

SAFARI CLUB
INTERNATIONAL
NOVI CHAPTER

Certificate of Secretary

I hereby certify that I am the duly elected and acting Secretary of said nonprofit corporation on the foregoing Bylaws comprised of twelve (12) pages, constitute the Bylaws approved by the Board of Directors on August 1, 1994 and approved by the vote of more than two-thirds Majority of the membership at the meeting of the membership held on October 18, 1994 and amended on June 22, 2006.

DATED: June 22nd, 2006

Chris Mayer
Secretary

SAFARI CLUB
INTERNATIONAL
NOVI CHAPTER

Amended Bylaws

PREFACE

The words “he”, “his”, and “him” have been used when the meaning includes “she”, “her”, and “hers”. This wording is used solely for ease of reading, and should not be interpreted as sex bias.

I. NAME AND ORGANIZATION

The name of this nonprofit corporation shall be SAFARI CLUB INTERNATIONAL, NOVI CHAPTER.

II. PURPOSES

The purposes of this organization shall be as follows:

1. To collect, organize, and distribute educational information and data regarding the wild animals of the world and hunting opportunities available in the world.
2. To receive donations and to disburse same to Safari Club International, or other organizations, or individuals pursuing the same or similar goals as this organization.
3. To affiliate with Safari Club International in Tucson, Arizona, herein "SCI Tucson", so that all regular members of this organization shall also be regular members of SCI Tucson.
4. To provide a channel for organized efforts to promote a public understanding and acceptance of sport hunting as an effective tool for wildlife conservation and management.
5. To participate and associate with other clubs throughout the world which share common goals, beliefs, and purposes.
6. To promote the goals and objectives of SCI Tucson.
7. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes set forth in Section 501 (c) (3) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exists, or as they may hereafter be amended from time to time.

III. MEMBERSHIP AND VOTING

1. **Membership:** There shall be two classes of members. Regular members shall have all of the rights of membership, including the right to

XIII. RULES OF ORDER

Except as otherwise specifically provided in these ByLaws, all meetings of the members, Board of Directors, and committees shall be governed by "Robert's Rules of Order, as Revised," insofar as they are appropriate.

XIV. PROPERTY RIGHTS

No Member, Director, or Officer shall have any rights, title, or interest in any of the assets or property of this organization, except the right to make use thereof as a member in accordance with the authority of the Board of Directors.

XV. DISSOLUTION OF THE ORGANIZATION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses, thereof, be distributed to such organizations as shall qualify under Section 501 (C) (3) of the Internal Revenue Code of 1954 as amended, subject only to any order of a court of competent jurisdiction.

VIII. ELECTION OF OFFICERS

1. **Time of Election:** At the June Board of Directors meeting, the directors shall elect from among themselves a President, a Vice-President, a Secretary, a Treasurer, and a Deputy Treasurer.
2. **Method of Voting: Directors must personally be present to vote.** Voting shall be by secret ballot. Cumulative voting and voting by proxy shall not be permitted. Each Officer shall be elected by a majority vote of those Directors present at the June meeting.

IX. COMMITTEES

The President shall appoint or dismiss any standing or special committees as he may deem necessary or desirable to serve the organization's interest, with Board of Directors approval, and appoint the chairman thereof.

X. AMENDMENTS

After sixty days written notice to the membership, these ByLaws may be amended or repealed or new ByLaws may be adopted by a vote of two-thirds of the membership present at the meeting. These ByLaws may not be amended or repealed by the Directors, except to enlarge the number of Directors per Section 1 of Article V of these ByLaws. Whenever any amendment of any ByLaw is adopted, amended, or repealed, it must be copied into the book of ByLaws of the organization by the Secretary, and copies of the revised ByLaws sent to the full membership within thirty days.

XI. CONTRACTS AND INSTRUMENTS

No person shall have any authority to expend money or bind the organization by any contract or instrument unless specifically authorized by the Board of Directors.

XII. FISCAL YEAR

The fiscal year of this organization shall commence on July 1st and end on June 30th of each calendar year.

vote on all items submitted to the general membership for a vote. Affiliate memberships shall be available to both spouses and minor children of regular members. Minor children of regular members are defined as those children of regular members under 18 years of age, or those children of regular members who are full-time students. Affiliate members shall have all rights of regular members, except the right to vote, or hold office, or be a member of SCI Tucson.

