

VALLEY FORGE CHAPTER OF TROUT UNLIMITED
(a Pennsylvania Nonprofit corporation)

AMENDED AND RESTATED BYLAWS

ARTICLE 1

APPLICABLE STATUTE, OFFICES

Section 1.1. Superseding Effect. These Amended and Restated Bylaws (“Bylaws”) amend, restate and supersede in their entirety the bylaws of Valley Forge Chapter of Trout Unlimited (the “Corporation”) adopted on or about August 25th, 1995.

Section 1.2. Applicable Statute. These Bylaws are governed by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as is from time to time amended (the “Act”).

Section 1.3. Registered Office. The location and post office address of the registered office of the Corporation in Pennsylvania shall be as specified in the Articles of Incorporation (the “Articles”) or by the Board of Directors of the Corporation (the “Board”) from time to time.

Section 1.4. Other Offices. The Corporation shall also have offices at such other places within or without the Commonwealth as the Board may from time to time appoint and the business of the Corporation may require.

ARTICLE 2

PURPOSE

Section 2.1. Purpose. The Corporation is incorporated under the Act for the following purposes:

(a) The Corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) (or the corresponding provision of any future United States Internal Revenue Law), and particularly, but not limited, to:

Promote and assist in the preservation and reformation of public cold water resources and watersheds principally in, but not limited to, Chester County, Pennsylvania; to encourage proper land, water, fish and wildlife management & conservation; to promote and assist in the education of all citizens as to the nature of, and need for, sound preservation and conservation of the environment in as

natural state as possible; and to promote the aims, philosophy, policies, objectives and activities of Trout Unlimited, a Michigan corporation (“Trout Unlimited”), with which it is affiliated and which qualifies as an exempt organization pursuant to Section 501(c)(3) of the Code;

and subject to the limitations set forth in paragraphs (b), (c), and (d) of this Article 2, perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Act.

(b) The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the Corporation set forth in the foregoing paragraph (a) of this Article 2.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) Upon the dissolution of the Corporation, the Board, shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the remaining assets of the Corporation of the State Council of Trout Unlimited for Pennsylvania or, if none exists, to Trout Unlimited, a Michigan corporation, provided however, that such organization or organizations are at the time organized and operated exclusively for charitable, educational or scientific purposes, and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law). Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the corporation is prohibited.

(e) Subject to the provisions of the Articles and these Bylaws, the Corporation shall, in every case, conduct its activities in accordance with the Articles of Incorporation and Bylaws of Trout Unlimited.

ARTICLE 3

MEMBER CORPORATION

Section 3.1. Members. The Corporation shall have voting members. Membership in the Corporation may be evidenced by certificates of membership, in which case they shall be in such form and style as the Board may determine. The fact that the Corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or Vice President and by the Secretary, and shall bear the corporate seal.

Section 3.2. Qualifications. Any person of good reputation in his or her community and who is a member in good standing of Trout Unlimited, a Michigan corporation, shall be eligible for membership in the Corporation. An applicant may be considered through the sponsorship of another member or by applying in writing to the Corporation or its designee. Subject to limitations herein, if any, as may be imposed or recommended by Trout Unlimited, the Board may determine from time to time the amount of an initiation fee, if any, and annual dues payable by the members. Membership in this Corporation is not transferable or assignable.

Section 3.3. Annual Meeting. A meeting of the members of the Corporation shall be held annually, in the month of September, for election of directors and such other business as may come before the membership. Each annual meeting shall be held at such place and on such date and time as the Board may direct.

Section 3.4. Special Meetings. Special meetings of the members of the Corporation may be called at any time by the President, or by a majority of the Board, or by at least one-half (1/2) of the members in good standing. The purpose of any special meeting thus called shall be distinctly set forth in the meeting notification, and no other business shall be transacted.

Section 3.5. Notice. A minimum of thirty (30) days notice of the annual meeting, and five (5) days notice of any special meeting, shall be given, in each case, to the full membership of the Corporation. Such notices shall be in writing and delivered to each member either personally, by first class or express mail, postage prepaid, or by telegram (with messenger service specified), or courier service, charges prepaid, or by facsimile transmission, to the address or facsimile number recorded in the Corporation membership list or otherwise provided by such member to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the member when deposited in the United States mail or with a telegraph office or courier service for delivery to the member or, in the case of facsimile, when dispatched. Each notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act, the Articles or these Bylaws.

Section 3.6. Quorum. A meeting of the members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of thirty (30) members in good standing and who are entitled to vote on the matters to be acted upon at the meeting shall constitute a quorum. The members present at a duly organized meeting can continue to do

business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in the Act, the Articles or these Bylaws, adjourn the meeting to such time and place as they may determine.

