

# **SAFARI CLUB INTERNATIONAL**

## **Detroit Chapter**

### **BY-LAWS**

(as last amended December 5, 2013)

#### **ARTICLE I - NAME**

The name of this corporation shall be: Safari Club International - Detroit Chapter.

#### **ARTICLE II - CORPORATE OFFICES**

The principal location of this corporation shall be the office or home of the President of Safari Club International - Detroit Chapter.

#### **ARTICLE III - PURPOSES**

The purpose of this corporation shall be:

1. To collect, organize and distribute educational information and data regarding the wild animals of the world.
2. To provide charitable donations to other organizations or individuals pursuing the same or similar goals as this corporation.
3. To promote, establish and conduct scientific and biological studies regarding the wild animals of the world; to learn more of their genealogy, habitat and environmental requirements. These studies will be conducted in an effort to provide a sound basis and scientific evaluation of management of our wild animals.
4. To support legislative work which fosters and promotes the above-stated purposes.
5. To preserve and protect hunters rights.
6. To educate and inform the public concerning sport hunting.
7. To promote safe sport hunting.

#### **ARTICLE IV - MEMBERS AND THEIR VOTING AND OTHER RIGHTS**

Section 1. Classes of Members

There shall be three (3) classes of Members which shall be Regular, Life, and Presidential. Hereinafter, individuals of each class shall be referred to as a Member or collectively as Members.

Section 2. Membership Qualifications

A person to be eligible as a Regular Member must be a member of Safari Club International (SCI) and/or Safari Club International Foundation–Sables (SCIF–Sables), be of good moral character, shall have demonstrated an active interest in hunting and conservation, and shall have paid the dues and assessments established from time to time by the Board of Directors pursuant to Section 7 hereof.

A person to be eligible as a Life Member must be a Life or Senior Life member of SCI and/or SCIF-Sables, shall be of good moral character, shall have demonstrated an active interest in hunting and conservation, shall have paid the chapter Life Member dues and shall thereafter be exempt from the payment of dues and assessments established by the Board of Directors.

A person to be eligible as a Presidential Member shall have served not less than one (1) term as President of Safari Club International–Detroit Chapter. Presidential Members shall be exempt from the payment of dues and assessments established by the Board of Directors.

### Section 3. Good Standing

A member is in good standing who is current in the payment of dues, fees and assessments as assessed by the Board of Directors and required to be paid by such member and has abided by other qualifications of membership.

### Section 4. Applications for Membership

All applications for membership shall be approved by the Board of Directors.

### Section 5. Voting Rights

Each Regular Member in good standing shall be entitled to cast one (1) vote on every matter submitted to a vote of the members.

### Section 6. Restrictions on Voting Rights

Voting by proxy and/or cumulative voting shall not be permitted.

### Section 7. Dues

Dues and Special Assessments for Regular Members shall be as recommended by the Board of Directors and shall become effective as to each member when ratified by the Board of Directors. Failure of a member to comply with any such recommendation within six (6) months after notification shall be grounds for revocation of the membership of that member.

### Section 8. Dues - When Delinquent

Annual dues are assessed on an annual basis and become delinquent when sixty (60) days past due.

### Section 9. Termination, Suspension, or Reprimand for cause.

A member who makes false statements on his or her membership application or whose conduct is deemed detrimental to the principles of Safari Club International may be dropped from membership, suspended, or reprimanded. Prior to taking such action by the Board of Directors, such members shall be cited in writing and given all opportunity to be heard on the charges alleged, before the Board of Directors or a committee appointed therefore by the Board. If a committee is appointed to hear the matter, such committee shall report to the Board of Directors, who by majority act shall either remove such member from the membership rolls, suspend such member for a term determined by the Board, reprimand such person, or dismiss the charges.

### Section 10. Resignation and Reinstatements

Any member may resign by filing with the Secretary his or her written resignation. Dues paid by him or her in advance shall not be refunded or pro-rated. 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 Regular Member shall be made in the same way that an applicant for new membership

may be accepted; however, such applicant for reinstatement shall pay all dues, fees and special assessments which were previously due and unpaid by him or her at the time of his or her prior resignation.

#### **ARTICLE V - MEETINGS OF MEMBERS**

##### Section 1. Meetings

Meetings of the members shall be held at a date, time and place to be determined by the President.

##### Section 2. Special Meetings

Special meetings of the members at any date and place may be called by the President or twenty five percent (25%) of the Board of Directors.

