". The Chapter shall carry out the aims and purposes of Trout Unlimited and all policies, objectives and activities pursued by the Chapter and its members shall be in conformity with the Bylaws and policies of Trout Unlimited. The Chapter's use of the TU name, logo and Chapter affiliation with other organizations and businesses shall conform to TU policies.

Section 4. The Chapter and all members acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 5. The Chapter shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax exempt organization under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

Article II

Membership

Section 1. Payment of annual dues to Trout Unlimited, or life membership in Trout Unlimited, is the only requirement for membership in Trout Unlimited and the Chapter. The Chapter shall not assess any additional dues or fees and shall not establish classes of membership

Section 2. Payment of annual dues to, or life membership, in Trout Unlimited shall automatically make one a member of the Chapter provided that the individual resides in the Chapter's geographical area. Nothing, however, shall restrict an individual from a different geographical area from becoming a member of the Chapter so long as his/her Trout Unlimited membership shall not have expired or otherwise terminated.

Section 3. Newsletters will be made available to all members as a matter of right. Members of the Chapter shall enjoy all the rights and privileges of membership in the Chapter.

Section 4. The By-laws of Trout Unlimited shall govern the suspension or expulsion of Chapter members.

Section 5. No Chapter or Chapter officer, director or member may transfer, sell, barter, or lease to any person or entity the membership list or the names, addresses, contact information or other personal information of the members.

Article III

Membership Meetings

Section 1. The Annual Meeting of the Chapter shall be held in the fall of each year, on a date set by the Board of Directors, for the purpose of electing officers and Directors. The President and Treasurer shall present an annual report to the members.

Section 2. Notice of the Annual Meeting shall be sent to each member at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the annual Meeting and the slate of candidates nominated for election by the Nominating Committee.

Section 3. The Chapter shall hold regular meetings at a date, time and place chosen by the Board of Directors.

Section 4. Special meetings may be called by the President or Board of Directors and must be called by written request of five percent (5%) or more of the membership. Notice of all special meetings must be given to members at least seven (7) days prior to the meeting and shall include the date, time, place and agenda for the special meeting.

Section 5. At the Annual Meeting or any special meetings, five percent (5%) of the Chapter's membership shall constitute a quorum. A majority vote of those Chapter members present is controlling. Proxy voting is not permissible.

Section 6. Robert's Rules of Order Newly Revised shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only current members of Trout Unlimited shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

Article IV

Board of Directors

Section 1. The Board of Directors shall be responsible for the general supervision of the Chapter's affairs.

Section 2. The Board of Directors shall consist of no fewer than six (6) members in addition to the officers listed in Article V. These six members shall be elected to serve a three-year term, and in order to provide for continuity, their terms should be staggered so that no more than one-third of the Directors' terms expire in a given year.

Section 3. Regular meetings of the Board of Directors shall be held on a regular basis, but no less than three (3) times per year. Upon notice, the meetings of the Board of Directors may be conducted by telephone. The Board of Directors may also act by email vote, provided all members of the Board of Directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4. Special meetings of the Board of Directors may be called by the President or any four members (4) of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including fax or electronic mail.

Section 5. Five (5) members of the Board of Directors shall constitute a quorum and a majority vote of those present is required.

Section 6. The Board of Directors may create additional elected offices should it deem it necessary.

Section 7. If a director is unable to serve for any reason or if a director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of the Chapter members or at a special meeting called for this purpose.

Article V

Officers and Duties

Section 1. The executive officers of this organization shall be: a President, a Vice President, Secretary, and a Treasurer, all of whom shall be ipso facto and ex-officio members of the Chapter's Board of Directors. All officers must be members in good standing of Trout Unlimited.

Section 2. The President shall preside at all meetings, and with the approval of the Board shall appoint the chairs of all Chapter committees; shall be the general executive officer; and shall be an ex-officio member of all Chapter committees.

Section 3. The Vice President shall serve in the absence or inability of the President to act in the general administration of the Chapter. The Vice President shall perform the duties assigned by the Board of Directors and the President.

Section 4. The Treasurer shall have custody of all funds and property of the Chapter. With the President, the Treasurer may sign and execute in the name of the Chapter, all contracts, agreements and other obligations of the Chapter, subject to the approval of the Board of Directors. When necessary or proper, the Treasurer shall endorse for collection on behalf of the Chapter, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of the Chapter in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of the Chapter above \$500 shall be signed by the President and counter-signed by the Treasurer. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors 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 Chapter, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of the chapter's accounts and report to the membership.

Submit a complete Annual Financial Report (AFR) for the chapter to Trout Unlimited prior to the deadline set by Trout Unlimited. 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 Chapter and any additional items prescribed within the AFR form.

