

# **BYLAWS OF SAFARI CLUB INTERNATIONAL FOUNDATION**

(As amended on May 9, 2009)

A Non-Profit Corporation, exempt from income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of the United States of America and providing an opportunity for contributions of tax-deductible donations by private donors

**4800 West Gates Pass Road, Tucson, Arizona, USA, 85745  
Phone: (520) 620-1220; Telefax: (520) 622-1205**

## **ARTICLE I CORPORATION NAME, ACRONYM, EMBLEM, OFFICES AND STATE OF INCORPORATION**

### **Section 1. Name and Acronym.**

The name of this non-profit corporation is “Safari Club International Foundation” and, when appropriate, may be referred to as “the SCI Foundation” or simply as “the Foundation,” or may be designated by its own unique acronym, “SCIF.”

### **Section 2. Location of Corporate Offices.**

The principal offices and place of business of SCI Foundation are located in Tucson, Arizona. The Corporation may also have offices at such other places, or may establish its principal office or offices at such other locations, as the Board of Directors may from time to time appoint or the purposes of the Corporation require.

### **Section 3. State of Incorporation.**

Safari Club International Foundation is incorporated in the State of Nevada.

### **Section 4. Corporate Seal.**

The official seal of the corporation bears the inscription “SAFARI CLUB INTERNATIONAL FOUNDATION”, and shows Nevada as the State of Incorporation, and 1972 as the date of incorporation.

### **Section 5. Official Corporate Emblem.**

The official corporate emblem is the corporate emblem adopted by the SCI Foundation Board of Directors.

### **Section 6. Use of the Emblem and other Intellectual Property.**

A. The corporate seal, emblem, names, logos, trademarks, donor lists, mailing lists and other intellectual property of the SCI Foundation (collectively, “Intellectual Property”) may not be used by any person or entity unless specifically authorized in writing by the Executive Director or the Board of Directors of the SCI Foundation, as follows:

- (a) The Board of Directors may authorize any use.

(b) The Executive Director may authorize uses, which are not exclusive in nature. An exclusive use would be where a maker of certain goods was granted a right to use Intellectual Property exclusive of all others who make similar or identical goods.

B. Intellectual Property shall not be used for any purpose having financial implications without the express written permission of the SCI Foundation Board of Directors, which permission will include terms and conditions of such use in the form of a legally-binding licensing agreement. The SCI Foundation shall protect the use of Intellectual Property and, where appropriate, shall take actions reasonably necessary to restrict their uses to authorized purposes only.

**Section 7. Official Journal.**

Any amendments to these Bylaws or to the Articles of Incorporation made pursuant Article X, resolutions of the SCI Foundation of major significance, or other matters of general interest to the members of SCI, shall be published in the OFFICIAL JOURNAL of SCI.

**ARTICLE II  
MISSION, PURPOSES, AND OBJECTIVES**

**Section 1. Mission.**

The mission of the SCI Foundation is to fund and manage worldwide programs dedicated to wildlife conservation, outdoor education and humanitarian services.

**Section 2. Purposes and Objectives.**

A. Wildlife Conservation.

To conduct and support scientific and technical studies in the field of wildlife conservation, to assist in the design and development of scientifically sound wildlife programs for the management of wildlife and hunting, and to demonstrate the constructive role that hunting and hunters play in the conservation of wildlife.

B. Conservation Education.

To carry out and to support educational programs on wildlife conservation, ecology and natural resource management that include a demonstration of the constructive role that hunting and hunters play in natural resource conservation and land management.

C. Humanitarian Services.

To design, carry out and support programs to assist the disabled in enjoying sport hunting and to utilize the resources of the hunting community and the various aspects of hunting to aid those less fortunate by providing humanitarian services.

D. Provide Charitable Donations.

To provide charitable donations to other organizations or to individuals pursuing the same or similar goals as those of the SCI Foundation; and

E. Other Purposes.

To undertake activities permitted by law to publicly-supported organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of the United States of America, and to receive or make contributions which are deductible for federal income, estate and gift tax purposes.

### **ARTICLE III MEMBERS**

SCI Foundation has no members.

### **ARTICLE IV BOARD OF DIRECTORS**

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

The affairs of the SCI Foundation are managed by its Board of Directors.

#### **Section 2. Oversight Responsibilities.**

The Board of Directors shall exercise oversight responsibility over the activities of all committees of the SCI Foundation.

#### **Section 3. Number and Composition.**

A. The number of members on the Board of Directors shall be equal to the number of members of the SCI Executive Committee, including the alternate member, plus any additional or assistant officers who are elected by the SCI Board of Directors pursuant to the SCI Bylaws and are designated as members of the SCI Executive Committee, plus the Chairman of the Audit Committee of SCI, plus one (1) additional director to be selected at-large from and by the Board of Directors of SCI.

B. All candidates for membership on the Board of Directors of the SCI Foundation are required to complete questionnaires indicating that they do not have any employment conflicts nor conflicts of interest concerning the SCI Foundation, and indicating whether or not they have been convicted previously of any wildlife offense, or of any felony.

#### **Section 4. Terms.**

A. The term of those members of the Board of Directors who are also members of the SCI Executive Committee shall commence, coincide, and terminate with their terms as Executive Committee members of Safari Club International.

B. The term of the member of the Board of Directors who is also the Chairman of the Audit Committee of SCI shall commence, coincide and terminate with his term as Chairman of the Audit Committee of Safari Club International.

C. The term of the Director-at-Large shall be one (1) year.

#### **Section 5. Vacancies.**

A vacancy on the Board of Directors shall be filled as vacancies for the position to be filled are filled under the provisions of the SCI Bylaws.

#### **Section 6. Quorum of Directors.**

Seven (7) members of the Board of Directors of the SCI Foundation shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one (1) or more Directors. In the absence of a quorum at the beginning of the meeting, the Chair or a majority of directors present may recess the meeting without notice until a quorum has been obtained, or the Chair may adjourn the meeting. However, a quorum may be presumed unless the issue of a lack of a quorum is raised on a point of order immediately after the Chair has called the meeting to order.