##### Section 3. Notice of Meetings

Written or printed notice, including a call of a special meeting, shall state the date, time, place and purpose of the holding thereof and shall be delivered personally or by mail to each Regular Member at least ten (10) days prior to the date of the meeting. Such notice shall be sent by the Secretary at the direction of the President or Board of Directors. Mailed notices required or permitted by these by-laws shall be deemed delivered the day after they are deposited in the United States mail, addressed to the member at his or her address appearing on the Corporation's records, with postage thereon fully paid.

##### Section 4. Quorum

A quorum at any meeting of Regular Members shall consist of fifty (50) or twenty five percent (25%) of such voting members. In absence of a quorum at such meeting, its members present may adjourn the meeting to a later date, time and place.

##### Section 5. Voting

A majority of the votes cast at a meeting where a quorum is present shall be required to determine any question presented at such membership meeting unless a greater percentage of votes on a question is required by these by-laws.

#### **ARTICLE VI - DIRECTORS**

##### Section 1. Board of Directors

The property, affairs and business of the corporation shall be managed by a Board of Directors. The Board of Directors will consist of not more than fifteen (15) elected or appointed members in good standing of the corporation.

Each member of the Board of Directors owes a duty of loyalty, duty of care and a duty of good faith and fair dealing to the corporation and shall perform such duties in accordance and compliance with the laws of the State of Michigan and the rules and regulations promulgated by the United States Internal Revenue Service.

##### Section 2. Qualification of Directors

A director of the Corporation shall be eligible for election or appointment if said person shall have attained the age of twenty-one (21) years of age and shall be a Regular Member of the corporation in good standing. Not more than two (2) members of an immediate family shall serve as a Director at a given time. Immediate family shall be defined to include spouse, father or mother, son or daughter, and brother or sister.

##### Section 3. Election and Terms of Directors

The membership shall elect the Directors, one third (1/3) of whom shall stand for election each year. Each such elected director shall then take office on July 1st following his or her election and shall hold office for a period of three (3) years or until his or her successor has been duly elected and qualified.

Procedure to follow: At least three (3) weeks prior to the meeting of the Board of Directors in May of each year, the Secretary (as directed by the Nominating Committee) shall mail to each Regular Member in good standing a ballot. The ballot shall list the names of those members nominated by the Nominating Committee and shall provide a blank space for write-in candidates. Along with each ballot mailed, there shall be instructions regarding the completion of the same and the procedure for returning the same to the Secretary. The ballots shall be tabulated during the early part of the regular board meeting in May. Said tabulation shall be by the Secretary and three (3) observers. When the tabulation is completed, the names of the duly elected directors shall be announced to the membership at the next meeting of members.

#### Section 4. Vacancies

Vacancies occurring on the Board of Directors, for any reason, may be filled by a 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 or her predecessor.

#### Section 5. Quorum of Directors

Not less than fifty percent (50%) of the Directors then in office shall constitute a quorum for the transaction of business. At any meeting, a majority of those present may adjourn the meeting without notice from time to time until a quorum shall have been obtained.

#### Section 6. Action by Directors

The vote of a majority of the Directors with a quorum present at the time of the vote shall be the act of the Board of Directors unless a greater percentage of votes on any question is required by these by-laws.

#### Section 7. Meetings of the Board

Regular meetings of the Board of Directors shall be held on any date and at such time and place as may be fixed by the Board of Directors. Special meetings shall be held upon the call of the President or upon the request of at least fifty percent (50%) of the Board of Directors of Safari Club International - Detroit Chapter.

#### Section 8. Notice of Meetings

Regular meetings of the Board of Directors may be held without notice if the date, time and place of such meetings are fixed by the Board of Directors. Special meetings of the Board shall be held upon notice to the Directors. Such notice shall state the place, date, time and purpose of the meeting and indicate that it is being issued by or at the direction of the person or persons calling the meeting. The notice shall be given at least seven (7) days in advance of the date set for the meeting by telephone, telegram, telefacsimile transmission ('fax'), electronic mail ('e-mail'), or U.S. first class mail. This notice may be waived if at least two-thirds (2/3) of the Board of Directors agree to such waiver of the seven day notice of meeting.

#### Section 9. Business Conducted by Mail

In the event that it shall be necessary for the Board to carry out the corporation's business and it is impractical for the Board to meet, the Executive Committee may cause the Secretary to poll all Directors by mail, personal contact or telephone on any specific matter or matters being placed before the Board. Any matter may be passed by the affirmative vote of a simple majority of all elected Directors then serving.

If the vote shall have been made in writing, the Secretary shall record the specific matter or matters being placed before the Board and attach thereto the ballots received. If the vote shall have been taken verbally, the Secretary in the minutes shall record a written memorandum of the vote, including the names and votes of those Directors voting,

in the minutes of the Board, and shall, as soon as practical, obtain from each Director a written confirmation of such memorandum.

