

SAFARI CLUB INTERNATIONAL TEXAS HILL COUNTRY CHAPTER BYLAWS

Approved by the Board of Directors: October 2, 2008
Amended and Approved by the Board of Directors: October 13, 2011

I. NAME AND ORGANIZATION:

The name of this non-profit organization shall be SAFARI CLUB INTERNATIONAL, TEXAS HILL COUNTRY 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 Safari Club International.
4. To provide a channel for organized efforts to promote 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 that share common goals, beliefs, and purposes.
6. To promote the goals and objectives of SCI Tucson, including the following:
 - A. The Chapter will conduct at least one fundraiser per year and contribute 30% of the net from the most profitable fundraiser event that year to SCI Tucson. In any year a fundraiser is not conducted, a minimum of \$2,000 shall be contributed to the general fund of SCI Tucson.
 - B. The Chapter shall produce a quarterly newsletter and a copy of same shall be provided to all current Chapter members, SCI Tucson, the President of SCI Tucson, and the Regional Representative.
 - C. The Chapter shall be represented at least one Board meeting of SCI Tucson per year in addition to the meeting held at the annual convention.
 - D. The Chapter will submit to the Regional Representative a written report on Chapter activities prior to each Board meeting held by SCI Tucson.

- E. The Chapter will conduct at least one conservation project annually.
 - F. The Chapter will conduct at least one educational project annually.
 - G. The Chapter will hold membership meetings at least quarterly.
 - H. The Chapter will prepare and forward to SCI Tucson a year-end financial statement not later than three months after the close of the Chapter's fiscal year.
 - I. The Chapter will have at least 25 members at all times.
7. To engage in such other activities as may be appropriate in conjunction with the foregoing.

III. MEMBERSHIP AND VOTING:

1. Membership: There shall be two classes of members.
 - A. Regular members shall have all of the rights of membership, including the right to vote on all items submitted to the general membership for a vote.
 - B. For the provision of Husband and Wife occasions, one spouse may have a national membership without magazine and newspaper subscriptions for a discounted rate. As long as both such spouses are Chapter members, both have the right to vote on all items submitted to the general Chapter membership.
2. Membership Qualifications: Members of SCI shall be of good moral character, and shall have demonstrated an active interest in both hunting and in wildlife conservation.
3. Application for Membership: All applications for membership are subject to approval by the Board of Directors of SCI Tucson, and where applicable, by the local Chapter when the applicant has applied for membership in a Chapter. However, unless good cause is shown, all applications shall be accepted.
4. Voting Rights: Each adult Chapter member in good standing shall be entitled to cast one vote on every matter submitted for a vote of the members. Neither voting by proxy nor cumulative voting will be permitted.
5. Transfer of Membership: No membership may be transferred by any manner from the Chapter.
6. Initiation Fees and Dues: Initiation fees and dues and special assessments for members shall be established by the Chapter Board of Directors and approved by the membership.
7. 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 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.

8. Cause for Termination: A member who makes false statements on his/her membership application or whose conduct is deemed detrimental to the principles of this organization or SCI Tucson may be dropped from Chapter membership by vote of a majority of the Chapter members present at any regularly planned meeting. The motion for the removal of the Chapter member shall have cause and said motion should be made by a member of the Chapter Board of Directors. The Board of Directors shall have authority, and an obligation, to set up hearing procedures on any contested termination of membership.

9. Resignation and Reinstatement: A member may resign by filing with the Board his/her written resignation. Dues paid by him/her 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 that an applicant for membership may be accepted; however, such applicant for reinstatement shall, as a condition to reinstatement, be required to pay all dues, fees and special assessments which were previously due and unpaid by him/her at the time of his/her resignation.

IV. MEETINGS:

1. Order of Business: The order of business shall be: (a) Minutes, (b) Treasurer's report, (c) A report by the committee chairpersons of the activities of their respective committees, (d) Review by the president of the activities of the Board of Directors and officers for the same period, (e) Old business, (f) New Business.