## **Section 7. Meetings of the Board of Directors.**

### **A. Regular Meetings.**

Regular meetings of the Board of Directors may be scheduled at any time and place fixed by the Board itself. Regular meetings may be called by the President at his discretion.

### **B. Special Meetings.**

Special meetings of the Board of Directors shall be called by the President at any time upon request in writing signed by a majority of the Board of Directors or by the President, at his discretion, stating the object of the proposed meeting.

### **C. Executive Session.**

(a) Any meeting of the Board of Directors may be held in executive session, open only to the members of the body holding an executive session and those staff or visitors invited to remain. Executive sessions may be declared by the chairman of the body or upon motion of the body. Matters relating to personnel, and matters relating to litigation or obtaining legal advice shall normally be discussed in executive session.

(b) When the Board of Directors meets in executive session, that body is empowered to make all decisions that it can make in regular session. The only difference between executive session and regular session shall be the restriction on those who can be present and participate in the discussion, the purpose being to protect the confidentiality of such discussions. Actions taken and decisions made in executive session do not have to be acted on in a regular session in order to have full force and effect but will be recorded in the minutes of the meeting.

(c) Arrangements shall be made by the chairman of the relevant body to take minutes of the issues raised and the decisions made during an executive session, but no record shall be made of the discussions.

(d) The chairman of the relevant body may request staff or visitors to be in attendance at an executive session to take minutes, to provide essential information, or for other purposes.

(e) All persons attending an executive session shall keep all matters discussed in executive sessions strictly confidential. The minutes of executive sessions shall be kept confidential, except from members of the body that met in executive session and

members of the Board of Directors, and except as otherwise required by law and these Bylaws. If the executive director attended the executive session, the minutes of the portion of the meeting attended by the executive director may be made available to him. If the executive director or a staff member is needed to carry out an action taken in executive session, the minutes should specify such person either by name or position and should reflect that the chair of the meeting has been charged with notifying the affected person and later reflect that the charge was carried out.

### **Section 8. Notice of Meetings.**

A. Notice Unnecessary if the Meeting is Fixed by the Board of Directors.

Meetings of the Board of Directors may be held without notice if the dates, times and places of such meetings are fixed by the Board of Directors.

B. Notice by Telephone, Telefax, or Mailing.

Notice may be transmitted by telephone, telefax, telegram or mail posted to the address of record for each member of the Board of Directors, and shall state the place, date, time of the meeting, and shall also indicate that it is being issued by or at the direction of the Board of Directors or by the President.

C. Waiver of Notice.

Notice is sufficient as to any member of the Board of Directors who submits a signed Waiver of Notice, whether before, during or after the meeting, or who attends or participates in the meeting without protesting the lack of notice.

### **Section 9. Voting Without a Meeting Not Allowed Unless Unanimous Written Consent Obtained.**

Voting without a meeting is not allowed unless unanimous written consent is obtained. Action required to be taken at a Director's meeting may be taken without a meeting if the action is taken by all the Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. A Director may revoke a consent by delivering a signed revocation of the consent to the President or Secretary before the date the last Director signs the consent.

### **Section 10. Board Decisions.**

A. When a quorum is present, the vote of a majority of the members of the Board of Directors present shall be the act of the Board, unless otherwise provided by these Bylaws.

B. Written minutes shall be kept of all meetings of the SCIF Board of Directors and, at the discretion of the respective chairs of all committees of SCIF. Such minutes shall record the matter discussed and the action taken, but not the discussion of the matter. When action of the body is by motion, the minutes may state the name of the maker of a motion and shall contain a statement of the motion. The name of the seconder does not need to be recorded. Those

Directors who vote against a motion may request to have their name and vote noted in the minutes. The chair or the Board of Directors may authorize a Director to briefly voice his or her position on a matter and/or have such position stated briefly in the record. The written minutes of such meetings, once approved, shall be the official and only record of such meetings. Notes, tapes or other records upon which such minutes are based shall be destroyed once the written minutes have been approved.

## **ARTICLE V CONDUCT OF OFFICERS, DIRECTORS, COMMITTEE MEMBERS, MANAGEMENT STAFF AND KEY PERSONNEL**

### **Section 1. Duties.**

All members of the Board of Directors and Officers owe a duty of loyalty, duty of care and a duty of good faith and fair dealing to SCIF.

### **Section 2. Conflicts of Interest.**

#### **A. Conflicts of Interest Policy.**

The Board of Directors shall adopt a conflicts of interest policy to protect SCIF's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of certain individuals, including members of the Board of Directors, Officers, members of Committees, SCIF's management staff, SCIF's key personnel and any other interested person. Such policy shall include, at a minimum, the procedures for disclosing a conflict of interest, determining whether a conflict of interest exists, addressing the conflict of interest, the consequences of a violation of such policy and the requirement that members of the Board of Directors, Officers, members of Committees, SCIF's management staff, SCIF's key personnel and any other interested person provide an annual statement acknowledging and agreeing to abide by the policy.

#### **B. Involved Officer or Director Counted for Quorum.**

Any Officer or Director that has a potential conflict of interest in a transaction or arrangement to be considered by the Board of Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors where matters that may be a potential conflict are considered.

### **Section 3. Private Inurement Prohibited.**

#### **A. Use of SCIF Property.**

All real and personal property belonging to SCIF is to be used only to further the exempt interests, activities and mission of SCIF. No Officer, Director, member of a Committee, SCIF's management staff, SCIF's key personnel or any other person shall receive at any time any of the net earnings of SCIF. This Section does not prohibit the Board of Directors from authorizing certain transactions between SCIF and such persons, provided that such transactions are consistent with these Bylaws, conflicts of interest policy and any other conditions or limitations adopted by the Board of Directors.

