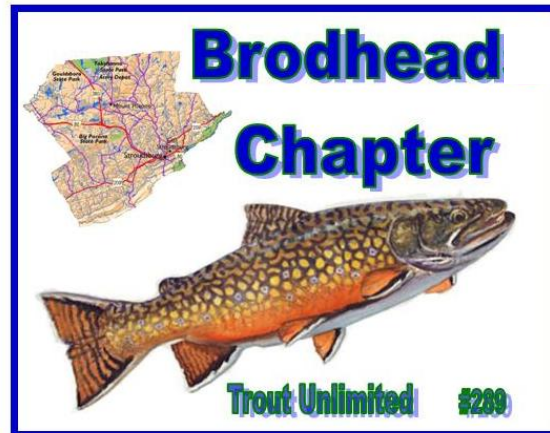


# BYLAWS



**BYLAWS  
OF THE  
BRODHEAD CHAPTER  
OF  
TROUT UNLIMITED**  
A Pennsylvania Nonprofit Corporation

Approved by the Board of Directors -- 3 August 2011  
and  
Unanimously Approved by the General Membership  
-- 12 October, 2011

**BYLAWS OF THE BRODHEAD CHAPTER OF TROUT UNLIMITED**  
A Pennsylvania Nonprofit Corporation (a.k.a. BTU Chapter of Trout Unlimited)

# Bylaws: Brodhead Chapter of Trout Unlimited

---

## ARTICLE I

### Offices

#### **Section 1. Business Offices.**

Subject to the direction of or change by the Board of Directors of the Brodhead Chapter of Trout Unlimited, hereinafter known as BTU, the principal office of the BTU Chapter shall be located at the mailing address of the Corresponding Secretary, with designated Board meetings held as required. The BTU Chapter may have such other offices as the Board of Directors may determine, or as the affairs of the BTU Chapter may from time to time require.

#### **Section 2. Registered Office.**

The BTU Chapter shall have and continuously maintain, in the State of Pennsylvania, a registered office and a registered agent whose office is identical with such registered office.

## ARTICLE II

### Members and Memberships

#### **Section 1. Qualifications.**

The conditions of membership, categories of members, and procedures for becoming a member and amount and method for payment of dues shall be established by the National Corporation from time to time. Members who have become Life Members shall retain membership regardless of any subsequent change in membership categories or conditions. To the extent that the National Corporation shall offer family memberships, there shall be one vote per family regardless of the number of persons in the family.

#### **Section 2. Termination of Membership.**

- A. Any membership in the National and BTU Chapter shall be terminated simultaneously for failure to pay national dues according to such terms as the National Corporation shall establish from time to time.
- B. National TU's Board of Trustees may in its discretion terminate a member from membership for any cause when the membership is deemed by the Board to be detrimental to Trout Unlimited. In the event a membership is terminated by the Board, such member may be restored to membership by a vote of a majority of members voting at an annual election meeting of the National Chapter, provided that notice that such matter will be a subject of vote at the annual meeting is given in compliance with these bylaws at least 30 days prior to the annual

# Bylaws: Brodhead Chapter of Trout Unlimited

---

election meeting. Any termination by National shall be a termination of local membership.

- C. A chapter may dismiss a member from membership (not from Trout Unlimited National membership) for cause deemed to be detrimental to Trout Unlimited, by a simple majority vote of the chapter membership at a regularly scheduled meeting of the chapter membership. The dismissal from chapter membership may be appealed by the affected member to the PA Council only, or to the Board of Directors, if there is no Council in the State.
- D. A member terminated by the chapter may appeal such an action to the National Board of Directors, at the member's expense.
- E. Any member may resign from membership in the BTU Chapter by mailing or delivering a resignation in writing to the principal office of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) or by such other means as may be specified from time to time by the Corporation (a.k.a. BTU Chapter of Trout Unlimited).

## **Section 3. Membership in Chapters.**

Any member so assigned to the BTU Chapter may request to be reassigned to any other chapter of choice regardless of location.