2. General Membership Meetings: A regular meeting of the members shall be held: (a) At least four times per year with one meeting during or near spring, summer, fall, and winter. The Board shall give each member written notice of the time and place of each regular meeting at least fourteen (14) days before the date scheduled for the meeting. (b) On even numbered years, during the spring general membership meeting, election of the Chapter officers shall be held. (c) The installation of new Officers and Directors shall be held at the end of the meeting in which elections were held.

3. Special Meetings: The Board of Directors may call a special meeting of the members for any purpose it deems appropriate. Written notice, including a call of the special meeting, shall state the date, time and place of the holding thereof and shall be delivered by mail, fax or email to each member entitled to vote at such meeting at least seven (7) days before the date of the meeting. All notices may be given by mail, fax or email. Notices shall be sent to each member's information appearing on the organization's records. If sent by mail, they shall be deemed delivered on the day after mailing, and if sent by fax or email, they shall be deemed delivered on the day sent. The purpose of a special meeting shall be stated in the notice thereof. Attendance of a Member shall constitute his/her waiver of notice unless he/she attends for the sole purpose of objecting to the transacting of any business thereat on the grounds that it was not properly called.

4. Quorum of Members: A quorum shall be constituted as follows: At a regular meeting, properly noticed, those members present. At a special meeting, at least one-fourth of the total membership.

V. BOARD OF DIRECTORS:

1. The property affairs and business of the organization shall be managed by a Board of Directors (BOD). The Board of Directors shall consist of:

A. The President.

B. The Vice-President & 2nd Vice-President.

C. The Secretary.

D. The Treasurer.

E. All Committee Chairpersons regarding which there shall be at least the following:

1) Activities/Program Chairperson.

2) Membership Chairperson.

3) Fundraiser Chairperson.

F. The Immediate Past President for a period of twelve (12) months following the conclusion of his/her presidency.

G. The Sables president for the Chapter (if applicable).

H. At-large Directors appointed by the President or Vice-President, but only if also approved by a 51% vote of the BOD then in office.

2. Term of Directors: Each Director shall take office after elections for a one-year term, with an option to renew for an additional year, or if appointed at a later date, the Director shall hold office from the date appointed until the next election of Officers.

3. Vacancies: Vacancies occurring on the BOD 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/her predecessor.

4. Quorum of Directors: A majority of the Directors then in office shall constitute a quorum for the transaction of business.

5. Action by Directors: The vote of a majority of the Directors with a quorum present at the time of the vote at a regular or specially called meeting shall be the act of the Board of Directors unless a greater percentage of votes on any question is required by these Bylaws.

6. Notice of Meeting of Board of Directors: Notice of time, date, and place of regular meetings shall be given by resolution of the BOD or in the manner herein provided for special meetings. Notice of all special meetings shall be given as follows: All notices shall be given at least fourteen (14) days before the meeting, and may be given by telephone or in person or by mail, fax, or email. Notices by mail, fax, or email shall be sent to each Director's address appearing on the organization's records. If sent by mail, they shall be deemed delivered on the day after mailing, and if sent by fax or email, they shall be deemed delivered on the day sent. The purpose of a special 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 thereat on the grounds that it was not properly called.

7. Meetings of Board of Directors:

A. Regular Meetings: A regular meeting of the BOD shall be held at least quarterly, approximately spring, summer, winter, and fall, at the time and location agreed upon at the prior Board meeting or properly noticed pursuant to these Bylaws.

B. Special Meetings: A properly noticed special meeting of the BOD pursuant to these Bylaws may be called by the President or Vice-President of the organization.

8. Minutes: The minutes of the last preceding meeting of the BOD shall be submitted prior to each meeting for BOD's review and voted upon at the meeting unless dispensed with by a vote of BODs.

9. Treasurer's Report: At each regular meeting of the BOD, the Treasurer shall make a report of the receipts and expenditures, and report the financial condition of the organization.

10. Removal of Officers: The BOD shall have the power at any regular or special meeting by two-thirds quorum vote (i.e., at least 5 of 7 directors, 6 of 9 directors, etc.) to declare vacant the office of any Officer for just cause. Upon written request of any Director or Officer so removed, the matter shall be reconsidered and voted upon at the next regular Board meeting.

