

SAFARI CLUB INTERNATIONAL
NORTHWEST CHAPTER
BY-LAWS
EFFECTIVE JULY 1, 2009
AMENDED JUNE, 1991
AMENDED JUNE, 2007
AMENDED JUNE, 2009

I. NAME AND ORGANIZATION:

The name of this nonprofit corporation (or unincorporated association) shall be SAFARI CLUB INTERNATIONAL, NORTHWEST CHAPTER.

II. PURPOSES:

In addition to promoting good fellowship among those who love the outdoors, the sport of hunting and sharing hunting experiences and information, the purposes of this organization shall be as follows:

1. To be the leader in protecting the freedom to hunt and in promoting wildlife conservation worldwide.
2. To receive donations and to disburse same to Safari Club International or other organizations or individuals pursuing the same or similar goals as this organization.
3. To affiliate with Safari Club International in Tucson, Arizona, (herein "SCI Tucson"), so that all-regular members of this organization shall also be regular members of SCI Tucson.
4. To provide a channel for organized efforts to promote a public understanding and acceptance of sport hunting as an effective tool for wildlife conservation and management.
5. To participate and associate with other clubs throughout the world which share common goals, beliefs, and purposes.
6. To promote the goals and objectives of SCI Tucson, including the following:
 - A. The Chapter will conduct at least one fundraiser per year, and send SCI Tucson 30% of the net proceeds, or \$2,000.00, which ever is greater. In any year a fundraiser is not conducted, a minimum of \$2,000.00 shall be contributed to the general fund of SCI Tucson.
 - B. The Chapter shall produce a monthly or quarterly newsletter and a copy of it shall be provided to 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 other than the board 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 of SCI Tucson.
 - E. The Chapter will conduct at least one local 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 will forward to SCI Tucson a year end financial statement no later than six months after the close of the Chapter's fiscal year.

I. The Chapter will maintain at least 25 members at all times.

7. To preserve and protect hunter's rights.

8. Safari Club International, Northwest Chapter is a 501(c) (4) organization.

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

2. Qualifications: To be eligible for membership, a person must be of good moral character and must agree to promote the purposes of this organization.

3. Application for Membership: All applications for membership must on a form specified by the board of directors and received by mail, fax or electronically. Applications for membership must be submitted to and approved by the board of directors.

4. Voting Rights: Each regular member in good standing shall be entitled to cast one vote on every matter submitted to a vote of the members. Neither voting by proxy nor cumulating voting will be permitted.

5. Certificates: A certificate of Membership in such form as the directors may prescribe shall be issued to an applicant upon election to membership, signed by the president or vice president.

6. Transfer of Membership: No membership may be transferred either by the member or by operation of law.

7. Initiation Fees and Dues: Initiation fees and special assessments (if needed) and dues for members shall be established by the board of directors.

8. Dues – When Delinquent: Annual dues are due and payable promptly upon receipt of billing for it from SCI Tucson. A member shall be delinquent if payment in full is not made by or within 60 days after the member's anniversary date. Any member who becomes delinquent shall be considered to have voluntarily terminated membership in the organization.

9. Termination for Cause: A member who makes false statement on his membership application or whose conduct is deemed detrimental to the principles of this organization or SCI Tucson may be dropped from membership by vote of a majority

of the board of directors. The board of directors shall have full authority, but not an obligation, to set up hearing procedures on any contested termination of membership.

10. Resignation and Reinstatements: A member may resign by filing with the secretary his written resignation. Dues paid by him in advance shall not be refunded or 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 membership may be accepted by the board of directors; however, such applicant for reinstatement shall, as a condition to his reinstatement, be required to pay all dues, fees and special assessments which were previously due and unpaid by him at the time of his prior resignation.

IV. MEETINGS OF MEMBERS:

1. Annual Meeting and Order of Business: An annual meeting of the members shall be held in June each year. The order of business shall be as follows: (a) a complete report by the treasurer of the financial condition of the organization, including a summary of the receipts and disbursements of the prior year; (b) a review by the president of the activities of the board of directors and officers for the same period; (c) the election of officers and directors per Articles VI, VII and VIII of these by-laws; (d) such other new and old business as may properly come before the meeting.