## **ARTICLE III**

### **Meetings of the Members**

#### **Section 1. Annual Meeting.**

An Annual Meeting of the members shall be held each year for the purpose of electing BTU Chapter Officers and for the transaction of such other business as may come before the meeting. The date, time and place of the Annual Meeting and Election shall be at the Chapter's Meeting location at 7:30 pm on the second Wednesday of September each year unless otherwise designated by the Board in writing 30 days prior thereto.

#### **Section 2. Special Meetings.**

Special Meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chapter President, a majority of the Board of Directors, the Executive Committee or by not less than one-tenth of the members of the BTU Chapter having voting rights.

# Bylaws: Brodhead Chapter of Trout Unlimited

---

## **Section 3. Notice of Meetings.**

It shall be the duty of the BTU Chapter President or the President's designee to cause a written notice of any Annual or Special Meeting of the members to be sent to each member of record at least 15 days preceding any such meeting. Such notice shall specify the place, day, hour and purpose of the meeting. The written notice of any meeting shall be deemed to be delivered when (a) deposited in the United States mail addressed to the member's address as it appears on the records of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) with postage thereon prepaid; (b) published in the official periodical of Streamside Asides, the BTU Chapter newsletter; (c) posted on the BTU Chapter of Trout Unlimited web site; (d) given by means of electronic communication; or (e) given by any other means permitted by law. In the event any member desires to present any additional matter for a vote at the annual meeting or any special meeting of the members of the Corporation (a.k.a. BTU Chapter of Trout Unlimited), the member shall so advise the Secretary of the BTU Chapter in writing no later than five days prior to the meeting. No matter shall be determined at any meeting of the members, unless it is the subject of a proper notice.

## **Section 4. Quorum.**

At any Annual or Special Meeting, those members in good standing who are present in person or represented by proxy shall constitute a quorum for the transaction of business, except as otherwise provided by statute or by these Bylaws.

## **Section 5. Proxies.**

At any Annual or Special Meeting of the members, a member entitled to vote thereat may do so by proxy executed in writing by the member or his duly authorized attorney-in-fact, provided that such proxy votes shall only be authorized on those specific questions or proposals which are set forth in the notice sent to the members relative to such meeting. No proxy shall be valid after the close of the Annual or Special meeting for which the proxy was given.

## **Section 6. Manner of Acting.**

The BTU Chapter President shall preside at any Annual or Special Meeting of the members, provided that if the BTU Chapter President is absent, the BTU Chapter Vice President shall preside and, provided further, that if both BTU Chapter President and Vice President are absent, the BTU Chapter Treasurer shall preside at such meeting. Unless otherwise provided by statute or these Bylaws, votes taken at any Annual or Special Meeting at which a quorum is present may be decided by oral vote, unless a simple majority demands that such vote be by written ballot.

# Bylaws: Brodhead Chapter of Trout Unlimited

---

## ARTICLE IV

### BOARD OF DIRECTORS

#### **Section 1. Powers.**

The business, property and those affairs of the BTU Chapter not delegated by these Bylaws shall be managed and controlled by a Board of Directors with power to act under all applicable laws, and consistent with these Bylaws.

#### **Section 2. Board Composition.**

The Board of Directors shall consist of not more than ten Directors. If he or she so desires, the immediate past BTU Chapter President may serve as a non-voting member of the Board of Directors for a two year term.

#### **Section 3. Election and Terms.**

Directors shall serve a fixed term of office of four (4) years. In the event a Director resigns, the Board of Directors shall submit names for consideration to fill the vacancy and a vote of the Executive Committee and Board of Directors shall be taken at the next subsequent meeting at which an opening in the Board occurs. Election of Directors shall require the approval of a majority of the Executive Committee and Board of Directors in good standing, present or by proxy, voting at such meeting. The subsequent election of Board Members shall be staggered so that elections of no more than three (3) Directors are selected annually for full terms.

#### **Section 4. Rights and Responsibilities.**

All Executive Committee Officers and Board of Directors shall have the same rights and responsibilities.