Section 3.7. Vote. Each member of the Corporation shall be entitled to one (1) vote.

Section 3.8. Adjournments. Adjournments of any annual or special meeting of the members may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen (15) days each, as the members present entitled to cast at least a majority of the votes which the members present and voting is entitled to cast shall direct, until such directors have been elected. When a meeting of the members is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, unless the Board fixes a new record date for the adjourned meeting or the Act, the Articles or these Bylaws require notice of the business to be transacted and such notice has not previously been given.

Section 3.9. Voting. Every member of the Corporation who is in good standing shall be entitled to on vote on all matters presented to the membership for a vote. No member shall sell his or her vote for money or anything of value. The right of a member to vote shall cease on the termination of his or her membership.

Section 3.10 Proxy Voting. Every member entitled to vote at a meeting of members or to express consent without a meeting may authorize another person or persons to act for the member by proxy. Every proxy shall be executed in writing by the member or the member's agent, except that a proxy may be given by a member or the agent by telegram or cable or its equivalent. A proxy shall not be valid for more than eleven months unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three years from the date of execution. Unless it is coupled with an interest, a proxy shall be revocable at will. A proxy shall not be revoked by the death or incapacity of the member but the proxy shall continue in force until revoked by the personal representative or guardian of the member. The presence at any meeting of any member who has given a proxy shall not revoke the proxy unless the member shall file written notice of revocation with the secretary of the meeting prior to the voting of the proxy.

Section 3.11. Actions by Written Consent. Any action which may be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by the member who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

Section 3.12. Suspension from Membership. The following causes shall be considered an automatic suspension from membership in the Corporation:

- (a) Default in payment of annual dues for more than thirty (30) days;
- (b) Conviction of a willful violation of any of the Fish and Game Laws of any state or of the United States;

(c) A member may be suspended from membership by the Board for any conduct which is, or is likely to be, or tends to operate or result, in the reasonable discretion of the Board, injuriously to this Corporation and its members. The action of the Board may be reviewed by the membership at the next meeting of the members at which time the member shall be reinstated or expelled by a majority vote of the members in good standing who are present and voting.

ARTICLE 4

DIRECTORS

Section 4.1. Number of directors. The business and affairs of this Corporation shall be managed by its Board which shall consist of at least twelve (12) but not more than twenty (20) directors as shall be determined from time to time by resolution of the Board. Until otherwise determined by the Board, the Board shall consist of fifteen (15) directors.

Section 4.2. Election. Directors will be elected by the membership at the annual meeting or such other meeting of the members designated for such election. At such meeting as the Board may designate for acceptance of nominations, the members of the Corporation present and entitled to vote at such meeting shall be entitled to nominate candidates for directors up to the number of directors to be elected. Neither nominations nor voting shall be by ballot unless a motion requesting a ballot is made and approved by a majority of members present and entitled to vote. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected.

Section 4.3. Term. Directors shall serve for a term of one (1) year.

Section 4.4. Vacancies. The Board may declare vacant the office of a director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as the Bylaws may specify. Vacancies in the Board, including vacancies resulting from an increase in the authorized number of directors, shall be filled by a majority of the remaining directors, though less than a quorum, and each person so elected shall be a director until his or her successor is elected and qualified.

Section 4.5. Powers. The business and affairs of the Corporation shall be managed by its Board which may exercise all powers of the Corporation.

Section 4.6. Meetings. The Board may hold meetings both regular and special, either within or outside the Commonwealth of Pennsylvania.

Section 4.7. Annual and Regular Meetings. An annual meeting of the Board will be held immediately following the annual meeting of the members. Other regular meetings of the Board shall be held at such time and at such place as shall from time to time be designated by the directors. If such designation is by standing resolution of the Board no notice other than such

resolution shall be required. If such designation is by resolution or consensus adopted at a duly convened meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those directors not present at such duly convened meeting. In all other cases, notice shall be given to all directors at least ten (10) days prior to such regular meeting. All meeting notices shall be given to directors in the manner specified in Section 3.5 hereof.

Section 4.8. Special Meetings. Special meetings of the Board may be called by the President on ten (10) days notice to each director, given in accordance with Section 3.5. Special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of a majority of the Board.

Section 4.9. Purpose of Meetings. Notice of a Board meeting shall specify the general purpose of the meeting if (a) the purpose of such meeting is to amend the Bylaws, or (b) the meeting is a special meeting of the directors.

