

# BYLAWS OF SAFARI CLUB INTERNATIONAL FOUNDATION

Last Amended August 2017

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

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

*NOTE: As required in Article X of these Bylaws, no amendment to any provisions in these Bylaws which are marked with an asterisk (\*) can take effect without ratification of the amendment by the SCI Board of Directors. Where the asterisk appears next to an Article title, the entire Article is subject to the ratification requirement.*

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

### Section 1. Name and Acronym.

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

### Section 2. Location of Corporate Offices.

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

### Section 3. State of Incorporation.

SCI Foundation is incorporated in the State of Nevada.

### Section 4. Corporate Seal.

The official seal of SCI Foundation bears the inscription "SAFARI CLUB INTERNATIONAL FOUNDATION", and shows Nevada as the State of Incorporation, and 1972 as the date of incorporation.

### Section 5. Official Corporate Emblem.

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

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

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

(1) The Board of Directors may authorize both exclusive and non-exclusive uses of Intellectual Property. An exclusive use would be where SCI Foundation agrees to authorize or license only one person or entity

to use Intellectual Property in connection with certain goods or services exclusive of all others who provide the same or similar goods or services.

(2) The Executive Director may only authorize non-exclusive uses of Intellectual Property.

(3) Certain Intellectual Property has been licensed to and is used primarily by Safari Club International ("SCI"). Pursuant to the license agreements between SCI and SCI Foundation, SCI is permitted to authorize some non-exclusive uses of that Intellectual Property through a sublicense agreement. The Executive Director shall monitor SCI's use of the Intellectual Property to ensure compliance with the license agreements between SCI and SCI Foundation.

B. Any third party authorized to use Intellectual Property must enter into a legally-binding licensing agreement with terms approved by the Board of Directors. SCI Foundation shall protect the use of Intellectual Property and, where appropriate, shall take actions reasonably necessary to protect and defend its rights.

### **Section 7. Approval of Certain Actions.**

The affirmative vote of the Board of Directors of SCI or its Executive Committee as required by the SCI Bylaws, and the affirmative vote of the SCI Foundation Board of Directors at any regular or special meeting, shall be required to approve the following actions:

- (1) Liquidation or dissolution of SCI Foundation;
- (2) Any sale, lease, or other transfer, mortgage, renovation of or construction on any real property owned or held by SCI Foundation;
- (3) Merger, consolidation or other transfer of substantially all of the assets of SCI Foundation;
- (4) Repeal, modification, amendment, in whole or in part, or addition to any provision in SCI Foundation's Articles of Incorporation or Bylaws as such relate to
  - (i) the mission and/or purposes of SCI Foundation,
  - (ii) the approval rights of SCI, and/or
  - (iii) the rights of SCI to appoint directors to the SCI Foundation Board of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

### **Section 8. Official Journal.**

Any amendments to these Bylaws or to SCI Foundation's Articles of Incorporation that are subject to Article X, together with Board resolutions or other activities of SCI Foundation that the Board of SCI Foundation believes may be of general interest to the members of SCI, shall be published in the OFFICIAL JOURNAL of SCI Foundation, and may be published in the Official Journal of SCI.

## **ARTICLE II. MISSION, VISION, PURPOSES, AND OBJECTIVES \***

### **Section 1. Mission and Vision.**

A. The following is the mission statement of SCI Foundation: SCI Foundation funds and directs wildlife programs dedicated to wildlife conservation and outdoor education.

B. The following is the vision statement of SCI Foundation: SCI Foundation will be acknowledged as the leader of the hunting community for sustainable wildlife conservation and education worldwide.

### **Section 2. Purposes and Objectives.**

In fulfilling its mission and vision SCI Foundation will operate with the following purposes and objectives:

**A. Wildlife Conservation and the Sustainable Use of Wildlife.**

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

**B. Conservation Education.**

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

**C. Humanitarian Services.**

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

**D. Provide Charitable Donations.**

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

**E. Other Purposes.**

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

## **ARTICLE III. MEMBERS \***

### **Section 1. Members.**

SCI Foundation has no members.

### **Section 2. Affiliates.**

Other organizations and individuals who support the missions, purposes and objectives of SCI Foundation as set forth in these Bylaws may become affiliated with SCI Foundation in one or more categories. The Board of Directors shall establish the categories, procedures and policies governing affiliates.