#### **Section 5. Regular Meetings.**

General membership meetings of the BTU Chapter shall be held on the second Wednesday of the months of February, March, April, May, June, September, October and November. The day, date and location of a meeting may be changed to accommodate a special event or BTU Chapter program. Regular meetings of the Board of Directors shall be held monthly at a time and at a place decided by the Board of Directors on the first Wednesday or any month during which a regularly scheduled general meeting of the membership has been posted. It shall be the duty of the BTU Chapter President or his or her designee to cause such a written notice of any regular meeting of the Board of Directors to be delivered to each member at least seven (7) days preceding any meeting. Such notice shall specify the place, day and hour of meeting. The purpose for which the meeting has been called need not be stated, but when possible, an agenda of the meeting shall be included with such notice. The

# Bylaws: Brodhead Chapter of Trout Unlimited

---

written notice shall be deemed to be delivered when (a) deposited in the U.S. mail, addressed to such member at his or her address as it appears on the records of the BTU Chapter, with postage thereon prepaid, (b) given by means of electronic communication; or (c) given by any other means permitted by law.

## **Section 6. Special Meetings.**

Special Meetings of the general member ship may be called by (a) the BTU Chapter President; or (b) in his absence, by the BTU Chapter Vice-President; or (c) in the absence of both, by the Treasurer; or (d) upon the request of eight Directors. Notice of the meeting shall be provided at least ten days prior to the Special Meeting and shall specify the purpose of the Special Meeting. The Special Meeting shall take place at such time and place as may be set forth in such notice and may be held by conference call.

## **Section 7. Action Without Meeting.**

The Board of Directors may act upon written proposals and motions by mail, FAX, or electronic communications after reasonable advance notice when requested by the BTU Chapter President, the Vice President, or the eight members of the Board of Directors. Such written proposals and motions shall, to the extent possible, provide full and complete reports stating the issues and explaining the arguments advanced both for and against each proposition. Each Director who responds to the request of the BTU Chapter President, Vice President, or eight members of the Board of Directors for such meeting by voting by mail, FAX, or electronic communication shall be considered as having been present at a meeting of the Board of Directors for the purpose of determining whether or not a quorum was present.

## **Section 8. Proxies.**

Proxy voting on policy issues shall not be permitted at meetings of the Board of Directors.

## **Section 9. Quorum and Manner of Acting.**

A majority of the Board of Directors shall constitute a quorum necessary for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by these Bylaws. The BTU Chapter President shall preside as the Chair at meetings of the Board of Directors. In the Chair's absence, the Vice President shall preside as Chair. If both shall be absent, the Directors present shall elect a Chair for the meeting.

## **Section 10. Removal.**

Any Director who shall be absent from two consecutive meetings of the Board of Directors may be removed, unless such absence is excused in advance by the Chair of

## Bylaws: Brodhead Chapter of Trout Unlimited

---

the Board of Directors. The Board of Directors, by two-thirds vote at a regular or Special Meeting may remove any Director whenever, in its judgment, the interest of the BTU Chapter would be served.

### **Section 11. Executive Committee.**

The Executive Committee of the Board of BTU Chapter shall be comprised of the BTU Chapter President, who shall be the Chair of the Executive Committee, the Vice President, the Recording/Corresponding Secretary and the Treasurer of the Board of Directors. The Executive Committee shall meet at least monthly during the months when regular meetings of the BTU Chapter have been scheduled and at such other times and places as may be determined. The Executive Committee shall promptly provide a detailed report of all of the actions of the Executive Committee to members of the Board of Directors.

### **Section 12. Board Committees.**

In addition to the Executive Committee, the following shall be the standing Committees of the Board of Directors: Audit, Legal/Risk Management, Development, Budget/Finance, Organizational Development & Planning, Corporate Marketing and Branding and Nominating. Unless otherwise stated, the Chair shall appoint the chair and membership of each committee.

