

SAFARI CLUB INTERNATIONAL PASO DEL NORTE CHAPTER

BY-LAWS

As adopted September 9, 2003 and last amended September 24, 2009

I. NAME AND ORGANIZATION:

The name of this non-profit organization (or incorporated association) shall be SAFARI CLUB INTERNATIONAL PASO DEL NORTE CHAPTER.

II. PURPOSES:

The purpose 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") so that all regular members of this organization shall also be regular members of SCI.
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 that share common goals, beliefs, and purposes.
6. To promote the goals and objectives of SCI, including the following:
 - a. The Chapter will conduct at least one fund-raiser per year and donate 30% of the net proceeds from the Chapter's largest net income fund-raising project to the SCI General Fund; however, such amount shall not be less than \$2,000 each year. If, for any reason, the Chapter is unable to conduct a fund-raiser in a given year a \$2,000 minimum contribution to the SCI General Fund will fulfill the Chapter's financial obligation to the international organization for that year.
 - b. The Chapter shall be represented at, at least one Board meeting of SCI per year other than the meeting held at the annual convention.
 - c. The Chapter will file an annual report with SCI. The annual report shall be in the format and contain the information required by the SCI Executive Committee. The annual report shall be due on the date on which the filing of the Chapter's IRS Form 990 is required, or would be required if the Chapter were required to file it, without extensions.
 - d. The Chapter is required to demonstrate that it acts in support of the missions and objectives of SCI. Evidence of support of the mission and objectives of SCI can be shown for each North American Chapter, by doing three or more of the following and for each Chapter outside North America, by one or more of the following:
 - 1). Participation in legislative, judicial, regulatory, public relations or other advocacy activities, including humanitarian activities that demonstrate the constructive role of hunters in society, in order to protect the freedom to hunt and to advocate hunting and hunters;
 - 2). Engage or participate in projects that educate the public, and particular youth, about the constructive role of hunting and hunters in society; this can include the granting of scholarships to SCI and SCIF educational programs and other purposes;

- 3). Make a financial contribution to SCI or SCIF, as established by resolution of the Executive Committee of the SCI Board of Directors, beyond the contribution required in Section 3 of this Article, for the purpose of supporting mission activities.
 - e. 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 RIGHTS:

1. Membership: There shall be three 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 non-subscribing Chapter membership for the discounted rate provided by SCI plus Chapter dues. Non subscribing chapter members have the right to vote on all items submitted to the general Chapter membership.
 - c. Youth memberships at the regular rate of a SCI Youth membership with no fees paid to the Chapter. Youth members 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, 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 will be accepted.
4. Voting Rights: Each 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.
7. Dues - When Delinquent: Annual dues are due and payable promptly upon receipt of billing for the same from SCI. 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.
8. Cause of Termination: A member who makes false statements on his membership application or those whose conduct is deemed detrimental to the principles of this organization or SCI may be dropped from Chapter membership by vote of a majority of the Chapter members present at any regularly planned meeting. The motion for removal of the Chapter member shall have cause and said motion should be made by a member of the Chapter's Board of Directors. The Board of Directors shall have authority, and an obligation, to set up hearing procedure on any contested termination of membership.
9. 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 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 his reinstatement, be required to pay all dues, fees and assessments which were previously due and unpaid by him at the time of his prior 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 chairmen of 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, and (g) good of the order.
2. General Membership Meetings: Regular meetings of the members shall be held as approved by the Board of Directors.
3. 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 personally or by mail or by e-mail to each member entitled to vote at such meeting at least seven (7) days before the date of the meeting. If mailed, the notice shall be deemed to be delivered the day 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. If sent by e-mail, the notice shall be deemed to be delivered the day it is sent.
4. Quorum of Members: A quorum at a regular meeting and any special meeting, properly noticed, shall be those member present.