2. Installation Meeting: The installation of new officers and directors shall be held at the annual meeting in June.

3. Regular Meetings: A regular meeting of the members shall be held at least six (6) times per year. The chapter shall give each member written, verbal or electronic notice of the time and place of each regular meeting at least seven (7) days before the meeting. If the board of directors decide to cancel a regular meeting, the chapter shall give each member notice of same at least seven (7) days before the date scheduled for the meeting.

4. Special Meeting: 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 to each member entitled to vote at such meeting at least seven (7) days before the date of the meeting. The notice shall be deemed to be delivered three days after it is deposited in the United States Mail, addressed to the member at his address appearing on the organization's records, with postage thereon duly paid.

5. Address Corrections: It shall be the duty of each member to give the secretary, in writing, the member's correct address and any change thereof. Any notice required by these by-laws to be given to a member shall be sufficient if mailed to such member at the address so furnished.

6. Recommendations to Directors: At any meeting of the members, they may make recommendations to the board of directors by a majority of those present entitled

to vote. The directors shall not be bound by such recommendations, but shall give them careful and unbiased consideration, and shall report to the membership at the next regular meeting with action, if any, was taken.

7. Action by Members: Actions by the members on any matter may be taken only at a regular or special meeting. The vote of a majority of the regular members with a quorum present at the time of the vote shall be the act of the membership, unless a greater percentage of votes on any question are required by these By-laws.

8. Quorum of Members: A quorum shall be constituted as follows: At a regular or special meeting, properly noticed, those members present.

V. BOARD OF DIRECTORS:

1. Board of Directors: The property, affairs and business of the organization shall be managed by a board of thirteen (13) directors, including officers. The board of directors shall consist of:

- A. The immediate past president.
- B. 12 directors elected at large.

2. Election and Terms of Directors: At the annual meeting of the membership in June, the membership shall elect the Directors. Each such elected Director shall then take office on July 1, following his election and shall hold office for a period of three (3) years or until his successor has been duly elected and qualified.

3. Vacancies: Vacancies occurring on the board of directors may be filled by majority vote of the directors then in office. A director so elected to fill a vacancy shall hold office until the next annual meeting.

4. Quorum of Directors: A quorum of the Board of Directors shall consist of seven of the thirteen Directors who are not Special Directors.

5. Special Directors: The Chapter President, with the majority approval of the board of directors, shall have the authority to appoint up to three (3) Special directors for a one year term of office. These Special Directors will be chapter members, who, because of past service and special experience, are deemed to be needed as advisors and councilors to the board. While Special Directors can vote at board meetings, they will not be counted in determining a quorum of the board. They may be terminated under the same rules as with regular members of the board.

6. Action by Directors: The vote of a majority of all present directors, regular and special is needed for any action of the board. But that a quorum (which is 7 of 13 Regular Directors) is needed before any vote counts.

7. Notice of Meeting of Board of Directors: Notice of time, date and place of regular meetings shall be given by resolution of the board of directors 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 forty-eight (48) hours before the meeting, and may be given by Telephone or in person, or by mail or email, or as determined by a majority of the board. Notices given by mail shall be sent to the director's address

appearing on the organization records. If sent by mail, they shall be deemed deliverable on the third day after mailing. 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 transaction of any business thereat on the ground that it was not properly called.

8. Meeting of Board of Directors:

A. Regular Meetings: A regular meeting of the board of directors shall be held at least six (6) times annually, at the time and location agreed upon at the prior board meeting.

B. Special Meetings: A special meeting of the board of directors may be called by the president or vice president of the organization, or upon request by fifty (50) percent of the board of directors. Notice of all special meetings shall be given in accordance with Section 7, Article V of these By-laws.