- A. **Nominating Committee.** For purposes of constituting the Nominating Committee, the Chair of the Board of Directors shall appoint the members of the Committee. At least fifty percent of the members of the Nominating Committee shall have served as an officer of the chapter. The Nominating Committee shall also be responsible for working with the President and the Board of Directors to create a succession plan for the officers of the BTU Chapter.
- B. **Audit Committee.** The audit committee shall (a) Select the audit firm or appropriate individual to conduct an independent audit of the organization's financial statements; (b) Ensure a direct line of communications with the organization's auditor; (c) Provide oversight of management's performance with respect to required and recommended financial responsibilities and disclosure; (d) Consider and review, with management and the auditors, the adequacy of the organization's risk management methodology and internal controls, including computerized information system controls and security; (e) Review the adequacy of financial reports provided by the board and make recommendations for their improvement; and (f) Review and address the management letter and auditor's comments.
- C. **Legal/Risk Management.** The Chair shall be an attorney-at-law, duly licensed to practice law in one or more of the fifty states.
- D. **Other Committees.** Upon a majority vote of its members, the Board of Directors may create such other committees as are necessary or desirable to

## Bylaws: Brodhead Chapter of Trout Unlimited

---

carry on the business and affairs of the Corporation (a.k.a. BTU Chapter of Trout Unlimited); except that authority to promote and direct the resource initiative planning process, to set the chapter's resource agenda for the BTU Chapter and to facilitate national resource efforts with the National Staff of Trout Unlimited.

### **Section 13. Legal Advisor.**

The Board of Directors shall appoint as its Legal Advisor an attorney-at-law who is duly licensed to practice in one or more of the fifty states and a member in good standing of the Corporation (a.k.a. BTU Chapter of Trout Unlimited). The Legal Advisor shall assist the Chair of the Legal/Risk Management Committee of the Board of Directors. The Legal Advisor shall have a voice, but no vote, at meetings of the Board of Directors and the Executive Committee of the Board of Directors. On behalf of the Corporation (a.k.a. BTU Chapter of Trout Unlimited), the Legal Advisor shall yearly respond to the requests of the Corporation (a.k.a. BTU Chapter of Trout Unlimited)'s auditors. The Legal Advisor shall serve at the pleasure of the Board of Directors.

### **Section 14. Policies and Procedures.**

The Board of Directors may promulgate any policies or procedures that are necessary or desirable to carry out the tasks and functions delegated to it by these Bylaws.

### **Section 15. Director Conflicts of Interest.**

No Officer or Director shall enter into a contractual relationship with Trout Unlimited for personal benefit without approval of the Board of Directors. Any Director entering into such a contract shall make a full disclosure to the Board and may discuss the matter with the Board of Directors, but shall not be in attendance when the Board votes on such a contract. No contract or other transaction between the BTU Chapter and one or more of its Officers or Directors or any other Corporation (a.k.a. BTU Chapter of Trout Unlimited), firm, association, or entity in which one or more of its members is a director or officer or is financially interested, shall be either void or voidable if:

- A. the fact of such relationship or interest is fully disclosed or known to the Board of Directors or committee thereof which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the votes or consents of such interested Directors: and
- B. the contract or transaction is fair and reasonable to the BTU Chapter. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

The reimbursement of an Officer or Director for expenses incurred in attending meetings or other work on behalf of the BTU Chapter shall not be considered a conflict of interest.

# Bylaws: Brodhead Chapter of Trout Unlimited

---

## ARTICLE V

### Executive Officers

#### **Section 1. Executive Officers.**

The Executive Officers of the BTU Chapter shall be the President, the Vice President, the Recording/Corresponding Secretary, and the Treasurer. No two Executive Offices may be held by the same person.

#### **Section 2. Eligibility and Term of Office.**

Except for the office of the President, no person shall be eligible for election as an Executive Officer unless he or she has served on the Board of Directors or has had continuing and substantive involvement with the BTU Chapter for at least 18 months prior to becoming an Executive Officer. The President, Vice President, Secretary and Treasurer shall be nominated by the Nominating Committee and elected by the general membership at any meeting called for the purpose of electing officers.

- A. The President, the Vice President, the Recording/Corresponding Secretary, and the Treasurer shall hold office for two year terms.
- B. No contract of employment shall be deemed to result from any appointment or hiring as an Executive Officer.

#### **Section 3. Removal.**

The Board of Directors, by two-thirds vote at a regular or Special Meeting, may remove any Executive Officer whenever, in its judgment, the interest of the BTU Chapter would be served.