VI. MONETARY MATTERS:

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

2. Compensation: Contributions may be made to this Corporation by organizations and individuals. The Board may accept on behalf of the Corporation any contribution for the general purposes of the Corporation for any specific purpose consistent with the purposes of the Corporation. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for the specific purpose. The Board may reject any contribution not consistent with the Corporation's purposes.

3. Expenses: The Director's shall establish such permanent record of each contribution as may be necessary to make a memorial thereof and to substantiate tax records of the Corporation. A permanent record shall be kept of all transactions of funds received and spent by the Corporation. All claims for reimbursement of expenses shall be made in writing to the Treasurer. The Chapter's Treasurer must approve all valid (previously approved) expenses claimed by a member, Officer or Director.

4. Annual Accounting Summary: The board of directors shall select an independent certified public accountant or accounting firm to prepare the annual tax return and evaluate the books and statement of financial position of the organization on an annual basis prior to each election.

VII. OFFICERS:

1. Names and Qualifications of Officers: The Officers of the organization shall be a President, a Vice-President and 2nd Vice-President, a Secretary, and a Treasurer. No two of said offices may be held by the same person.

2. Compensation/Expense Reimbursement: No Officer may receive compensation for his or her services. However, in order to encourage the President (or if he/she is unable, the following in the following order: Vice-President, 2nd Vice President, Secretary, Treasurer, Activities/Program Chairperson, Membership Chairperson, Fundraiser Chairperson, Sables President, a Chapter member appointed by the President) to attend the May and August board meetings of SCI Tucson and the annual SCI convention.

A BOD approved monetary advance, based on IRS per diem guidelines for the area of travel, shall be advanced to said attendee, plus (a) the cost of registration, (b) economy class airfare, (c) accommodations based on SCI rates if available, (d) necessary ground transportation.

For each such meeting with the following provisos: (a) The BOD concludes that such funds are available without adversely affecting the Chapter's viability. (b) The attendee attends all required functions at such meeting for the duration of such meeting. (c) The attendee reports on his/her activities at the next Board or Chapter meeting. (d) Copies of receipts for necessary transportation and lodging are submitted to the Treasurer within fourteen (14) days of the conclusion of the meeting along with any money unexpended from the original BOD approved advance.

3. Term of Office: Officers shall be elected for a term of one (1) year with an option to renew for an additional 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 organization's affairs. He/she: (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 for signature; (3) May call a special meeting of the Board of Directors by giving notice in accordance with these Bylaws; (4) Should be the principal director of activities at Chapter meetings; (5) Should be a signatory to the bank account(s) of the Chapter with the right to sign checks in the absence of the Treasurer.

B. Vice-President: In the absence of the President, or in the event of his/her inability or refusal to act, his/her duties shall be performed by the Vice-President, and if the Vice-President shall also be absent or unable or unwilling to act, the Secretary shall perform the President's duties. The Vice-President: (1) Shall perform such other duties as the President or Board of Directors may assign to him/her. (2) May call a special meeting of the Board of Directors by giving

notice in accordance with these Bylaws. (3) Should be a signatory to the bank account(s) of the Chapter with the right to sign checks in the absence of both the Treasurer and President.

B-1. 2nd Vice-President: In the absence of the Vice President, or in the event of his/her inability or refusal to act, his/her duties shall be performed by the Vice-President, and if the Vice-President shall also be absent or unable or unwilling to act, the Secretary shall perform the President's duties. The 2nd Vice-President: (1) Shall perform such other duties as the President or Board of Directors may assign to him/her. (2) May call a special meeting of the Board of Directors by giving notice in accordance with these Bylaws. (3) Should be a signatory to the bank account(s) of the Chapter with the right to sign checks in the absence of both the Treasurer and President.

C. Secretary: The Secretary shall: (1) Keep the minutes of the meetings of the members and of the BOD in books provided for that purpose; (2) See that all notices of meetings of members and Directors are given in accordance with the provisions of these Bylaws or as required by law; (3) Be custodian of organization records; (4) Keep a register of the addresses of each member of the organization; (5) Conduct correspondence; (6) Read correspondence and other communications at the meetings of the BOD; (7) Perform such other duties as the President or the BOD may specify.