#### **B. Personal Business Interests.**

No member of the Board of Directors or of any Committee may utilize his membership on such Board or Committee in such a way as to directly or indirectly benefit his personal business interests. There is no prohibition of Board members or Committee members from responding to requests from other members of the Board or Committee relating to his personal business, but he shall not utilize SCIF letterhead or in any other way utilize his position as a member of the Board or Committee to directly pursue or seek business opportunities, within or outside of SCIF, so long as he remains a member of the Board or Committee.

#### **Section 4. Compensation Prohibited.**

No elected Officer or Director of SCIF shall be entitled to receive any compensation for his or her services to SCIF in such capacity, but shall be entitled to reimbursements of expenses as authorized by the Board of Directors. Nothing herein shall prevent any Officer or Director from serving SCIF in any other fully-disclosed capacity, and receiving compensation therefor, so long as the conflicts of interest policy has been followed.

#### **Section 5. Confidentiality.**

Every member of the Board of Directors, in accordance with his duties to SCIF, and any member of a Committee has a special responsibility to retain the security, restricted matter and internal confidences of SCIF in order to protect the interests of the Corporation. In particular, but without limitation, confidentiality must be maintained as to matters discussed during executive sessions held pursuant to these Bylaws; donor lists; mailing lists; financial matters; any other intellectual property to which SCI and/or the SCI Foundation has the rights; advocacy and fundraising plans; and other SCIF sensitive matters. Every member of the Board of Directors, or a Committee, or staff member shall execute a confidentiality agreement as may be requested by SCIF from time to time.

#### **Section 6. Procedure of Board of Inquiry for Removal of a Director or Officer.**

The Board of Directors has the power and authority at any time to suspend or remove any Officer or Director for those reasons defined in Article VIII, Section 7 of the SCI Bylaws by a two-thirds (2/3) vote of the Board and to declare the office of such Officer or Director vacant, provided that such suspension or removal has been accomplished in accordance with the procedures set forth in Article VIII, Section 8 of the SCI Bylaws.

### **ARTICLE VI OFFICERS**

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

The Officers of Safari Club International (the President, President-Elect, Deputy President-elect, the Vice Presidents (including the Sables President), the Secretary and the Treasurer) also shall serve in their same respective capacities as the President, President-Elect, Vice Presidents, Secretary and Treasurer of the SCI Foundation.

#### **Section 2. Additional Officers.**

The Board of Directors may appoint such other officers as it deems necessary; all such officers shall have authority to perform such other duties as may be prescribed from time to time by the

Board of Directors or by the President.

### **Section 3. Duties and Powers of Officers.**

#### **A. The President.**

The President shall provide leadership and policy guidance and management direction to SCI Foundation, performing all duties usually incident to the office of President, and shall perform such other duties as may properly be assigned to him by the Board of Directors. The President shall be subject to the authority of the Board of Directors. More specifically, he shall:

- (1) Preside as the chair at all meetings of the Board of Directors;
- (2) Prepare agendas for all meetings of the Board of Directors;
- (3) Sign official correspondence of SCI Foundation and, unless prohibited or limited by these Bylaws or by the Board of Directors, sign agreements and other documents that legally bind the Corporation; provided that the authority to sign any document hereunder may be delegated by the President or by the SCIF Board in writing to any other Officer of the Corporation or to the Executive Director.
- (4) Officially represent SCI Foundation and speak on its behalf in the public sector;
- (5) After conferring with the Board of Directors, create new Standing or Special Committees and appoint chairmen of such committees, except as otherwise provided in these Bylaws;
- (6) Be an ex-officio member of all Committees, with vote, except for the Audit Committee; and
- (7) Along with the Board of Directors, authorize the use of outside and in-house legal counsel by the Corporation, Directors and Officers.

#### **B. The President-Elect; Deputy President-Elect.**

- (1) The President-Elect shall assist the President as requested in the performance of the President's duties; shall assist the President and other relevant officials in formulating the SCI Foundation budget for the following year or years; shall assist the President in the formulation of long-term planning; shall assume the duties of the President in his absence or inability or refusal to act; and shall perform such other duties as may be assigned to him by the President or by the Board of Directors.
- (2) The Deputy President-Elect (if any) shall assist the President and the President-Elect as requested in the performance of the President's duties and shall have such other duties as the President, the President-Elect or the SCI Foundation Board of Directors may assign.

### C. The Vice-Presidents.

The six Vice-Presidents of Safari Club International and the President of the Sables Division as a seventh Vice-President shall serve in the same capacity in the SCI Foundation. The member of the Board of Directors of the SCI Foundation who is the alternate member of the SCI Executive Committee shall also serve in the capacity of an eighth Vice-President of the SCI Foundation. Each such Vice-President shall be assigned and will perform such duties as the President or Board of Directors may assign.

### D. The Secretary.

The Secretary, either directly or by delegation, shall:

- (1) Ensure that notices of any meetings of the Board of Directors are distributed as required by law or in accordance with these Bylaws, or as directed by the President or the Board of Directors;
- (2) Keep a permanent record of the minutes of meetings of the Board of Directors;
- (3) To the extent possible, ensure that a register of the mailing addresses, electronic mail, telephone, telefax or other electronic numbers of each Officer or Director of the SCI Foundation is maintained on a current basis;
- (4) Conduct correspondence of the SCI Foundation with others, maintaining records of such correspondence; and
- (5) Perform such other duties as the President or the Board of Directors may assign.

### E. The Treasurer.

The Treasurer shall:

- (1) In consultation with the SCI Director of Finance and the Audit Committee, have charge of the books of account of the Corporation, and assist the firm of Certified Public Accountants selected by the Board of Directors to make an annual audit of the books of account of the Corporation, shall prepare a statement of financial condition of the SCI Foundation as of the close of each fiscal year established by the Board of Directors; and shall furnish a copy of such statement, together with a certificate of audit, to each member of the Board of Directors;
- (2) Coordinate with appropriate officials regarding the placement of funds of the corporation in such banks as may be designated by the Finance/Investment Committee, and as may be ratified by the Board of Directors; and
- (3) Perform such other duties as the President or the Board of Directors may assign.