#### **Section 4. Vacancies.**

If the office of the President, the Vice President, the Recording/Corresponding Secretary, or the Treasurer of the BTU Chapter becomes vacant, a successor shall be appointed by the Board of Directors to fill the remainder of the term of the vacant office.

#### **Section 5. Chief Executive Officer and President.**

Except as provided below, the Chief Executive Officer of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall also be the President of the BTU Chapter and shall have responsibility for the general, active management of the business and other affairs of the BTU Chapter. The Board of Directors shall also establish the reporting obligations of the Chief Executive Officer and President and senior staff. The Chief Executive Officer and President shall also:

- A. Submit written and oral reports of the operations of the BTU Chapter to the members at each Membership Meeting and present matters of interest to the

## Bylaws: Brodhead Chapter of Trout Unlimited

---

Directors at each meeting of the Board; be responsible for and attend to the sending of notices of all meetings of the membership and of the Board of Directors; keep an accurate and current record of all memberships and be the custodian of records and the seal of the Corporation (a.k.a. BTU Chapter of Trout Unlimited). The Chief Executive Officer and President may delegate the responsibility for sending notices and record keeping.

- B. Actively promote and encourage membership in the Corporation (a.k.a. BTU Chapter of Trout Unlimited); serve as *ex officio* members of all committees; assist in fundraising; supervise and coordinate the operations and activities of the various committees; and act as the Corporation (a.k.a. BTU Chapter of Trout Unlimited)'s spokespersons or designate another employee to act before government or legislative authority, agency, or group, public or private.
- C. Perform such other duties as assigned by the Board of Directors.

### **Section 6. Secretary.**

The Secretary of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall also be the Secretary of the Board of Directors. The Secretary shall maintain and keep the records, mailing lists, and all papers of the BTU Chapter of Trout Unlimited.

### **Section 7. Treasurer.**

The Treasurer shall work with the Chief Executive Officer to ensure that all funds and securities of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) are properly safeguarded. The Treasurer, working with the Chief Executive Officer, shall cause to be entered regularly in the books of the Corporation (a.k.a. BTU Chapter of Trout Unlimited), to be kept for such purpose, full and accurate accounts of monies received and paid on account of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) and, whenever required by the Board of Directors, shall render a statement of the Corporation (a.k.a. BTU Chapter of Trout Unlimited)'s accounts. The Treasurer shall ensure that, at all reasonable times, the Corporation (a.k.a. BTU Chapter of Trout Unlimited)'s books, records and the accounts are available for exhibit to any BTU Chapter Member in good standing upon reasonable request. The Treasurer shall perform generally all the duties appertaining to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

### **Section 8. Chair of the Board of Directors.**

The Chair shall be the chair of the Executive Committee and shall preside at all meetings of the Board of Directors. The Chair shall appoint the members of all Committees of the Board of Directors other than the Executive Committee. The Chair shall generally supervise and direct all other officers of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) and shall require that their duties are properly performed.

# Bylaws: Brodhead Chapter of Trout Unlimited

---

## **Section 9. Vice President of the Board of Directors.**

The Vice President shall, in the absence, death, inability to or refusal to act, of the President/Chair of the Board of Directors, perform the duties of the President/Chair of the Board of Directors and, when so acting, shall have all the powers of and be subject to, all of the restrictions upon, the Chair of the Board of Directors. The Vice President of the Board of Directors also shall serve as chief liaison to the Board of Directors.

## **Section 10. Contracting Authority.**

The President or, if he or she shall so designate, the Treasurer, shall have the authority to sign and execute in the name of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) all contracts, agreements, or other written instruments that are required to accept grants and/or donations to the Corporation (a.k.a. BTU Chapter of Trout Unlimited) or to authorize expenditures pursuant to donor and/or grant agreements with any government agency, commission, or entity. The Board of Directors shall establish policies concerning the additional authority of the officers of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) to execute contracts on behalf of the Corporation (a.k.a. BTU Chapter of Trout Unlimited); however, all such contracts shall require prior Board approval, or subsequent Board ratification.