Proxy: Voting by proxy shall be limited as follows:

1. Any Director may give his or her proxy to another Director
2. No person shall be permitted more than two (2) votes.
3. No proxy or accumulative voting involving amendment or repeal of By-Laws.

#### Section 10. Minutes

The minutes of the last preceding meeting of the Board of Directors shall be read at each meeting a quorum is present unless dispensed with by a majority vote of such Directors.

#### Section 11. Treasurer's Report

At each regular meeting of the Board of Directors, the Treasurer shall make a written report of receipts, expenditures, and give the financial condition of the Corporation.

#### Section 12. Executive Committee and Other Committees

A. Executive Committee. The President shall designate from among the members of the Board of Directors an Executive Committee consisting of the President, the immediate Past President, and three other Directors. The Executive Committee shall have all of the authority of the Board of Directors, provided they unanimously agree, except such committee shall not have the authority to do the following:

1. Submit members to any action that requires member's authorization under legal requirements.
2. The filling of vacancies of the Board of Directors.
3. The amendment or repeal of By-laws or the adoption of new By-laws; or
4. The amendment or repeal of any resolution of the full Board of Directors.

The Board of Directors may from time to time designate one (1) or more alternate members of such committee. Such committee shall serve at the pleasure of the Board of Directors.

B. Nominating Committee. The Nominating Committee shall consist of the President-Elect, or if none, the current President and four (4) Directors as selected by the President-Elect/President from the Board of Directors.

C. Audit Committee. There shall be an Audit Committee whose purpose shall be to provide reasonable assurance that the corporation's assets are safeguarded and the finances are properly managed. The committee shall consist of at least two (2) members, one (1) member appointed by the President and one (1) member elected or appointed annually by the Board of Directors. The Audit Committee shall report its findings to the Board of Directors.

D. Education Sables-Committee. There shall be an Education Sables-Committee. The Education Sables-Committee chair must be a member in good standing of Safari Club International-Detroit Chapter and both SCI and SCIF-Sables. Additional members of the Education Sables-Committee, who may or may not be Members of Safari Club International-Detroit Chapter, are appointed by the Education Sables-Committee chair.

E. Michigan Involvement Committee. The Board of Directors shall appoint one (1) member and one (1) alternate member to the Michigan Involvement Committee annually.

F. Ombudsman Committee. Such committee shall investigate, report and resolve such matters as referred to them by the President and/or the Board of Directors.

G. Other Committees. The President shall establish such other committees as he or she shall deem advisable and shall appoint the chair thereof. A committee chair shall approve members of his or her committee. Such committees shall be advisory to the Executive Committee and shall be advisory to the Board of Directors.

H. Immediate Family. No committee shall be constituted by more than one member of an immediate family. Immediate family shall be defined as to include spouse, father or mother, son or daughter, and brother and sister.

Section 13. Removal of Directors

The Board of Directors shall have the power at any time by two-thirds (2/3) vote of the entire Board of Directors to remove any Director, either for cause or without cause. By way of illustration and not limitation, violation of Sections 15, 16 and 17 shall constitute cause.

Section 14. Compensation

Directors shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 15. Conflict of Interest

When any matter known to a Director is being considered or acted upon by the corporation's Board of Directors and he or she has, or a family member of him or her has, or a company in which he or she or a family member has, any financial interest in the matter, such Director shall: 1) disclose the financial interest and relevant details thereof to the Board of Directors; 2) remove himself or herself from all deliberations on, discussions about, and participation in the matter such that he or she does not attempt to influence a decision on the matter; and 3) refrain from voting on any such matter, with his or her abstention noted in the records of the meeting.

Any Director that has a potential conflict of interest in a transaction or arrangement to be considered by the Board of Directors that is present at such meeting but has removed himself or herself from the discussion or vote on such transaction or arrangement may nevertheless be counted in determining the presence of a quorum at such meeting.

No Director may hold a similar office with any other club, organization or corporation with like objectives and ideals similar to those of this corporation without approval of the Board of Directors.

Section 16. Confidential Information

Confidential information acquired by a Director shall remain as such during and after the term of the Director ends. Directors shall not engage in any business or activity where it is reasonably foreseeable that it might require or induce the disclosure of confidential information obtained while acting as a Director.

Section 17. Harm or Prejudice

No Director shall act in any way that reasonably could be understood to be prejudicial to, or create the perception that his or her actions were prejudicial to the successful pursuit by the corporation of its goals, damage its reputation, or harm its tax-exempt status.