## **ARTICLE VII EXECUTIVE DIRECTOR**

### **Section 1. Terms of Employment.**

The Board of Directors shall, jointly with SCI, employ an Executive Director whose duties shall include serving as the Executive Director of the SCI Foundation.

### **Section 2. Ex Officio Member on Board.**

The Executive Director shall serve as an ex officio member of the Board of Directors, without vote; however, he is not authorized to be present in any executive session without specific approval of the body.

### **Section 3. Operations Manager of Staff.**

The Executive Director shall provide overall managerial direction and leadership to the staff of the SCI Foundation, and shall be responsible for the day-to-day administrative operations of the Foundation.

### **Section 4. Accountable to President and Board.**

The Executive Director shall be accountable and report to the President and the Board of Directors of the SCI Foundation, and shall assume such responsibilities and perform such duties as may be assigned by the President or the Board of Directors of the SCI Foundation (but not by individual members of the Board, other than the President).

## **ARTICLE VIII STANDING AND SPECIAL COMMITTEES OF SCI FOUNDATION**

### **Section 1. Responsibilities of Committees.**

The President or Board of Directors shall assign responsibilities to the Committees that relate to the administration, conduct, regulation, or oversight of particular activities or special areas or endeavors of the SCI Foundation.

### **Section 2. Appointment of Committee Chairmen and Members.**

A. Except as otherwise provided in these Bylaws, the President shall appoint a chairman (and such other position on a Committee as authorized by these Bylaws) for each Standing or Special committee as may be established, who shall serve at the President's pleasure or until their successors have been appointed and assume the duties of office. Only members of the Board of Directors of SCI or of the SCI Foundation, as well as members of SCI in good standing, shall be eligible for appointment as a chairman. Once appointed, each chairman of a Standing or Special Committee shall select such vice-chairmen and members of the Committee as are necessary and appropriate to the work of the Committee, subject to the provisions of these Bylaws.

B. Members of the Board of Directors of SCI or of the SCI Foundation, as well as members of SCI in good standing, may be appointed to membership on such Standing or Special Committees of the SCI Foundation as may be established. No other persons shall be appointed

to any Committee of the SCI Foundation.

### **Section 3. Committees Advisory to Board.**

All SCI Foundation Committees shall be advisory to the Board of Directors.

### **Section 4. Limitations on Powers of Committees.**

No Standing or Special Committee of the SCI Foundation shall exercise any powers prohibited to the SCI Executive Committee pursuant to the SCI Bylaws (unless otherwise directed by the SCI Board of Directors), or delegated to other Committees (unless directed by the SCIF Board of Directors). No corporate authority may be delegated to any Committee unless all members of such Committee are members of the Board of Directors of SCI, and unless such Committee has been delegated such authority by a resolution adopted by the Board of Directors.

### **Section 5. Committee Meetings.**

A. The Committee chairmen are authorized to schedule Committee meetings, and shall issue the official notice, stating the date, time, place and purpose of such meetings. Committee meetings may be held in executive session in accordance with Article IV, Section 7.

B. A majority of the members of a committee constitute a quorum of the committee, unless otherwise specified in these Bylaws.

### **Section 6. Standing Committees of SCI Foundation.**

#### **A. Standing Committees.**

The Standing Committees are as follows:

- (1) Audit
- (2) Compensation
- (3) Conservation
- (4) Education/Sables
- (5) Finance and Investment
- (6) National-International Fund-Raising
- (7) Humanitarian Services
- (8) Bylaws
- (9) Public Relations

#### **B. Audit Committee, Finance and Investment Committee and Bylaws Committee.**

The Audit Committee, the Finance and Investment Committee and the Bylaws Committee of the SCI Foundation shall consist of the same members, and shall exercise the same powers, duties and responsibilities, as the respective Audit Committee, Finance and Investment Committee and Bylaws Committee of SCI.

#### **C. Conservation Committee.**

- (a) Conservation Mission of the SCI Foundation.

The two-fold conservation mission of the SCI Foundation is:

- (1) To support the conservation of the various species and populations of game animals and other wildlife and the habitats on which they depend, and
- (2) To demonstrate the importance of hunting as a conservation and management tool in the development, funding and operation of wildlife conservation programs.

(b) Responsibilities of the Conservation Committee.

The Conservation Committee, working in coordination with staff, shall prepare appropriate information for the SCI Foundation long-range plan and shall develop programs and projects, and the budgets to support them, to carry out the conservation mission and to achieve the goals set forth below. The programs and projects of the Committee shall normally be implemented by staff, with participation, oversight, and assistance as necessary and appropriate from Committee members, as determined by the Committee and its chairman and vice chairman. The Committee shall develop and maintain a manual for its operations.

(c) Goals of SCI Foundation's Conservation Program.

The specific goals of the SCI Foundation's conservation program are:

- (1) To carry out or provide support for programs, projects, studies, and research that demonstrate the important role of hunting and hunters in wildlife conservation, taking into account the environmental, economic, political and cultural factors upon which the survival of such animals and their habitats depend;
- (2) To evaluate hunting and wildlife management programs to assure that game species are being properly managed for sustainable harvests;
- (3) To gather, store and make available reliable technical and other information on game animals and wildlife conservation in order to (i) support the programs and projects of the Committee and to provide technical advice to SCI, SCI committees, and the other SCI Foundation committees; and (ii) to establish the SCI Foundation's credibility with decision-makers and those who influence decision-makers;
- (4) To produce written and other materials, including scientific and technical papers, that support the programs and projects of the Committee and effectively demonstrate the important role of hunting in wildlife conservation;
- (5) To take appropriate corrective actions and positions in those cases where game species are not being properly managed for sustainable harvest;

(6) To provide guidance and assistance to SCI chapters in designing and carrying out conservation programs, including programs receiving matching grants; and

(7) To collect and disseminate information about the conservation programs being carried out by the SCI chapters.