C. Business Conducted by Mail, Telephone, email or Fax: In the event that it shall be necessary for the board to carry out the corporations business and it is impractical for the board to meet, the president or vice president may poll all directors by mail, personal contact, email, 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 votes have been taken verbally, a written memorandum of the vote, including the names and votes of those directors voting, shall be obtained from each director and a written confirmation of such memorandum distributed to all directors as soon as practical.

9. Minutes: The minutes of the last preceding meeting of the board of directors shall be read at each meeting, unless dispensed with by vote of the directors.

10. Treasurer's Report: At each regular meeting of the board of directors, the treasurer shall make a report of the receipts and expenditures, and report the financial condition of the organization.

11. Removal of Directors and Officers: The board of directors shall have the power at any regular or special meeting by two-thirds majority vote (i.e., at least 9 of 13 directors) to declare vacant the office of any director or officer, either for cause or without cause. Upon written request of any director or officer so removed, the matter shall be reconsidered and voted upon again at the next regular board meeting.

12. Compensation: Directors shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any director from serving the organization in any other capacity and receiving compensation therefore. No officer or director shall use their position to obtain personal benefits.

13. Expenses: All claims for reimbursement of expenses shall be made in writing to the treasurer. The board of directors must approve payment of all expenses claimed by a member, officer or director over \$300.00.

VI. ELECTION OF DIRECTORS:

1. Qualification: To be eligible to be nominated for director, a person must have been a member in good standing for at least one year prior to the date set for the election.

2. Nomination Committee: The board of directors shall appoint a nominating committee consisting of five (5) members, three of which must be members of the board of directors for the purpose of selecting prospective members of the board of directors. This committee shall nominate a minimum of one (1) candidate who has indicated a willingness to serve if elected. The board of directors, 30 days prior to the annual meeting, shall inform the general membership of the recommended slate of Directors. Members of the nominating committee may not nominate themselves.

3. Ballots: Directors shall be elected at the annual meeting by secret ballot of all members in good standing in attendance.

VII. OFFICERS:

1. Names and Qualifications of Officers: The officers of the organization shall be a president, a first vice president, a second vice president, a secretary and a treasurer. No two of said offices may be held by the same person. The president, vice presidents, secretary and treasurer must be members of the board of directors.

2. Limitation of Powers: No officer may receive compensation for his services. No officer may hold a similar office with any other club, organization, or corporation with like objectives and ideals, other than those with direct affiliation with this organization, without the approval of the board of directors.

3. Term of Office: Officers shall be elected for a term of one (1) year, July 1st to June 30th. Officers other than the President may hold office for more than two (2) consecutive terms in the same office.

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 directors, shall have general supervision and control of the organization's affairs. He (1) shall preside at all meetings of the members and of the board of directors; (2) may sign 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 Section 7 of Article V of these By-laws.

B. Vice President: In the absence of the president, or in the event of his inability or refusal to act, his duties shall be preformed by the first vice president, and

if the first vice president shall also be absent or unable or unwilling to act, said duties shall be preformed by the second vice president. If the second vice president shall also be absent or unable or unwilling to act, the secretary shall perform such duties as the president or the board of directors may assign to him.

C. Treasurer: The treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the organization from all sources and deposit all such money in the name of the organization in such depositories as he chooses; (2) receive and give receipts for monies due and payable to the organization; (3) pay all just obligations of the organization upon approval by the board of directors; (4) Keep a complete record of all organization income and expenditures; (5) make a report to the directors of the financial condition of the organization at every board meeting; (6) at the annual meeting in June, make a complete report of the financial condition of the organization for the immediately preceding calendar year, and (7) perform such other duties as may be assigned to him/her by the president or the board of directors. The Board of Directors shall appoint and pay for a Certified Public Accountant to oversee the financial affairs of the organization and assist the Audit Committee with audits of the Club financial transactions. The Certified Public Accountant will prepare and file all necessary tax reports. The Board can only terminate the Accountants employment with a majority vote of the Board of Directors and by first designating a replacement Certified Public Accountant. All Accountant reports shall be made available to all club members on a regular basis. Individual club members may inspect the Treasurer's books at any other time but at the individuals own expense.