## **ARTICLE VII - OFFICERS**

Section 1. Names of Officers

The officers of the corporation shall be President, President-Elect, Vice President, Secretary and Treasurer. In addition, the Board may elect such other officers or assistant officers as it may determine.

Section 2. Limitation of Powers

Any Officer may receive compensation for his services, including reimbursement of expenses, as shall be authorized by the Board of Directors.

### Section 3. Qualifications

To be eligible to hold an office, an officer must be a Regular Member in good standing.

### Section 4. Election and Term of Office

At the first Board of Directors meeting after May 1 of each year, a slate of officers for the next yearly term shall be nominated by the Nominating Committee. Nominations may also be made from the floor, for any officer's position. Such voting for the slate of officers for the next term shall be by the Directors who shall constitute the Board of Directors at the then current time. Officers shall be elected for a term of one (1) year. Officers may be elected for successive terms, or positions previously held. The term of such newly elected officers shall begin on July 1 of each year.

### Section 5. Removal

The Board of Directors shall have the power, at any time by two-thirds (2/3) of the entire Board of Directors, to remove any officer, either for cause or without cause.

### Section 6. Duties and Powers of Officers

**President** - The President shall be the Chief Executive Officer of the corporation and, subject to the authority of the Board of Directors, shall have general supervision and control of the corporation's affairs. The President shall chair meetings of the Board of Directors and be a member of the Executive Committee. He or she shall:

- A. Preside at all meetings of the members and the Board of Directors of the corporation.
- B. May sign such documents with another proper officer of the corporation as may be authorized by the Board.
- C. Appoint chairs of committees and create committees relating to the operation of the corporation.
- D. Perform all duties incident to the office of the Presidency and other duties assigned him or her by the Board.

**President-Elect** - The President-Elect shall be the Chief Operating Officer of the corporation and subject to the authority of the Board of Directors. The President-Elect shall carry out such duties as are assigned to him or her by the Board of Directors and/or the President. He or she shall:

- A. In absence of the President, or in the event of his or her inability or refusal to act, then such President's duty shall be performed by the President-Elect;
- B. May sign such documents with another proper officer of the corporation as may be authorized by the Board of Directors;
- C. Shall confer with the President on creation of committees and appointments of chairs of said committees;
- D. Perform all duties incident to the office of the President-Elect and other duties assigned him or her by the Board of Directors and the President;

**Vice President** - There shall be elected at the first Board of Directors meeting after May 1 of each year at least one (1) Vice President. A Vice President shall perform duties as the President, or Board of Directors shall assign to him or her. In the absence of a President-Elect, the Vice President shall be the Chief Operating Officer. If there shall be more than one (1) Vice President, the Board of Directors shall designate which Vice President shall act in the absence of the President-Elect.

**Treasurer** – The Treasurer shall:

- A. Be responsible for all funds and securities of the corporation from all sources and depositories as the Board of Directors shall designate;
- B. With the approval of the Board of Directors may designate such person or persons necessary to assist him or her as his or her agent in carrying out the duties of his or her office;
- C. Review all records of corporate income and expenditures;
- D. Make a report to the members of the financial condition of the corporation;
- E. In the absence of the President, President-Elect, or Vice President, or in the event of their inability or refusal to act, then such President's duty shall be performed by the Treasurer.
- F. Perform such other duties as may be assigned to him or her by the President and Board of Directors.

**Secretary** - The Secretary shall:

- A. Keep the minutes of the meetings of the members and the Board of Directors in a book provided for this purpose;
- B. See that all notices of the meetings of the members and Directors are given in accordance with the provisions of these by-laws or as required by law;
- C. Keep a register of the addresses of each member of the corporation;
- D. Conduct correspondence;
- E. Prepare agendas for all the meetings of members and Directors at the direction of the President and/or Executive Committee;
- F. Perform such other duties as the Board of Directors or President may specify.

#### **ARTICLE VIII - SEAL**

The Corporate Seal shall be adopted by the Board of Directors.

#### **ARTICLE IX - CONTRACTS AND INSTRUMENTS**

Section 1. Authority to Execute

No person shall have any authority to expend money or bind the corporation by any contract or instrument unless authorized by these by-laws or by the Board of Directors to do so.

Section 2. Authorization

The Board of Directors may authorize any officer, officers, agent or agents of the corporation to execute and deliver any contract, note or other instrument in the name of the corporation, and such other authority may be general or confined to specific instances.

#### **ARTICLE X - FISCAL YEAR**

The fiscal year of this corporation shall end on September 30th of each year.