V. BOARD OF DIRECTORS:

1. Board of Directors: The property, affairs and business of the organization shall be managed by a Board of Directors. The Board shall consist of fifteen (15) Directors or such other number as may be fixed by the Board from time to time. One (1) such Director may be a Youth Advisor without a vote if he or she is under the age of majority. Another such Director, with full voting privileges, shall be the Chairperson of the Sables Committee if such committee is in existence.
2. Qualification of Directors. One must have been a member in good standing of SCI and this Chapter for at least one year to be considered a candidate for, or be eligible to serve in, the position of Director.
3. Election and Terms of Directors. At the April membership meeting of each even numbered calendar year, (an "Election Year"), the membership shall elect the Board of Directors except for the Sables Committee Chairperson and the Youth Advisor who shall be appointed by the President with the consent of the Board of Directors. Each Director shall take office at the first Board meeting following his/her election and or appointment and shall hold office for a two year term.
4. Vacancies: Vacancies occurring on the Board of Directors, including three (3) un-excused consecutive absences from regularly scheduled monthly meetings of the Board of Directors, may be filled by majority vote of the Directors then in office. Un-excused absences include failure to advise the President by telephone, or email, or in person, or by mail, or by fax at least twenty-four (24) hours prior to the scheduled start of the regularly scheduled meeting of the Board of Directors that the Director is or will be unable or unavailable to attend the meeting. The vote of a majority of the Board of Directors present at a regular or special meeting in which a Quorum is present shall declare a vacancy on the Board of Directors. Prior to declaring the Directors position vacant, the Secretary shall first notify the absent Director by telephone, or e-mail, or in person, or by mail, or by fax at least twenty-four (24) hours prior to the scheduled start of the regularly scheduled or special meeting that the Board of Directors will consider a vote to declare a vacancy on the Board and shall provide the absent Director an opportunity to be heard. A Director so elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

5. Quorum of Directors: A majority of the Directors then in office constitute a quorum for the transaction of business.
6. Action by Directors: The vote of the 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 are required by these By-Laws.
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 e-mail, or in person, or by mail, or by fax. Notices given by mail, e-mail, or fax shall be sent to the 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 e-mail or by fax, they shall be deemed delivered on the day the e-mail or fax was 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 transaction of any business thereat on the grounds that it was not properly called.
8. Meetings of Board of Directors:
 - A. Regular Meetings: A regular meeting of the Board of Directors shall be held 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, President-Elect, or Vice-President of the organization. Notice of all special meetings shall be given in accordance with Section 7, Article V of these By-Laws.
9. Minutes: The minutes of the last 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 on the financial condition of the organization.
11. Removal of Officers: The Board of Directors shall have the power at any regular or special meeting by two-thirds majority 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 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.
13. Expenses: All claims for reimbursement of expenses shall be made in writing to the Treasurer. The Board of Directors must approve the payment of all valid (previously approved) expenses claimed by a member, Officer or Director.
14. Participation by Telephone. Members of the Board of Directors or any Committee designated by the Board of Directors may participate in a meeting of the Board of Directors or Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participants in a meeting shall constitute presence in person at such meeting.

VI. ELECTION OF OFFICERS:

1. Qualification: To be eligible to be nominated as an Officer, a person must have been a member in good standing of SCI for at least one year prior to the date set for the election.
2. Nominating Committee: The Board of Directors shall appoint a nominating committee in January of each Election Year. It shall consist of three members for the purpose of developing the slate of Officer candidates for the upcoming April elections. This Committee will be responsible for collecting the nominees from the Chapter membership, checking the qualifications of all nominees, then preparing the ballots to be presented to the Chapter membership.
3. Selection of Officers. The Board of Directors, at the first regular meeting of the Board convened after the April General Membership Meeting held in election years, after receiving a report from the Nominating Committee, shall select from among its members the Officers of this organization.

VII. OFFICERS:

1. Name and Qualifications of Officers: The Officers of the organization shall be a President, a President-Elect, a Vice-President, a Secretary, and a Treasurer. No two of said offices may be held by the same person.
2. Limitation of Powers: No Officer may receive compensation for his services.
3. Term of Office: Officers shall be elected for a term of two (2) years.
4. Duties and Powers of Officers:
 - A. President: The President shall be the Chief 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 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 Section 7 of Article V of these By-Laws; and (4) should be the principal Director of activities at Chapter meetings.
 - B. President-Elect: The President-Elect shall be the Chief Operating Officer of the organization and subject to the authority of the Board of Directors, shall carry out such duties as are assigned to him/her by the Board of Directors and/or the President. He/she shall: 1) in the absence of the President, or in the event of his/her inability or refusal to act, then such President's duties shall be performed by the President-Elect; 2) sign such documents with another proper Officer of the organization as may be authorized by the Board of Directors; 3) confer with the President on creation of Committees and appointment of Chairmen of said Committees; 4) perform all duties incident to the office of the President-Elect and other duties assigned him/her by the Board of Directors and the President; and 5) at the earliest opportunity, attend a Chapter President's Orientation session conducted by SCI in conjunction with its August Board of Directors meeting.
 - C. Vice President: In the absence of the President, or President-Elect or in the event of the inability or refusal of both to act, the duties of the President shall be performed by the Vice President. 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 shall perform such other duties as the President or the Board of Directors may assign to him.
 - 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 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 of the Board of Directors; (4) keep a complete record of all organization income and expenditures; (5) make a report to the Directors of the financial condition of the organization every month; (6) at the annual meeting in April, 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.