D. Treasurer: The Treasurer shall: (1) Have charge and custody of and be responsible for all funds and all such securities of the organization from all sources and shall deposit all such money in the name of the organization in such depositories as the Board may designate; (2) Receive and give receipts for moneys due and payable to the organization; (3) Pay all just obligations of the organization upon approval by the Board of Directors; any claim or bill over the amount of \$2,500 shall require dual signatures, the Treasurer and one other Officer; (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 for every meeting of the Directors; (6) At the June annual membership meeting, make a complete report of the financial condition of the organization for the immediately preceding fiscal year, and; (7) Perform such other duties as may be assigned to him/her by the President or the Board of Directors.

VIII. ELECTION OF OFFICERS:

1. **Time of Election:** The election of officers should occur in even numbered years during the regularly scheduled annual Spring membership meeting.

2. **Qualification:** To be eligible to be nominated as an Officer, a person must be a member in good standing of Safari Club International and a Board Member on the date set for election.

3. **Nominating Committee:** The BOD shall appoint a nominating committee preceding the election. It shall consist of three members for the purpose of developing the slate of Officer candidates for the upcoming spring elections. This Committee will be responsible for collecting the nominees from the Chapter membership, checking the qualifications and willingness to serve of all nominees, and then preparing the ballots to be presented to the Chapter membership.

4. Ballots: All nominations should be received in proper form by the Nominating Committee not less than fourteen (14) days prior to the annual Spring membership meeting of an election year. At such time as the nominations are collected, the Nominating Committee shall prepare the ballot to be voted upon by the regular membership during the election meeting. Additionally, upon the commencement of the meeting, as the Chapter members arrive, they should have their membership status verified, and if in good standing, they should be given a ballot with all names and descriptive paragraphs listed for the nominees, allowing for an informed decision during the meeting. Each ballot should be prepared ahead of time by the Nominating Committee.

5. Method of Voting: During the annual Spring membership meeting, after sufficient time for each Chapter member to review the qualifications of each person running for the President position, the ballots indicating the President should be collected, then counted and the results reported to the Chapter President, who will report to the membership. If the newly elected Chapter President had indicated a desire to run for any other Officer position, his/her name should be marked off any subsequent ballots. Then the same procedure should be followed for Vice-President, 2nd Vice President, Secretary, and Treasurer in that order.

6. Installation: The newly elected officers shall be installed at the conclusion of the meeting at which the election is held.

IX. COMMITTEES:

The four elected Officers shall create any such Standing or Special Committees as they may deem necessary or desirable to serve the organization's interests and appoint the chairman thereof. Each Committee shall remain in effect until the tasks of that Committee are finished, or until the term of the President who has created the Committee is completed.

X. AMENDMENTS

After fourteen (14) days written notice to the membership, these Bylaws may be repealed or amended or new Bylaws may be adopted by a vote of two-thirds of the membership present at the next properly noticed Chapter meeting. These Bylaws may not be amended or repealed by the Directors. Whenever any amendment of any Bylaw is adopted, amended, or repealed, it must be posted and delivered to the full membership within three months. Posting of the proposed Bylaws or amendment(s) thereto on the Chapter website and notification to the members of same by email, fax, telephone, or mail shall constitute notification or sending.

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. 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 (Revised), insofar as they are appropriate.

XIII. PROPERTY RIGHTS:

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

XIV. PROHIBITION AGAINST PRIVATE INUREMENT:

1. Net Earnings: No Director, Officer, or Employee of the Corporation, Member of a committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered.

2. Dissolution: No Director, Officer, Employee of the Corporation, Member of a committee of the Corporation, or any other private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation remaining after all debts have been satisfied shall be distributed exclusively to SCI National.

CERTIFICATE OF ADOPTION

The undersigned Secretary does hereby certify that the foregoing Bylaws were amended and adopted by the Board of **SAFARI CLUB INTERNATIONAL: TEXAS HILL COUNTRY CHAPTER** pursuant to a written consent of the directors dated as of October 13, 2011.

By: Carol W. Hitchler, Secretary
SCI: Texas Hill Country Chapter