

BYLAWS
of
CUTTHROAT CHAPTER TROUT UNLIMITED, Inc.

As adopted March 3, 1992, and amended January 20, 1998, and January 2, 2007

ARTICLE I

Corporate Name, Seal, Office

The name of this corporation shall be Cutthroat Chapter Trout Unlimited, Inc. The seal of the corporation shall be in the form of a circle, and shall bear the name of the corporation. The office of the corporation shall be 2325 West 72nd Avenue, Denver Colorado 80221, or at such place in the State of Colorado as the officers and board of directors may designate from time to time.

ARTICLE II

Purpose and Status of the Corporation

Section 1. Status. The corporation is a non-profit corporation organized under Articles 20 to 29 of Title 7 of the Colorado Revised Statutes, known as the "Colorado Non-Profit Corporation Act."

Section 2. Membership/Discrimination. The corporation shall admit members of any race, color, national or ethnic origin, religious affiliation, sex and handicap, to all the rights, privileges, programs and activities generally accorded or made available to all members of the Cutthroat Chapter Trout Unlimited, Inc.

In order to become a member of the corporation, Cutthroat Chapter Trout Unlimited, Inc., a person shall be a member of National Trout Unlimited, Inc.

Section 3. Political Activity. The facilities and activities of the corporation shall at no time be used for political purposes.

Section 4. Purpose. The business and purpose of this non-profit corporation shall be to act exclusively for charitable, educational and scientific purposes and specifically to preserve and conserve trout and other salmonid fish as game fish and to work with and encourage constituted authorities and other conservation organizations to that end through scientific yet practical trout management; through proper land, water and watershed management to provide desirable food and habitat; through sound fishing regulations to preserve the trout and other salmonid fish populations; and, without holding classes or engaging in other normal school activities, to provide fellowships and

scholarships in cooperation with scientific and conservation departments of educational institutions and to hold educational conferences in cooperation with scientific and conservation departments of educational institutions and to publish the findings of such conferences, or the reports of scientific research and related formations in the field of conserving and preserving trout and other salmonid fish as game fish and for the education of both members and the general public.

ARTICLE III

Powers of the Corporation

Section 1. Powers Granted. The corporation shall have all the powers granted corporations not-for-profit in accordance with the Colorado Non-Profit Corporation Act and other laws or statutes of the State of Colorado in effect this date or hereinafter enacted into law.

ARTICLE IV

Board of Directors

Section 1. Business. The business, property and affairs of this corporation shall be conducted and managed by a Board of Directors, hereinafter referred to as the “Board” or as “Directors.”

Section 2. Number of Directors. The board of Directors shall consist of 13 to 15 members, including four executive officers as hereinafter provided, the immediate past president, and eight to 10 directors at large. At the annual membership meeting, there shall be chosen from the qualified membership, to serve as directors at large, two to four persons, each of whose terms shall expire at the end of three years. Except that, in a given year, more or fewer directors at large may be elected to terms of one, two or three years in order to rebalance the number of terms annually expiring in future years. It shall be permissible for two persons to fill a single position on the Board of Directors, with each person having only one-half vote. It is expressly provided and intended that a year is hereby determined as being the year between the regular annual meeting dates. The aforesaid members of the Board of Directors shall be elected by a direct vote of the members of the chapter.

Section 3. Composition of the Board. The initial composition of and membership of the Board shall be as designated in the Articles of Incorporation of this corporation. Upon adoption of the By-Laws, all subsequent Directors shall be nominated, elected by or appointed at the annual meeting of the corporation in any given year pursuant to Section 2 hereof.

Section 4. Removal. Any Director may be removed by the Board whenever, in its judgment, the interest of the corporation would be served thereby. The manner of removal shall be by a majority vote of the Board at any regular meeting provided the matter is placed as a regular item on the agenda with proper notice.

Section 5. Vacancies. Any at-large director vacancy shall be filled by election of a chapter member by the general membership of the chapter/corporation at any regular, special or annual meeting. A person elected to fill a vacancy will serve for the remaining portion of the term.