Section 4.10. Quorum and Action. Except as otherwise provided in Section 4.4, at all meetings of the Board, not less than two-thirds of the directors then in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. Each director shall be entitled to one (1) vote. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting for no more than ten (10) days, without notice other than by announcement at the meeting, until a quorum shall be present.

Section 4.11. Conference Telephone. One or more directors may participate in a meeting of the Board, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.12. Informal Action. Any action which may be taken at a meeting of the Board or any committee thereof may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the directors or the members of the committee, as the case may be, and shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.13. Removal. The entire Board or any individual director may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual meeting or other regular election of the directors. New directors may be elected at the same meeting. Any director, excepting as to the executive officers, who shall be absent from three (3) consecutive meetings of the Board shall stand automatically removed unless such action is excused by formal resolution of the Board.

ARTICLE 5

COMMITTEES

Section 5.1. Committees. The Board may, by resolution adopted by a majority of directors in office, establish one or more committees, each committee to consist of one or more directors. Any such committee shall have and exercise the authority of the Board to the extent provided by resolution of the Board or in these Bylaws, except that no such committee shall have any power or authority as to the following:

- (a) The submission to members of any action requiring approval of the members under the Act;
- (b) The filling of vacancies in the Board;
- (c) The adoption, amendment or repeal of these Bylaws;
- (d) The amendment or repeal of any resolution of the Board;
- (e) Action on matters committed by the Bylaws or resolution of the Board to another committee of the Board;
- (f) The purchase, mortgage, leasing or disposal of real estate; or
- (g) The removal of any officer or director.

Section 5.2. Committee Members. Except as otherwise provided in these Bylaws or in the resolution creating the committee, all committee members and the chairperson of each committee shall be designated by the President with the approval of the Board. The President may, with the approval of the Board, designate one or more alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The President shall be an ex officio member of all committees, with one (1) vote.

Section 5.3. Terms. Members of committees shall serve for one (1) year terms or for such terms as are set forth in the resolution establishing the committee. Vacancies in any committee shall be filled by the President and reported to the Board at its next regular meeting.

Section 5.4. Minutes; Reports. Minutes of the meetings of the committees shall be recorded and sent to the Board if required by resolution of the Board. Chairpersons of committees shall report regularly to the Board on the activities of their respective committees.

Section 5.5. Executive Committee. The Board may authorize the creation of an Executive Committee composed of the President, Vice President, Secretary, Treasurer and one or more members of the Board, to act with the authority of the Board between meetings of the Board.

ARTICLE 6

OFFICERS AND AGENTS

Section 6.1. Titles. The officers of the Corporation shall be chosen by the Board at its annual meeting and shall include a President, Vice President, Secretary and Treasurer, or persons who shall act as such regardless of the name or title by which they may be designated. The Corporation may also have such other officers and agents as the Board shall from time to time authorize. Officers shall hold their offices for such terms and shall exercise such powers and perform such duties as set forth in these Bylaws and as shall be determined from time to time by the Board. The President and Secretary shall be natural persons of full age; the Treasurer may be a corporation but, if a natural person, shall be of full age. Any number of the aforesaid offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two or more officers. The officers may, but need not be, members of the Board.

Section 6.2. Salaries. Any salaries of the officers of the Corporation shall be fixed by the Board.

Section 6.3. Terms of Office. The officers of the Corporation shall hold office for one (1) year terms or until their successors are qualified and chosen. Any officer elected or appointed by the Board may be removed, with or without cause, at any time by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the Corporation shall be filled by the Board.

Section 6.4. President. Unless provided otherwise by the Board, the President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Board; shall have general and active management of the business of the Corporation; and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required by law to be otherwise signed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. The President shall have the general supervision and direction of all the other officers of the Corporation, and shall see that their duties are properly performed. The President shall submit a report of the operations of the Corporation to the members at each annual meeting, and from time to time shall report to the Board all matters within his or her knowledge and which the interests of the Corporation may require brought to their notice. The President shall do and perform such other duties as from time to time may be assigned by the Board. The office of President shall not be held by the same person for more than four (4) years in succession.

Section 6.5. Vice President. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time. In the event the office of President is vacant for any reason, the Vice President shall become President and serve as such for the unexpired term. He or she may perform any of the duties of the President when directed to do so by the Board.

Section 6.6. Secretary. The Secretary shall attend all meetings of the Board and record all the proceedings in a book to be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary shall give, or cause to be given, all required notices of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature.

Section 6.7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, or when the Board so requests, an account of all the transactions as Treasurer and of the financial condition of the Corporation.

Section 6.8. Treasurer's Bond. If required by the Board, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of the duties of the Treasurer's office, and for the restoration to the Corporation in the event of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, belonging to the Corporation, that may come into the Treasurer's possession or under the Treasurer's control at any time whatsoever.