(d) Composition and Staffing of the Committee.

(1) The Committee shall consist of a chairman, a vice-chairman, and such other members as are appropriate. The Committee may have relevant subcommittees.

(2) The Executive Director shall assign sufficient technically-competent personnel to staff the Committee.

(3) Each member of the Conservation Committee, including the chairman and vice chairman, shall have a term of three years, except that such term shall be staggered so that one-third of the Committee is replaced or reappointed each year. In order to effectuate the staggering of terms, the appointments made in the first year after this amendment takes effect shall be made in the following fashion: one-third of the appointments, including the chairman and vice-chairman, shall be for one year, one-third of the appointments shall be for two years, and one-third of the appointments shall be for three years. Any member of the Conservation Committee may be reappointed to another term.

D. Education/Sables Committee.

(a) The President of Sables shall serve as the Chairman of the Education/Sables Committee. As Chairman, the Sables President shall establish such subcommittees as necessary and shall appoint the chairs of these subcommittees. The subcommittee chairs shall select the members of their subcommittees.

(b) The Committee shall include a subcommittee designated as the Museum Subcommittee.

(c) The Committee furthers the educational work of the SCI Foundation and Sables, with the primary purpose of furthering the understanding of outdoor heritage, including the positive role of hunting, through the creation and support of wildlife and conservation education programs that are consistent with the educational missions and purposes of SCI and the SCI Foundation.

(d) As Chairman, the Sables President shall appoint Sables members as representatives to sit on other committees of SCIF and SCI, as necessary and appropriate.

(e) The Executive Director shall provide appropriate staff to support the operations of the Committee and to serve as staff liaison to the Committee.

#### E. Compensation Committee.

(a) Purpose:

As representatives of the Board of Directors, the Compensation Committee has the power, duty and responsibility to determine the organization's overall compensation philosophy and to establish the guidelines, rules and procedures necessary for the proper and efficient administration of SCIF's compensation program.

(b) Composition:

The Compensation Committee shall consist of five (5) members, including the President, who shall serve as chair, the President-Elect, the Treasurer, the immediate Past-President, and one Vice-President appointed by the President. The SCIF Human Resources Director will serve as staff liaison on the committee.

(c) Duties:

(i) Set the overall compensation philosophy as recorded in the SCIF Salary Guidelines, including review and amendments to the Salary Guidelines.

(ii) Set, monitor and review the base salary of the Executive Director and other members of executive management as set forth in applicable legislation.

(iii) Establish, monitor and determine accomplishment of variable pay award goals for the Executive Director and other applicable positions.

(iv) Review and approve any requests for variance to parameters established by SCIF's Salary Guidelines.

#### F. Public Relations Committee

(a) The Executive Director of SCI shall designate a Public Relations Committee liaison to assist the Public Relations Committee and provide any other staff that the Executive Director deems necessary.

(b) The Public Relations Committee shall coordinate with all other SCIF standing and special committees to make sure that any official communications with the press on behalf of SCIF by members or staff are compatible with SCIF's overall goals and are consistent with SCIF's mission, purposes and objectives.

#### **Section 7. Annual Reports.**

At least once each year, each Committee shall submit a written report through the Secretary of the SCI Foundation for presentation to the Board of Directors at a regular meeting of the Board, or at such other time as may be requested by the President. Each committee may make other written reports or recommendations through the Secretary to the Board at any time.

#### **Section 8. Special Committees of SCI Foundation.**

The President or the Board of Directors may, from time to time, establish such Special

Committees on an interim or ad hoc basis as either deems necessary to fulfill the objectives of the SCI Foundation, and the President shall appoint the chairman of each, on the same basis as the appointment of chairmen of the Standing Committees of the SCI Foundation. Each Special Committee shall report at such time and place as may be specified by the President or the Board of Directors, and shall be dissolved by the President upon completion of its work and the filing of its final report. In the case of a committee established pursuant to this section by a President, that committee shall be considered to have been dissolved at the end of the term of that President, unless his successor specifically extends the mandate of the committee, on the record of a meeting of the Board of Directors. The succeeding President may appoint a new chairman of the committee in question, and may modify its mandate.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the SCI Foundation shall be the same as that of SCI. It shall begin on July 1 and end on June 30.

## **ARTICLE X AMENDMENT AND REPEAL**

### **Section 1. Bylaws Committee Approval.**

A. The Bylaws Committee may initiate any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws by submitting such proposal to the Board of Directors for consideration.

B. Any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws may be initiated by a request for consideration delivered to the Bylaws Committee in writing and signed by (a) seven (7) members of the Board of Directors, or (b) any Committee. Within sixty (60) days of receipt of such request for consideration, the Bylaws Committee shall meet and review the proposal. The Bylaws Committee may revise such proposal only to the extent necessary to correct it as to form, grammar, language and compatibility with the existing Articles of Incorporation, Bylaws, and purposes, objectives, practices and procedures of the SCI Foundation. Within sixty (60) days after the Bylaws Committee meeting, the Bylaws Committee must submit to the Board of Directors the text and version of the proposal originally submitted to it, the revised version of the proposal and its recommendations as to whether or not such proposal should be approved or rejected.

### **Section 2. Notice to Board of Directors.**

Notice of a proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws must be submitted to the Board of Directors pursuant to Article IV, Section 8.

**Section 3. Proposals by the Board of Directors.**

Two-thirds (2/3) of the Board of Directors present at any regular meeting or any special meeting may adopt any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws of the SCI Foundation.

**Section 4. Adoption by Board of Directors of SCI.**

To be effective, any such proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws must be adopted or ratified by two thirds (2/3) of the Board of Directors of SCI present at a regular or special meeting.

**Section 5. Notice to Board of Directors of SCI.**

Any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws must be submitted in writing by mail to every member of the Board of Directors of SCI or published in the Official Journal not less than thirty (30) days, but not more than sixty (60) days, prior to the meeting at which it will be considered for adoption or ratification by the Board of Directors of SCI.