Section 6. Board Decisions. If and when all the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid a corporate act as though it had been authorized at a regular meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the contemplated act requires either by law or by these By-Laws a greater number.

Section 7. Powers and duties of the Board.

- a) The Board shall determine the programs and policies of the corporation and shall serve as the governing body of the corporation.
- b) The Board shall have the power to appoint agents as the Board may deem necessary for transaction of the business of the corporation.
- c) For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate any or all of the powers and duties of any officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.
- d) The Board may require any officer, agent, employee or Director who has any fiscal responsibility to the corporation to file with the corporation a satisfactory performance and/or financial responsibility bond. Such bond is to be in an amount commensurate with the Board's dictates.
- e) The Board shall have overall responsibility for all financial activities including, but not limited to, budgeting, auditing, fund-raising, fund allocations, property management, building renovation, lease negotiations and litigation, and may delegate such of these activities as it deems appropriate and to such individuals as it considers appropriate.
- f) The Board shall keep a complete record of all its acts and corporate affairs and present a statement thereof to the members at the annual meeting of the members or at any special meeting such statement is requested in writing by one-fourth of the general membership of the corporation.

- g) The Board shall supervise all officers, agents and employees of this organization and see that their duties are performed properly.
- h) The immediate past president shall provide advice and counsel to the president and other officers and directors as needed.

ARTICLE V

Officers

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the general membership of the Chapter/corporation at the regular annual meeting in any given year for a term of one year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer elected may be removed by the Board of Directors of the Corporation whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the election an individual by the Board of Directors of the corporation for the unexpired portion of the term.

Section 5. President. The President of the Board of Directors shall be the chief executive officer of the corporation. He/she shall preside over all meetings of the Board of Directors. The President shall have the authority to appoint the chairperson and members of such committees as may be designated by the board of directors.

Section 6. Vice-President. The Vice-President of the corporation shall act and serve in the place of the President in the event of incapacity, absence, or other inability of the President to act.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors or by the Executive Committee.

Section 8. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate

accounts of all receipts and disbursements; he/she shall deposit all monies, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He[she] shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers of such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his[her] transactions as Treasurer and of the financial condition of the corporation. Should the corporation be without a Treasurer, the President shall act in the Treasurer's place until such time as a new Treasurer is elected or appointed.

ARTICLE VI

Committees

Section 1. Standing Committees. The Board of Directors, by resolution adopted by a majority vote of the Board at a meeting, may designate one or more standing and/or temporary committees or councils as deemed necessary to perform such permanent or temporary functions as prescribed by the Board. The President of the Board shall be an ex-officio member of all committees.

Section 2. Temporary Committees. The Board of Directors shall appoint such committees as deemed necessary to perform such temporary functions as prescribed by the Board. The President shall appoint the chairperson of such committees, and membership of such committees need not be confined to members of the board.

ARTICLE VII

Meetings

Section 1. Regular Meetings. Regular meetings of the Board shall be held once a month, and notices as to time, date, place and major items on the agenda shall be provided no less than five days prior to such meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the President of the corporation or any four Board members.

Section 3. Annual Meeting. The annual meeting of the corporation shall be held in January of each calendar year.

At any annual meeting, each member in good standing of the corporation is entitled to one vote on all issues presented for consideration. It shall be the duty of the Secretary-Treasurer to cause a written notice of each annual meeting to be mailed to each of the members of record directed to his[her] last known post office address, preceding said meeting. Provided, however, that a failure to mail such notice, or any irregularity in

the same, shall not affect the validity of any such annual meeting, or any proceedings at such meeting.

Section 4. Quorum. A quorum necessary for the transaction of business of the corporation at a Board of Directors' meeting shall be more than one-half of the total number of board members.

Section 5. Proxy Voting. Proxy voting or other types of absentee voting shall not be permitted in meetings of this corporation, unless approved by resolution adopted by a majority of the Board of Directors of the corporation at a regular meeting in advance of the contemplated use of proxy or other absentee voting.

Section 6. Rules of Procedure. All regular and special meetings of the board and its committees shall be governed by "Roberts' Rules of Order" except where in conflict with these by-laws, in which case these by-laws shall govern.