- D. Secretary: The Secretary shall (1) keep the minutes of the meetings of the members and of the Board of Directors 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 By-Laws or as required by law; (3) be custodian of organization records; (4) keep a register of the addresses of members of the organization; (5) conduct correspondence; (6) read correspondence and other communications at the meetings of the Board of Directors; and (7) perform such other duties as the President or the Board of Directors may specify.

VIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS:

1. Indemnification: Each person who was, is, or is threatened to be made a named defendant or respondent in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, (a "proceeding"), by reason of the fact that he or she, or a person of which he or she is the legal representative, is or was an officer or director of the Corporation, whether the basis of such proceeding is alleged in an action in an official capacity as an officer or a director or in any other capacity while serving as an officer or director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Texas Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection there with, and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators. The Corporation shall pay the expenses (incurred by a person entitled to mandatory indemnification under the preceding sentence in defending any proceeding, the subject matter for which information is sought herewith, in advance of its final disposition; provided, however, that if the Texas Business Corporation Act requires, the payment of such expenses incurred by such person in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon receipt by the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise.

The Corporation, by action of its Board of Directors, may indemnify each person who was, is, or is threatened to be made a named defendant in a proceeding by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was an employee or agent of the Corporation, and other persons who are not or were not employees or agents of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, trustee, employee, or agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether the basis of such proceeding is alleged in an action in an official capacity as a director, officer, employee, or agent with the same scope and effect as the indemnification of directors and officers provided for in the preceding paragraph. The Corporation, by action of its Board of Directors,

may pay expenses (including attorney's fees) incurred by a person for whom indemnification is provided under the preceding sentence in defending any proceeding, in advance of its final disposition, provided, however, that if the Texas Business Corporation Act requires, the payment of such expenses incurred by such person in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise.

2. Claims and Defenses: If a claim for which mandatory indemnification is required under the first paragraph of Section 1 of this Article is not paid in full by the Corporation within thirty days after written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Texas Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Texas Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
3. Non-exclusivity: The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Law, Agreement, vote of shareholders or disinterested Directors, or otherwise.

IX. COMMITTEES:

The President, with the consent of the Board of Directors, shall create any such Standing or Special Committees as he/she may deem necessary or desirable to serve the organizations interests and shall 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. The Committee Chairman shall appoint the members of his/her committee and at each meeting of the Board of Directors shall report to the Board concerning the activities of the Committee.

X. AMENDMENTS:

After sixty (60) days written notice 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 members present at the meeting. The By-Laws may not be amended or repealed by the Directors, except to enlarge the number of Directors per Section 1 of Article V of these By-Laws. 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 by the Board of Directors.

XII. FISCAL YEAR:

The fiscal year of this organization shall commence on July 1 and end on June 30 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 Robert's Rules of Order (Revised) insofar as they are appropriate.

XIV. PROPERTY RIGHTS:

No member, Director, or Officer shall have any rights, title or interest in any of the assets or property of this organization, except the right to make use thereof as a member in accordance with 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 this organization. Any such transfer or conveyance shall be executed in accordance with the laws of the state relating to the liquidation, dissolution, winding up, or abandonment of non-profit 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 this organization, except for full consideration.

XVI. EXPENDITURES:

All expenditures shall be approved by the Board of Directors.

XVII. NON-HUNTING PROJECTS:

It shall be the Chapter's responsibility to fund, on an annual basis, a non-hunting related project that will be deemed to help promote the positive "community relations" aspects of the Chapter. This project may be submitted by anyone who is a member of the Chapter and should be voted upon by the quorum of members present at a meeting, however, if the project needs immediate approval, a quorum of the Board of Directors may approve the expenditure of up to \$1,500.

XVIII. ANNUAL AUDIT:

The Board of Directors shall appoint an Audit Committee. It shall be the duty of the Audit Committee to provide reasonable assurance that the organization's assets are safeguarded and the finances are properly managed. The Committee shall consist of at least three (3) members, who may be members of the Board of Directors, experienced in financial matters. The Treasurer may not be a member of the Audit Committee. The Audit Committee shall review the books, records and statement of financial position on an annual basis and report its findings to the Board of Directors.

XIX. PROCEDURE FOR HANDLING CASH:

The standard procedure at all events and meetings where cash is received is that there will be a dual control of the cash during the event/meeting. At the end of the event/meeting two members will each count the cash. The agreed upon amount will be logged in the "Cash Log" and each of the two members counting the cash will initial the log. A deposit will be prepared by the Treasurer and initialed by one other Board member. A copy of the bank deposit slip for that cash amount will be kept with the Cash Log at all times. The Cash Log should remain with the Treasurer or President.