2. **Qualifications:** To be eligible for membership, a person must be of good moral character and must agree to promote the purposes of this organization.
3. **Application for Membership:** All applications for membership must be in writing on a form specified by the Board of Directors, and each applicant must be nominated and sponsored by two regular members. Applications for membership accompanied by the initiation fee must be submitted to and approved by the Board of Directors. No applications may be considered by the Board until the applicant has been interviewed by the Board of Directors, unless this requirement is waived by the Board.
4. **Voting Rights:** Each regular member in good standing shall be entitled to cast one vote on every matter submitted to a vote of the members. Neither voting by proxy, nor cumulative voting will be permitted.
5. **Certificates:** A Certificate of Membership in such form as the Directors prescribe shall be issued to an applicant upon election to membership, signed by the President or Vice-President, and the Secretary.
6. **Transfer of Membership:** No membership may be transferred to another individual by the member, or by operation of law.
7. **Initiation Fees and Dues:** Initiation fee, dues, and special assessments for members shall be established by the Board of Directors. The fees, dues, and special assessments of affiliate members shall be one-half of the amount established for regular members.
8. **Dues – When Delinquent:** Annual dues are due and payable promptly upon receipt of billing for the same from SCI Tucson. A member shall

be delinquent if payment in full is not made by, or within 60 days after the member's anniversary date. Any member who becomes delinquent, shall be considered to have voluntarily terminated membership in the organization. Affiliate members shall be billed directly by the Secretary or Membership Chairman.

9. **Termination for Cause:** A member who makes a false statement on his membership application, or whose conduct is deemed detrimental to the principles of this organization, or SCI Tucson, may be dropped from membership by vote of a majority of the Board of Directors. The Board of Directors shall have authority, but not an obligation, to set up a hearing procedure on any contested termination of membership.
10. **Resignation and Reinstatements:** A member may resign by filing with the Secretary his written resignation. Dues paid by him in advance shall not be refunded or prorated. Such resignation shall not relieve the resigning member of the obligation to pay dues, fees, or special assessments, which have accrued up to the date of such resignation, and which are unpaid. Reinstatement of a former member shall be made in the same way as an applicant for membership may be accepted: however, such applicant for reinstatement shall, as a condition of his reinstatement, be required to pay all dues, fees, and special assessments which were previously due and unpaid by him at the time of his prior resignation.
11. **Compensation:** Members shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any member from serving the organization in any other capacity and receiving compensation therefore.

IV. MEETING OF MEMBERS

1. **Annual Meeting and Order of Business:** An annual meeting of the members shall be held in June of each year. The order of business shall be as follows: (a) a complete report by the Treasurer of the financial condition of the organization, including a summary of the receipts and disbursements for the prior year; (b) a review by the President of the activities of the Board of Directors and Officers for the same period; (c) an announcement of the Directors elected per Article VI of these

the Board of Directors. If the Vice President is absent or unwilling to act, the Secretary shall perform the President's duties. The Vice-President is the President Elect.

- C. **Secretary:** The Secretary shall (1) keep the minutes of all meetings of the members and of the Board of Directors eternally in books provided for that purpose; (2) see that all notices of meetings of members and Directors are given in accordance with provision of these ByLaws, or as required by law; (3) be custodian of organization records; (4) keep a register of address of each member of the organization; (5) conduct correspondence; (6) read correspondence and other communications at the meetings of the Board of Directors; (7) perform such other duties as the President, or the Board of Directors may specify; and (8) transfer all records to his successor at the end of his term.
- D. **Treasurer:** The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the organization from all sources and deposit all such money in the name of the organization in such depositories as the Board may designate; (2) receive and give receipts for monies due and payable to the organization; (3) pay all just obligations of the organization upon approval by the Board of Directors; (4) keep a complete record of all organization income and expenditures; (5) make a report to the Directors of the financial condition of the organization every meeting; (6) at the annual meeting in June, make a complete financial report of the condition of the organization for the immediately preceding fiscal year; (7) perform such other duties as may be assigned to him by the President or the Board of Directors; and (8) transfer all records to his successor at the end of his term.
- E. **Deputy-Treasurer:** The Deputy-Treasurer shall assist the Treasurer in the performance of his duties, shall perform the duties of the Treasurer in his absence or inability, or refusal to act, and shall perform such other duties as assigned to him by the President or the Board of Directors.

committee and shall provide blank spaces for three write-in candidates. Along with each ballot mailed, there shall be instructions regarding the completion of same and the procedure for returning same to the Secretary. Tabulation shall be by the Secretary and three observers. As soon as the tabulation has been completed, the names of the duly elected Director(s) shall be announced to the membership. All Directors shall be elected at large.