D. Secretary: The secretary shall be responsible to (1) keep the minutes of the meetings of the members and of the board of directors; (2) see that all notices of meetings of members and directors are given in accordance with the provisions of these By-laws 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 board of directors; (7) perform such other duties as the president or the board of director may specify.

5. Removal: An officer may be removed by a two-thirds vote of the board of directors.

VIII. ELECTION OF OFFICERS:

1. Time of Election: The officers of the association will be selected from the members of the board of directors by popular vote of the general membership at the annual meeting in June. After reviewing the nominating Committee's suggestions, the board of directors, 30 days prior to the annual meeting, shall inform the general membership of the recommended slate of officers.

2. Ballots: Officers shall be elected at the annual meeting by secret ballot of all members in good standing in attendance.

IX. COMMITTEES:

1. The president, at the board's direction, shall create a Sables Committee and such standing or special committees as he may deem necessary or desirable to serve the organization's interests and appoint the chairman thereof. At least one member of the board of directors shall sit on each committee.

A. If there is an active Sables Committee in the Chapter, the Sables chairperson will be an ex-officio member of the Board of Directors.

2. All past presidents shall automatically become a member of the Past President's Advisory Council with the immediate past president being the chairman. Duties, i.e., long rang planning, special project evaluation, public relations or any other subject the board requests.

While past presidents can vote at board meetings, they will not be counted in determining a quorum of the board. They may be terminated under the same rules as with regular members of the board.

3. 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 three (3) members, one (1) member appointed by the president, one (1) member recommended by the Past President's Council, one (1) member elected or appointed annually by the board of directors at the board of directors meeting. The Audit Committee shall report its findings to the board of directors.

X. AMENDMENTS:

After sixty (60) days notice by mail or email to the membership, these By-laws may be repealed or amended or new By-laws may be adopted by a vote of two thirds of the membership present at the meeting. These By-laws may not be amended or repealed by the directors. Whenever any amendment of any By-law is adopted, amended, or repealed, it must be copied into the book of By-laws of the organization and copies sent to the full membership within thirty (30) days.

XI. CONTRACTS AND INSTRUMENTS:

No person shall have any authority to expend money or bind the organization by any contract or instrument unless specifically authorized in writing by the board of directors.

XII. FISCAL YEAR:

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

XIII. 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.

XIV. PROPERTY RIGHTS:

No member, director, or officer shall have any rights, titles or interest in any of the assets or property of this organization, except the right to make use thereof as a member in accordance with authority of the board of directors.

XV. DISSOLUTION OF THE ORGANIZATION:

Upon liquidation, dissolution, winding up, or abandonment of this organization, all of the property, and assets of this organization shall be transferred or conveyed by way of gift to one or more domestic or foreign organizations, foundations, associations, or societies exempt from federal and state income and property taxation and engaged in activities substantially similar to those of the organization. Any such transfer or conveyance shall be executed in accordance with the laws of the State of Washington relating to the liquidation, dissolution, winding up, or abandonment of nonprofit organizations. In no event shall any properties or assets of this organization be conveyed or transferred to any member, upon the liquidation, dissolution, winding up, or abandonment of the organization, except for full consideration.

CERTIFICATE OF SECRETARY
OF
SAFARI CLUB INTERNATIONAL
NORTHWEST CHAPTER

I hereby certify that I am the duly elected and acting Secretary of said nonprofit corporation and that the foregoing By-laws comprising of 8 pages, constitute the By-laws of said corporation as duly approved at a regular meeting of the board of directors held on April 28, 1990 and approved by the vote of more than two-thirds of the membership present at the regular meeting of the membership held on June 16, 1990 and amended at the annual meeting on June 16, 2007 and June 6th, 2009 after the same procedure.

DATED: July 1, 2009

JoDean Peters, Secretary
Safari Club International
Northwest Chapter