**Section 6. Publication upon Adoption.**

Within forty-five (45) days after adoption or ratification by the Board of Directors of SCI, the amended, altered, modified, substituted or otherwise revised or changed portion of the Articles of Incorporation or Bylaws shall be published in the Official Journal.

**ARTICLE XI  
RULES OF ORDER**

**Section 1. Parliamentary Authority.**

The procedures set forth in the latest edition of “Robert’s Rules of Order Newly Revised” shall govern the meetings of the Board of Directors of the SCI Foundation and of Special and Standing Committees of SCIF, unless specific exceptions are otherwise provided for in these Bylaws; however, the regular order of business shall not be required in official meetings conducted by telephone conference calls of the Board of Directors or of Special and Standing Committees of SCIF.

**Section 2. Parliamentarian.**

The President may appoint an official Parliamentarian of the SCI Foundation who shall be a member of SCI, and who shall serve at the pleasure of the President.

**ARTICLE XII  
AUTHORITY TO EXECUTE CONTRACTS AND LEGAL INSTRUMENTS AND TO  
DEAL WITH REAL ESTATE**

**Section 1. Authority to Execute.**

No person shall have any authority to expend the corporate funds of nor legally bind the SCI Foundation by any contract or other legal instrument unless so authorized under these Bylaws or by specific authorization of the Board of Directors.

## **Section 2. Authorization.**

In addition to authorization provided under these Bylaws, the Board of Directors may authorize any Officer or agent of the SCI Foundation to execute and deliver any binding contract or other legal instrument or note in the name of the SCI Foundation; and the Board may otherwise delegate such other representational authority deemed necessary, whether such delegation is general or limited to certain specific instances.

## **Section 3. Real Estate**

A. The Board shall exercise oversight of the operations of all real property owned, acquired or sold by Safari Club International Foundation. The Board shall also oversee any acquisition, sale or other disposal of any or all interests in real property, and of any significant improvements, remodeling or modifications to any real estate owned by Safari Club International Foundation.

B. The President of SCIF is authorized to sign any document related to the acquisition, sale, lease, expansion, renovation, remodeling or other disposition or modification of real property, provided that the conditions set forth in the next paragraph have been met. The authority of the President to sign documents may be delegated in writing to the President-Elect or to any other officer of SCIF, and where authorized by the Board of Directors, may be delegated to the chairman of a Committee, or in his absence the vice-chairman.

C. Requirement for Approval, Funds, and Review by Legal Counsel. Any acquisition, sale, lease, expansion, renovation, remodeling, or other disposition or modification of real property valued in excess of \$100,000 must have the approval, by a motion made in writing and approved by a majority vote of the Board of Directors of the SCIF and must be ratified by a majority of the Board of Directors of Safari Club International. Sufficient funds to cover the transaction must have been provided in the annual budget or otherwise must have been authorized prior to the execution of any documents related to such real property, except for agreements or documents subject to ratification by the above-required votes. Any documents or agreements relating to real property must be reviewed in advance of execution by legal counsel with experience in real estate transactions in the relevant jurisdiction

## **ARTICLE XIII INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY**

### **Section 1. Protection of Officers, Directors, and Committee Members.**

No Officer, Director, or Committee member of SCIF shall be held legally and personally liable for monetary damages for a breach of fiduciary duty in their individual official capacities, except to the extent that the breach is the result of gross negligence or willful misconduct, unless such exemption for liability or limitation thereof is not permitted under law.

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

To the fullest extent permitted by law, SCIF shall indemnify and hold harmless each of its Officers, Directors, and Committee members, and any individual that served as an Officer, Director or Committee member, that is made or threatened to be made a party to an action, suit or proceeding by reason of the fact that he or she is or was an Officer, Director or Committee

member of SCIF. The indemnification provided by this Section shall not be deemed to be exclusive of any other rights to which any person may be entitled apart from this Section.

**Section 3. Limitation of Liability.**

Notwithstanding any other provision hereof, the debts, obligations and liabilities of SCIF shall be solely the debts, obligations and liabilities of SCIF; and no Officer, Director, or member of any Committee shall be obligated personally for any such debt, obligation or liability of SCIF solely by reason of being or serving as an Officer, Director or Committee member.

**Section 4. Insurance.**

The Board of Directors shall have the power to purchase and maintain insurance on behalf of SCIF, the Officers, Directors, Committee members, employees or agents of SCIF and to provide any other potential indemnities at the expense of SCIF, against any liability asserted against or incurred by them in any capacity, whether or not SCIF would have the power to indemnify such persons against such liability under the provisions of these Bylaws.

**Section 5. Effect of Subsequent Modification or Repeal.**

Any subsequent modification or repeal of this Article shall not adversely affect any right or protection existing prior to such modification or repeal.

**ARTICLE XIV  
DISSOLUTION OF THE CORPORATION**

**Section 1. Property and Assets of the SCI Foundation Conveyed by Gift to Similar Tax-Exempt Organization in Event of Dissolution.**

Upon liquidation, discontinuance, dissolution, or abandonment of the Corporation, all of the property and assets of the SCI Foundation shall be transferred or conveyed by the Board of Directors by way of gift to one (1) or more domestic or foreign corporations, or foundations, associations, societies or organizations that are exempt from both federal and state income taxes and property taxation under Section 501 (c)(3) of the Internal Revenue Code of the United States of America, and are engaged in activities substantially similar to those of the SCI Foundation. Such transfer or conveyance shall be accomplished in accordance with the laws of the State of Nevada that pertains to the liquidation, dissolution, or abandonment of such corporations.

**Section 2. No Transfer To Any Individual Except For True Value On Competitive Bid Approved by the Board.**

In no event shall any of the properties or assets of the SCI Foundation be conveyed or transferred to any individual upon liquidation, dissolution or abandonment of the corporation, except for good and valuable consideration at fair market value, upon competitive bid, and only upon approval of the Board of Directors.