ARTICLE 7

FINANCE

Section 7.1. Fees and Profits. The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the charitable activities of the Corporation, and in no case shall inure to the benefit of, or be distributable to, any member, director or officer of the 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; 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

Section 7.2. Financial Reports. The Board shall present at the annual meeting of the membership a report, verified by the President and Treasurer, which shall indicate in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the annual report;
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the annual report;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and,
- (e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Such annual report shall be filed with the minutes of the meetings of members.

ARTICLE 8

FUNDS, CONDUCT OF BUSINESS AND REAL ESTATE

Section 8.1. Funds. Funds of the Corporation shall be held and invested as determined by the Board.

Section 8.2. Conduct of Business. The Board shall have the authority to receive for the use of the Corporation, gifts of real or personal property or interest in real property (e.g. conservation easements) pertaining to the objectives of the Corporation.

Section 8.3. Real Estate. The Board shall have the authority to dispose of any major land asset or other interest in real property with the following restrictions:

- (a) Each director must have received notification in writing of such proposed action with a minimum of ten (10) days notice;
- (b) The vote must be in writing and recorded in the Board minutes;
and
- (c) A minimum of a majority of the directors then in office must approve any such action.

ARTICLE 9

LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 9.1. Limitation of Liability. To the fullest extent permitted by the Act and other applicable law, a director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the Act, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 9.2. Scope of Indemnification – Third-Party Actions. The Corporation shall indemnify any current or former director or officer of the Corporation, and may indemnify any other current or former employee or agent of the Corporation, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise (each, an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such threatened, pending or completed action or proceeding if such Indemnified Person acted in good faith and in a manner the Indemnified Person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the Indemnified Person did not act in good faith and in a manner that the Indemnified Person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.3. Scope of Indemnification – Derivative and Corporate Actions. The Corporation shall indemnify any current or former director or officer of the Corporation, and may indemnify any other current or former employee or agent of the Corporation, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation (each, a “Company Indemnified Person”), or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by such Company Indemnified Person in connection with the defense or settlement of the action if such Company Indemnified Person 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. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the Company Indemnified Person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 9.4. Expenses. The Corporation shall pay expenses incurred by a current or former director or officer of the Corporation, and may pay expenses incurred by any other Indemnified Person or Company Indemnified Person, in defending an action or proceeding, who may be indemnified under Section 9.2 or 9.3 hereof in advance of the final disposition of any action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

Section 9.5. Successor Rights to Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 9.6. Insurance. The Corporation shall have the authority to procure insurance or to create a fund of any nature, which may, but need not be, under the control of an independent party, or otherwise secure or insure in any manner any indemnification obligations undertaken by the Corporation. The authority granted by this Section 9.6 shall be exercised by the Board of the Corporation.

Section 9.7. Amendment or Repeal. Any repeal, amendment or modification of this Article 9 shall be prospective only and shall not affect any rights or obligations then existing or arising under this Article 9.

ARTICLE 10

CONFLICTS OF INTEREST

Section 10.1. Policy. It is recognized that occasions may arise when a member of the Board or an officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of the Corporation and of its Board that:

(a) Any material facts as to such financial interest shall be disclosed by such director or officer to the members of the Board or committee.

(b) The director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such director or officer abstained from voting.

(c) No contract or transaction in which a director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Board in accordance with the Act.

ARTICLE 11

GENERAL PROVISIONS

Section 11.1. Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Act.

Section 11.2. Corporate Seal, Emblem. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation. Until otherwise decided, the Corporation's emblem shall be the Trout Unlimited national organization patch design with the name of the Corporation.

Section 11.3. Fiscal Year. The fiscal year of the Corporation shall end on the 30th day of September of each year.

Section 11.4. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

Section 11.5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

Section 11.6. Records. An original or duplicate record of the proceedings of the directors and other bodies, the books or records of account, membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each, and the Bylaws, shall be kept at the registered office or principal place of business. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper

purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated

ARTICLE 12

AMENDMENTS

Section 12.1. Amendment of Bylaws. These Bylaws may be amended or repealed by the vote of a majority of the Board present at any regular or special meeting duly convened, written notice of the proposed amendment or repeal having been given to each director at least ten (10) days preceding such meeting. Provided, however, that such powers of the Board shall be subject to the powers of the members to change or repeal such Bylaws and shall not extend to such matters as by law, the Articles or these Bylaws are vested solely in the members

Approved, ratified, and confirmed by the Board as of the ___ day of _____, 2009.

By: James W. Nelson
Its: President