VII. OFFICERS

1. **Names and Qualifications of Officers:** The officers of the organization shall be a President, a Vice-President, a Secretary, a Treasurer, and a Deputy Treasurer. No two of said offices may be held by the same person.
2. **Limitation of Powers:** No Officer may receive compensation for his services. No Officer may hold a similar office with any other club, organization, or corporation with like objectives and ideals, other than those with direct affiliation with this organization.
3. **Term of Office:** Officers shall be elected for a term of one year.
4. **Duties and Powers of Officers:**
 - A. **President:** The President shall be the principal executive officer of the organization, and, subject to the authority of the Board of Directors, shall have general supervision and control of the organizations affairs. He (1) shall preside at all meetings of the members and of the Board of Directors; (2) may sign with the Secretary or any other proper officer of the organization authorized by the Board, any contracts or other instruments approved by the Board, any contracts or other instruments approved by the Board for signature; (3) may call a meeting of the Board of Directors by giving notice in accordance with Section 7 of Article V of the ByLaws.
 - B. **Vice-President:** The Vice President shall assist the President in the performance of his duties, shall perform the duties of the President in his absence or inability, or refusal to act, and shall perform such other duties as assigned to him by the President or

ByLaws; and (d) such other new and old business as may properly come before the meeting.

2. **Installation of Officers and Board of Directors:** The installation of new Officers and Directors shall be effective July 1st of each year.
3. **Meetings:** A meeting of the members shall be held as determined by the Board of Directors. The Secretary shall give each member written notice of the time and place of each meeting at least 7 days before the meeting.
4. **Address Corrections:** It shall be the duty of each member to give the Secretary, in writing, the member's correct address, and any change thereto. Any notice required by these ByLaws to be given to a member shall be sufficient if mailed to such member at the address so furnished.
5. **Recommendations to Directors:** At any meeting of the members, they may make recommendations to the Board of Directors by a majority of those present entitled to vote. The Directors shall not be bound by such recommendations, but shall give them careful and unbiased consideration, and shall report to the membership at the next meeting what action, if any, was taken.
6. **Action by Members:** Action by the members on any matter may be taken only at a meeting. The vote of a majority of regular members, with a quorum present at the time of the vote, shall be the act of the membership, unless a greater percentage of votes on any question is required by these ByLaws.
7. **Quorum of Members:** At a meeting, properly noticed, those members present shall constitute a quorum.

V. BOARD OF DIRECTORS

1. **Board of Directors:** The property, affairs, and business of the organization shall be managed by a Board of Directors, an odd number, with a minimum of five, the number to be determined by the Board of Directors.

2. **Term of Directors:** The Board of Directors shall designate the term of office for the Directors first elected as one, two, or three years. At all subsequent elections, each Director shall take office at the first board meeting following his election, and shall hold office for a three year term.
3. **Vacancies:** Vacancies occurring on the Board of Directors may be filled by majority vote of the Directors then in office. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor.
4. **Quorum of Directors:** A majority of the Directors then in office shall constitute a quorum for the transaction of business.
5. **Action of Directors:** The vote of a majority of the Directors, with a quorum present at the time of the vote, at a meeting shall be the act of the Board of Directors, unless a greater percentage of the votes on any question is required by these ByLaws.
6. **Liability of Directors:**
 - A. To the extent permitted by law, a volunteer Director shall not be personally liable to the corporation or its members for monetary damages for breach of Director's fiduciary duty.
 - B. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions by a volunteer Director occurring after January 1, 1990.
7. **Notice of Meeting of Board of Directors:** Notice of time, date, and place of Board of Directors meetings shall be given by resolution of the Board of Directors. All notices shall be given at least forty-eight hours before the meeting. The purpose of the meeting shall be stated in the notice thereof. Attendance of a Director shall constitute his waiver of notice, unless he attends for the sole purpose of objecting to the transacting of any business on the grounds that it was not properly called.

8. **Minutes:** The minutes of the last preceding meeting of the Board of Directors shall be read at each meeting, unless dispensed with by a vote of the Directors.
9. **Treasurer's Report:** At each meeting of the Board of Directors, the Treasurer shall make a report of receipts and expenditures, and report the financial condition of the organization.
10. **Removal of Directors and Officers:** The Board of Directors shall have the power at any meeting by a two-thirds majority vote to declare vacant the office of any Director or Officer, either for cause or without cause. Upon written request of any Director or Officer so removed, the matter shall be reconsidered and voted upon again at the next Board meeting.
11. **Compensation:** Directors shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any Director from serving the organization in any other capacity and receiving compensation therefore.
12. **Expenses:** All claims for reimbursement of expenses shall be made in writing to the Treasurer. The Board of Directors must approve payment of all expenses claimed by a member, Officer, or Director.

VI. ELECTION OF DIRECTORS

1. **Qualification:** To be eligible to be nominated for Director, a person must be a member in good standing.
2. **Nomination of Directors:** The Board of Directors shall appoint a nominating committee consisting of five members, one of which shall be a member of the Board of Directors and chairman of the committee, for the purpose of selecting prospective members of the Board of Directors. This committee shall nominate up to two candidates who have indicated a willingness to serve, if elected, for each open directorship.
3. **Ballots:** Prior to the annual meeting of members in June, the Secretary shall mail to each regular member in good standing a ballot. The ballot shall list the names of those members nominated by the nominating