**ARTICLE XV  
INTERPRETATION OF BYLAWS**

**Section 1. Interpretation According to Nevada Law.**

In the event of a conflict of laws or difference in the interpretation of terms, the provisions of

these Bylaws shall be determined according to the laws and legal interpretation of Nevada (the State of Incorporation).

**Section 2. Interpretation by Bylaws Committee.**

In the event an Officer or Director seeks a determination of the construction of a provision of these Bylaws, the provision shall first be submitted to the Bylaws Committee for review and interpretation, such interpretation to be consistent with the intent of the Board in enacting these Bylaws and with applicable law. The Bylaws Committee shall submit to the President a written summary of its interpretation of the provision, which shall be maintained with the Corporation's records. The Board of Directors shall have the ultimate authority to determine the construction of a provision of these Bylaws, provided that such determination is consistent with Nevada law.

**Section 3. Masculine and Singular Terms Include Feminine and Plural Terms.**

The pronouns and relative words used in these Bylaws are written in the masculine and singular; however, such words shall be interpreted to also include female and plural. Membership of both sexes is enthusiastically and openly encouraged in SCI.

**Section 4. Titles.**

Titles to sections or subsections are for identification purposes only and are not a substantive part of these Bylaws.

**ARTICLE XVI.  
CHAPTERS**

**Section 1. SCIF Chapters.**

A. Only those chapters that were in existence as of August 24, 2004, and which were granted status as tax-exempt charitable organizations under section 501(c)(3) of the U.S. Internal Revenue Code pursuant to the blanket letter of determination issued to SCIF are chapters of SCIF. Provided, however, that the Board of Directors may, under such terms and conditions as it deems in the best interest of SCIF, accept other organizations that are tax-exempt charitable organizations under Section 501(c)(3) of the U.S. Internal Revenue Code, or an analogous provision of the tax laws of another country, and are or have been chapters of Safari Club International as chapters of SCIF. All such chapters of SCIF are referred to simply as "chapters" in this Article XVI.

B. All Chapters must operate pursuant to these Bylaws and within the rules, regulations, guidelines and directives established by the SCIF Board of Directors.

**Section 2. Annual Chapter Contributions to the SCIF General Fund.**

Each Chapter is required to conduct at least one (1) fund-raiser per year, and to donate thirty percent (30%) of the net proceeds from the Chapters' and from each of its Sister Organizations' (as defined in Article XV, Section 8(B)(3) of the SCI Bylaws) largest net income fund-raising project to the SCIF General Fund, however such amount shall not be less than \$2,000 each year, except that there shall be no minimum requirement for chapters in their first year of existence.

The objective is to encourage Chapters to be more than just a social group. If, for any reason, a Chapter is unable to conduct a fund-raiser in a given year, a \$2,000 minimum contribution to the SCIF General Fund will fulfill the Chapter's financial obligation to the international organization for that year. In addition, Sables Committees within SCIF Chapters are also required to contribute thirty percent (30%) of the net proceeds from their largest fundraiser to the Sables, such funds to be used for the educational purposes of the Education/Sables Committee, for the benefit of SCIF. There is no minimum requirement for such contribution. All net fundraising revenues shall be directed to the SCIF Education budget.

### **Section 3. Member of SCI Board and Attendance at SCI Board Meetings.**

The President [or other designated representative] of each Chapter is a member of the SCI Board of Directors by virtue of his position within the Chapter. Action may be taken against the President [or other designated representative] of the Chapter as an individual for his individual acts or omissions and/or such President [or other designated representative] of the Chapter may be removed from the Board of Directors as set forth in Section 5 below. The President [or other designated representative] of each Chapter is required to attend and participate in at least one (1) SCI Board meeting each year.

### **Section 4. Chapter Requirements.**

#### **A. Mission requirements.**

Each Chapter of SCIF is required to demonstrate that it acts in support of the missions and objectives of SCIF. Evidence of support of the mission and objectives of SCIF can be shown by:

- (1) engaging or participating in projects that educate the public, and particularly youth, about the constructive role of hunting and hunters in society, which may include the granting of scholarships to SCI or SCIF educational programs and for other purposes;
- (2) engaging or participating in projects for the conservation of wildlife, on either a local, regional, national or international scale, including wildlife research, wildlife management and other projects that assist in the collection and dissemination of information on wildlife populations;
- (3) participating in humanitarian activities that demonstrate the constructive role of hunters in society.

#### **B. Chapter Meetings.**

Each Chapter must meet the legal requirements of the jurisdiction in which it is located for the minimum number of meetings for an incorporated, non-profit entity, and must hold such additional meetings as may be required by the Board of Directors.

#### **C. Annual Report.**

Each Chapter shall file an annual report with the Executive Director. The annual report shall be in the format and contain the information required by the Board of Directors. The annual report shall be due on January 31.

#### D. Chapter Bylaws.

Each Chapter shall adopt its own set of Bylaws, not inconsistent with these Bylaws. A copy of the Chapter Bylaws and any amendments, alterations, substitutions or other revisions or changes thereto shall be filed with the Executive Director upon their adoption.

#### E. Fiscal Year.

Each Chapter shall establish either a fiscal year ending on March 31, June 30, September 30 or December 31, unless otherwise directed by SCIF.

#### F. Chapter Membership.

Chapters shall have members, provided that such members are also members of SCI. Chapters shall maintain an active Exception is made for members of Sables Committees within Chapters who qualify for membership as a Sable according to the Canons of the Sables. Chapter membership of not less than twenty-five (25) members, exercising continuing effort to increase the membership.