## **ARTICLE VI**

### **LIMITED LIABILITY AND INDEMNIFICATION**

#### **Section 1. Limited Liability of Directors and Officers.**

Subject to the approval of National TU and as provided in the Pennsylvania Non-Profit Corporation Act and subject to the limitations set forth therein, including any requirement that the Corporation (a.k.a. BTU Chapter of Trout Unlimited) remain exempt from taxation under the Internal Revenue Code, Directors, Officers and Legal Advisor who serve without compensation shall not be liable for damages resulting from the exercise of judgment or discretion in connection with their duties or responsibilities unless the act or omission involved willful and wanton conduct.

#### **Section 2. Indemnification.**

With respect to claims or liabilities arising out of service as a Director, Officer, or Legal Advisor, the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall indemnify and advance expenses to each present and future Director, Officer, and Legal Advisor (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Pennsylvania, both as now in effect and as hereafter adopted or amended, unless prohibited by National TU.

## Bylaws: Brodhead Chapter of Trout Unlimited

---

Without limiting the foregoing, the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall indemnify a Director, Officer, Legal Advisor, employee or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation (a.k.a. BTU Chapter of Trout Unlimited), by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation (a.k.a. BTU Chapter of Trout Unlimited), against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection with the action, suit, or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The Corporation (a.k.a. BTU Chapter of Trout Unlimited) may further indemnify a person affiliated with Trout Unlimited who is not a Director or Officer, to the extent authorized by resolution of the Board of Directors.

### **Section 3. Procedure.**

An indemnification under this Article, unless ordered by a court, shall be made by the Corporation (a.k.a. BTU Chapter of Trout Unlimited) only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways: (a) by a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to the action, suit, or proceeding. (b) if the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of at least three disinterested Directors; or (c) by independent legal counsel in a written opinion.

### **Section 4 Expenses.**

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this Article shall be paid by the Corporation (a.k.a. BTU Chapter of Trout Unlimited) in advance of the final disposition of the action, suit, or proceeding upon receipt of any

## Bylaws: Brodhead Chapter of Trout Unlimited

---

undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation (a.k.a. BTU Chapter of Trout Unlimited). The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. "Expenses" as used in this Article mean attorney fees actually and reasonably incurred, judgments, settlements, fines and other amounts actually and reasonably incurred in good faith in connection with any such action, suit, or proceeding.

### **Section 5. Settlement.**

If a person is entitled to indemnification under this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall indemnify the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

### **Section 6. Non-Exclusivity.**

The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, or Bylaws of the Corporation, or a contractual agreement of the Corporation (a.k.a. BTU Chapter of Trout Unlimited). However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in this Article continues as to a person who ceases to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of the person.

### **Section 7. Insurance.**

The Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation (a.k.a. BTU Chapter of Trout Unlimited) would have the power to indemnify the person against such liability under the provisions of the Pennsylvania Non-Profit Corporation Act.

# Bylaws: Brodhead Chapter of Trout Unlimited

---

## ARTICLE VII

### Corporate Seal

The corporate seal of this Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall be a circular device within which shall be the word "Seal" surrounded by the words, "BRODHEAD Chapter of Trout Unlimited."

## ARTICLE VIII

### Amendments

The Bylaws of this Corporation (a.k.a. BTU Chapter of Trout Unlimited) may be added to, amended, or repealed and replaced in whole or in part by a two-thirds (2/3) vote of the members in good standing who attend or vote by proxy at any regular or Special Meeting. Written notice of the intention to add to, or amend, or repeal the Bylaws, in whole or in part must be given each member of record at least 30 days preceding such meeting of the members.

## ARTICLE IX

### Dissolution

Upon the dissolution of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) or the winding up of its affairs, the assets of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall be distributed exclusively to the PA Council of Trout Unlimited, or if not accepted by them, to National TU. If not accepted by PA TU or National TU, then the assets of the Corporation (a.k.a. BTU Chapter of Trout Unlimited) shall be distributed to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose.

***These BYLAWS were discussed and passed by the Executive Committee and Board of Directors of the Brodhead Chapter of Trout Unlimited at a duly called meeting for their consideration, discussion and enactment on 3 August 2011. Thereafter, they were presented to the General Membership on 17 August 2011, 14 September 2011 and 12 October 2011, with a Unanimous Ratification Vote held on 12 October 2011.***