#### **ARTICLE XI - RULES OF ORDER**

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

## **ARTICLE XII - PROPERTY RIGHTS**

No member, director, or officer shall have any right, title or interest in any of the assets or property of this corporation except the right to make use thereof as a member in accordance with the rules and regulations adopted by the Board of Directors.

## **ARTICLE XIII - DISSOLUTION OF THE CORPORATION**

Upon liquidation, dissolution, winding-up or abandonment of this corporation, all of the property and assets of the corporation shall be transferred or conveyed by the Board of Directors by way of gift to one (1) or more domestic or foreign non-profit corporations, foundations, associations, societies, or organizations exempt from Federal and State income and property taxation and engaged in activities substantially similar to those of this corporation as may be elected by this corporation's Board of Directors, all in accordance with the laws of the state of incorporation relating to the liquidation, dissolution, winding-up or abandonment of its non-profit corporations. In no event shall any properties or assets of this corporation be conveyed or transferred to any member, upon the liquidation, dissolution, winding-up or abandonment of this corporation. On a trust indenture wherein the corporation is the trustee and there remain unperformed duties or funds due under the trust provision, and such trust agreement does not contain a provision giving the corporation power to appoint a successor trustee, upon dissolution, the corporation may make application to a court of competent jurisdiction in the state of incorporation designated by the trust indenture for the appointment of a successor trustee to administer such fund.

## **ARTICLE XIV - INTERPRETATION OF CONTRACT**

The pronouns and relative words herein used are written in the masculine and singular. However, membership shall include persons of the feminine sex; and such words shall be read as if written to include members of the feminine sex.

## **ARTICLE XV - AMENDMENTS**

### Section 1. Amendment by the Board of Directors

A. These by-laws may be amended at any meeting of the Board of Directors at which a quorum is present by an affirmative vote of two-thirds (2/3) of the Directors present and voting, provided the proposed amendment has been submitted in writing at the previous meeting of said Board, or has been sent by mail to every member of the Board not less than thirty (30) days prior to the meeting of the Board at which the proposed amendment is to be considered. To qualify for consideration under this section, the proposed amendment must be signed by at least two (2) Directors or, alternatively, by fifty (50) members of the corporation who are entitled to vote.

B. Any change to the by-laws of the corporation adopted by the Board of Directors shall be published in the following issue of the official newsletter or publication of the corporation.

### Section 2. Amendments by the Members at a Meeting of the Membership

A. These by-laws may be amended at any duly-authorized and officially called meeting of the members by an affirmative vote of two-thirds (2/3) of the members present who are entitled to vote.

B. Such proposals for changes to the by-laws to be voted upon by the membership may be recommended by a majority of the Directors at any meeting of the Board at which a quorum is present or, alternatively, must be signed by fifty (50) members of the corporation who are entitled to vote.

C. Proposals for any such changes to the by-laws at a meeting of the membership must be printed in the official publication or journal of the corporation not less than thirty (30) days nor more than ninety (90) days before the meeting of the members at which the proposed amendment is to be considered.

D. Notwithstanding prior notice by mail or by publication of specific amendments proposed for changes to the by-laws, germane amendments to such proposals made from the floor shall be in order.

E. Any changes to the by-laws of the corporation adopted by the members pursuant to this section shall be published in the following issue of the official newsletter or publication of the corporation.

#### **ARTICLE XVI - INDEMNIFICATION**

Section 1. A volunteer director, as defined in Public Act 162 of 1982, as amended, (the "Act") or a volunteer officer is not personally liable to the corporation or its members for monetary damages for a breach of the Director's or Officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director or officer for any of the following:

- (a) A breach of the Director's or officer's duty of loyalty to the corporation or its members,
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
- (c) A violation of section 551(1) of the Act,
- (d) A transaction from which the Director or officer derived an improper personal benefit,
- (e) an act or omission occurring before the effective date of this Article, or
- (f) an act or omission that is grossly negligent.

Section 2. This corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer Director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer Director's duties.

Section 3. This corporation assumes the liability for all acts or omissions of a volunteer Director, volunteer officer, or other volunteer occurring on or after the effective date of this Article if all the following are met:

- (a) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- (b) the volunteer was acting in good faith,
- (c) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,
- (d) the volunteer's conduct was not an intentional tort,
- (e) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act 218 of the Public Acts of 1956.

Section 4. In the event that the Act is amended to further eliminate or limit the personal liability of volunteer Directors, volunteer officers, or other volunteers, then the liability of a Director, officer, or other volunteer of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal, modification, or adoption of any provision in these by-laws which is inconsistent with this Article shall not adversely affect any right or protection of a Director or officer or other volunteer of this corporation existing at the time of such repeal, modification or adoption.