The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.

Upon request, permit access to the Chapter's books, records and accounts by any Chapter Officer, Director or designated representative of the State Council and/or Trout Unlimited.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and the membership. The Secretary shall keep an accurate and current record of all Chapter memberships. The Secretary shall assist the Treasurer in preparing the AFR form. The Secretary shall send all required notices to members of the Chapter, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication, including fax, electronic mail or by posting on the Chapter's web-site. The Secretary shall be custodian of the corporate seal and all records, papers, files and books of the Chapter. Except when necessary for the purpose of meetings the Secretary shall not disclose, transfer, sell, barter, or lease to any person the name or addresses of the members or the membership list. The Secretary

shall attend to the giving and serving of all notices of the Chapter, affix the seal to the documents to which it should be attached, and attest the same when necessary.

Section 6. The immediate past President shall be an ex-officio member of the Board of Directors and shall assist the President in the administration of the Chapter.

Article VI

Election, Term, Vacancy

Section 1. The President shall be elected by a vote of the membership at the Annual Meeting of the Chapter for a one-year term, and the President shall be eligible for only four (4) successive terms.

Section 2. All other officers shall be elected by a vote of the membership at the Annual Meeting of the Chapter for a one-year term and said officers shall be eligible to serve for additional terms as elected by the membership.

Section 3. The term of office of all elected officers shall be one (1) year. All officers will serve until the next election.

Section 4. In the event of a vacancy in any office, the Board of Directors shall appoint an individual to serve until the next election.

Section 5. A majority vote of those Chapter members present and in good standing at the annual business meeting will be sufficient to elect all officers and directors, and no member shall hold more than one (1) office at any time.

Section 6. The Nominating Committee shall nominate members for each elected office. Said nominations shall be made and sent to all members with the notice of annual meeting. Nothing, however, will deny nominations from being made from the floor at the Annual Meeting.

Article VII

Committees

Section 1. The following functions should be represented by committees:

Education Committee – Generates interest in trout fishing through various projects with individuals and groups.

Fisheries Development Committee – Plans and executes projects directly related to improvement of local salmonid fisheries.

Fundraising Committee – Generates funds for the Chapter to carry out its mission.

Membership Committee – Recruits, retains and develops Chapter members.

Newsletter Committee – Plans, publishes and distributes monthly Chapter newsletter.

Program Committee – Plans the program for each of the Chapter's monthly meetings.

Nominating Committee – Shall assist the Board of Directors and officers with leadership development and submit a slate of candidates for elections.

Resource Conservation Committee – Spearheads protection of the local resources of primary concern, the Chapter's home waters.

Section 2. Additional standing or ad hoc committees may be established from time to time by the President or the Board of Directors.

Section 3. Selection of committee members shall be the responsibility of the respective committee chairpersons.

Article VIII

Fiscal Year

Section 1. The Chapter's fiscal year shall be the same as that of Trout Unlimited.

Article IX

Amendment of By-Laws

Section 1. The By-Laws of the Chapter may be amended at the Annual Meeting or Special Meeting upon proper notice given, by a two-thirds majority vote of the Chapter members present. Provided those present constitute a quorum. A quorum is defined as not less than five percent (5%) of the Chapter members in good standing. Proxy voting is not permitted.

Section 2. If any amendment of these By-Laws is required in order to make them consistent with the By-Laws of Trout Unlimited, a vote of a majority of those present and permitted to vote shall be sufficient to pass the amendment.

Article X

Assets and Dissolution

Section 1. No part of the income, earnings, or assets of the Chapter shall inure to the benefit of, or be distributed to, any member, director or officer of the Chapter or any private individual (except that reasonable compensation may be paid for services rendered to or for the Chapter in effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for or on behalf of the Chapter 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 Chapter, or any other private individual shall be entitled to share in the Chapter's funds or property in any dissolution of the Chapter or otherwise.

Section 2. All Chapter expenditures shall be broadly consistent with the mission of Trout Unlimited.

Section 3. The Chapter may not acquire or hold any new interest in real property, including easements, except with prior written approval from Trout Unlimited.

Section 4. Upon dissolution of the Chapter, all assets of the Chapter revert to the State Council.. These assets will be held and/or redistributed in consultation with Trout Unlimited.

Article XI

Perpetuity

Section 1. The Chapter shall exist in perpetuity or until dissolved or dechartered. These Amended and Restated By-Laws have been officially adopted by the Board of Directors and the Chapter Members on this 22nd day of September, 2011. These By-Laws supersede and replace any By-Laws previously adopted by the Chapter, including those By-Laws adopted on the 6th day of January, 2005.