### **Section 5. Right to Vote.**

#### A. Evidence of Compliance with Requirements.

(1) Any Chapter that has not provided the Executive Director with written evidence of compliance with the requirements set forth in Subsection C below, at least sixty (60) days prior to a regular or special meeting of the SCI Board of Directors shall be notified, followed promptly with written notice if initial notice made orally, by the fastest possible means, including electronic mail, of that fact and, if that Chapter does not come into compliance within thirty (30) days prior to such meeting, the representative of such Chapter may be temporarily removed from the SCI Board of Directors. Furthermore, the representative of that Chapter, if so removed, shall not be counted in determining whether a quorum is present under the SCI Bylaws. Such notice shall simultaneously be provided to the chairman of the SCI Membership and Chapter Development Committee and the Regional Representative for that Chapter.

(2) The written evidence required by Subsection A(1) above does not need to be resubmitted prior to each meeting of the SCI Board of Directors unless there has been a material change in any such information.

#### B. Reinstatement.

When the representative of the Chapter has been temporarily removed under Subsection D, below, the right to vote shall be automatically reinstated when the Executive Director certifies that the appropriate written evidence of compliance has been received. However, such reinstatement shall be valid only for subsequent meetings of the SCI Board of Directors.

#### C. Requirements.

The requirements for which written evidence must be received are the following:

(1) maintaining an active Chapter membership of not less than twenty-five (25) members;

(2) submitting to the SCIF general fund the annual Chapter contribution of 30% of the net proceeds from the Chapter's largest net income fund raising project, or the \$2,000 minimum payment described in Section 2, above, whichever is greater;

(3) filing the required annual report to SCIF;

(4) filing a copy of the completed IRS Form 990, whether or not the filing of such Form 990 is required by law;

(5) for Chapters seeking to obtain or maintain federal tax-exempt status under SCIF's group exemption under the Section 501(c)(3) determination letter, filing all documents and information necessary to file with the Internal Revenue Service to obtain or maintain such status; and

(6) submitting a signed copy of the sublicensing agreement that governs the use, and consideration for such use, of any Intellectual Property (defined in Section 8 below).

#### D. Suspension.

After the expiration of the thirty (30) day period referred to in subsection A, above, the SCI Membership and Chapter Development Committee shall decide whether the representative of such Chapter shall be temporarily removed from the SCI Board of Directors. In considering such removal, the SCI Membership and Chapter Development Committee may waive one (1) or more of the requirements in Subsection C (1), (2) or (3), above.

#### E. Continuous Non-Compliance.

If the Chapter's representative has been temporarily removed and not reinstated within six (6) months of the removal, the charter of the Chapter may be revoked by a two-thirds (2/3) vote of the SCI Board of Directors at a meeting of the SCI Board of Directors occurring after the six (6) month period.

### **Section 6. Establishment of New Chapters.**

New Chapters may be established, pursuant to the provisions of Section 1(A) of this Article, at any regular meeting of the Board of Directors by a majority vote, and ratified by a majority vote of the SCI Board of Directors.

### **Section 7. Suspension or Revocation of Chapter Charters.**

The charter of a Chapter may be suspended or revoked by a two-thirds (2/3) vote of the SCIF Board of Directors, and ratified by a two-thirds (2/3) vote of the SCI Board of Directors, for any act or situation deemed detrimental, damaging or injurious to SCI or SCIF.

### **Section 8. Use of Intellectual Property.**

#### A. Sublicensing Agreement.

Each Chapter shall sign a sublicensing agreement with governing the use, and consideration for such use, of any emblem, name, logo, trademark, member list, donor list, mailing list or other intellectual property to which SCI and/or SCIF has the rights (collectively, "Intellectual

Property”), whether or not such Intellectual Property is formally registered with United States or other authorities, national or international. Sables Divisions with Chapters may use SCI or SCIF’s Intellectual Property subject to the terms and conditions of the Chapter’s sublicensing agreement.

#### B. Limited Use.

(1) No Chapter shall have any right to the use of Intellectual Property except pursuant to such a sublicensing agreement.

(2) Each Chapter that has signed such a sublicensing agreement shall be entitled to use Intellectual Property so licensed, in accordance with the terms and conditions of the sublicense, as long as the sublicensing agreement remains in force.

(3) No Chapter shall have the right to further sublicense the right to use Intellectual Property to any individual or entity, including, without limitation, any organization that, directly or indirectly, contributes to; has the same membership of; has been created by; adheres to the same or similar missions, purposes or objectives as; controls, is controlled by, under common control with or is otherwise affiliated with the Chapter (each, a “Sister Organization”). Any Sister Organization seeking to use Intellectual Property must enter into a sublicensing agreement, which shall govern the authorized use and consideration for such use by such Sister Organization.

#### C. Termination of Sublicense Agreement.

Upon final determination of the revocation of a Chapter’s charter, withdrawal of a Chapter, dissolution of a Chapter, any other direct or indirect termination of a Chapter’s relationship with SCIF, or as otherwise specified in the sublicensing agreement, that Chapter’s (and any Sister Organization’s, if applicable) sublicensing agreement shall terminate and thereafter become null and void and such Chapter (and any Sister Organization, if applicable) shall immediately cease all use of Intellectual Property. If the charter of a Chapter is suspended, the Board of Directors shall decide whether or not to leave the sublicensing agreement in effect during the period of suspension.

#### **Section 9. Charitable Purpose Accounts May be Maintained by Chapters of SCI**

A Chapter of SCI may establish and maintain a charitable purpose account within SCIF for the purpose of making contributions for charitable purposes. Any SCI Chapter that has established such a charitable purpose account within SCIF may raise funds under the authority of the charitable tax-exempt status of SCIF. Any such funds must be deposited in the charitable purpose account within SCIF which the Chapter has established pursuant to this section. The Chapter may recommend to SCIF on which Conservation, Humanitarian or Education programs the funds should be spent in its local area. SCIF shall administer the funds pursuant to its investment policy statement and spending policy and distribute the funds in furtherance of its exempt purposes to support programs in the Chapter’s local area. Each SCI Chapter which establishes a Charitable Purpose Account within SCIF must enter into an agreement with SCIF which defines the conditions for the use of SCIF intellectual property for the purpose of raising funds to be deposited into such a charitable purposes account, and how funds raised by the

Chapter will administered by SCIF.