Section 7. Ratification of Actions. All actions on behalf of the corporation relating to contracts, agreements or undertakings shall be subject to report for action to the Board of Directors.

Section 8. Absences from Meetings. Any Director absent from three consecutive regular or special meetings of the Board without appropriate excuse accepted by the Board shall be automatically dropped from the official rolls of membership on the Board of Directors, and his/her successor shall be selected as hereinabove provided.

ARTICLE VIII

Amendment to By-Laws and Principles

Section 1. These by-laws and articles of incorporation may be altered, amended or repealed and new by-laws and articles of incorporation may be adopted by a majority of the members of the Board of Directors of the corporation at any regular or special meeting, if at least 10 days' written notice is given of the intention to alter, amend or repeal, or to adopt new by-laws and articles of incorporation at such meetings, and the proposal or proposals are specifically set forth in such notice.

Section 2. No amendment may be made which would change the purpose of the corporation to include purposes which would not be exclusively charitable or educational within the intent of the Income Tax Laws of the United States or which would permit any funds or property of the corporation to inure to the benefit of any Director, employee, or other individual having a personal or private interest in the activities of the corporation.

ATTESTATION

The above by-laws were approved and adopted by the Board of Directors of the corporation on the 3rd day of March, 1992.

(SEAL)

Stacy L. Ming
Secretary

**MINUTES OF ACTION OF THE BOARD OF DIRECTORS
BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF AN ORGANIZATIONAL MEETING
CUTTHROAT CHAPTER TROUT UNLIMITED, INC.**

Pursuant to the provisions of the Colorado Corporation Code, the undersigned directors of the Cutthroat Chapter Trout Unlimited, Inc., a Colorado non-profit corporation, hereby adopt the following resolutions by unanimous consent as if such action had been taken at an organizational meeting of the directors of the corporation duly called on March 3, 1992.

1. Directors.

Perry Cade, Curtt L. Coppage, Bob Fوسفeld, Bob Ikola, Jeff Lerud, Ken McClatchy, Chuck Obermeyer, Richard Pilatzke and Ken Rogman are appointed as members of the Board of Directors to serve until the first annual meeting of the Cutthroat Chapter Trout Unlimited, Inc., and until successors shall be elected and qualified.

2. Articles of Incorporation.

RESOLVED, that the articles of incorporation which were filed in the office of the Secretary of State on the 28th day of February, 1992, be and now are acknowledged as the articles of incorporation of this corporation; and that the secretary of the corporation be and now is directed to place the certified copy of the articles of incorporation into the minute book of the corporation.

3. By-laws.

RESOLVED, that the bylaws, which are attached as Exhibit A to these minutes, be and hereby are approved and adopted as the bylaws of the corporation.

4. Election of officers.

RESOLVED, that the following persons be elected to the offices set forth below opposite their respective names, each to serve in accordance with, and have the powers

and duties as described in, the bylaws of the corporation, until their successors are elected and qualified.

Steve Bailey	President
Kristi Bent	Vice-President
Stacy Ming	Secretary
Paul Draper	Treasurer

5. Corporate Seal.

RESOLVED, that the form of corporate seal embossed in the margin of these minutes be and now is approved and adopted as the seal of this corporation.

6. Banking Arrangements.

RESOLVED, that the officers of this corporation are authorized to execute banking and borrowing resolutions in the customary form of the bank. Copies of the banking and borrowing resolutions shall be attached to this consent.

7. Miscellaneous.

RESOLVED, that the treasurer of the corporation be and hereby is authorized and directed to pay all charges and expenses incident to or arising out of the corporation, and to reimburse any person who has made disbursements in connection with the organization of this corporation; and

FURTHER RESOLVED, that the directors and officers be and they hereby are authorized and directed to do any and all acts to execute any and all documents necessary or appropriate to carry out fully the foregoing resolutions.

Dated: March 3, 1992.

Perry Cade	Curt L. Coppage
Bob Fوسفeld	Bob Ikola
Jeff Lerud	Ken McClatchy
Chuck Obermeyer	Richard Pilatzke
Ken Rogman	