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

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

The Board of Directors ("Board") shall have general charge of the affairs, property and assets of SCI Foundation. It shall be the duty of the Directors to manage the affairs, property and assets of SCI Foundation to achieve the mission and purposes of SCI Foundation as set forth in these Bylaws.

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

The Board of Directors shall exercise oversight responsibility over all the committees, staff and volunteers of SCI Foundation.

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

A. The number of members on the Board shall be fifteen (15).

B. The Board shall consist of:

- (1) four members of the SCI Executive Committee, not including the alternate member or the President, selected by vote of the SCI Executive Committee;
- (2) the Chairman of the SCI Audit Committee, or, if SCIF has an Audit Committee separate from the SCI Audit Committee, then the Chairman of the SCIF Audit Committee;
- (3) the Chairman of the Past President's Council of SCI;
- (4) one (1) Past President of SCI or SCICF (Safari Club International Conservation Fund), selected by vote of the Past President's Council;
- (5) the Chairman of the SCIF 100 Hunter Legacy Fund Advisory Board; and
- (6) seven (7) directors selected by the Board at its Annual meeting, from among candidates who are SCI members in good standing not currently serving on the SCI Board of Directors and who are proposed by the Nominations Committee; provided that
  - (i) Three Directors are elected in one year and four Directors are elected in the succeeding year so that the Directors serve staggered terms; and
  - (ii) Any director selected pursuant to this paragraph 6 may not serve on the Board of Directors of SCI during his term of office on this Board.

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

A. The term of each member of the Board who is selected pursuant to a provision in Section 3(B)(1) through 3(B)(5), above, shall begin on July 1 and shall end on the following June 30 or thereafter on the selection of his successor. The term of office shall not be extended if the selection of a successor does not occur until after June 30 even though the person holding that office retains the office until the selection of his successor.

B. The terms of the seven (7) members of the Board elected by the Board pursuant to subsection 3(B)(6), above, shall be two years each. Any member elected pursuant to this subsection may serve additional terms without limitation. The term of each member selected under this subsection begins on July 1 following his election and ends on the June 30 immediately following the election of his successor or on such date thereafter as his successor is elected. The term of office shall not be extended if the selection of a successor does not occur until after June 30 even though the person holding that office retains the office until the selection of his successor.

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

A vacancy on the Board in a position that is held by virtue of holding a position in SCI, on the SCIF 100 Hunter Legacy Fund Board of Advisors, as Chairman of the Audit Committee, or as Chairman of the Past President's Council of SCI shall be filled as vacancies for the position are filled under the provisions of the SCI Bylaws or the SCI Foundation Bylaws, the provisions which govern the SCIF 100 Hunter Legacy Fund Board of Advisors, or the provisions which govern the Past President's Council of SCI, respectively, and any other vacancy shall be filled by the Board.

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

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

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

### **A. Annual Meeting; Additional Regular Meetings.**

The Board shall meet at least once each year in an annual meeting, which shall be scheduled in May of each fiscal year or as soon thereafter as possible, but not later than the last day of the fiscal year. Additional regular meetings of the Board may be scheduled at any time and place fixed by the Board. Such additional regular meetings may be also called by the President at his discretion.

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

Special meetings of the Board may be held at any time and place for any purpose on call of the President and must be called by the President upon the written request of a majority of the Directors then in office.

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

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

(2) When the Board meets in executive session, it is empowered to make all decisions that it can make in regular session. The only difference between executive session and regular session shall be the restriction on those who can be present and participate in the discussion, the purpose being to protect the confidentiality of such discussions. Actions taken and decisions made in executive session do not have to be acted on in a regular session in order to have full force and effect but will be recorded in the minutes of the regular session of the meeting, provided that the Board can decide that specific matters that should remain confidential will not be recorded in the minutes of the regular session. Examples of such matters include matters subject to attorney-client privilege, personnel matters, and matters involving contract negotiations.

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

(4) The chair may request staff or visitors to be in attendance at an executive session to take minutes, to provide essential information, or for other purposes.

(5) All persons attending an executive session shall keep all matters discussed in executive sessions strictly confidential. The minutes of executive sessions shall be kept confidential, except from members of the Board, and except as otherwise required by law and these Bylaws. If the Executive Director attended the executive session, the minutes of the portion of the meeting attended by the Executive Director may be made available to him. If the Executive Director or a staff member is needed to carry out an action taken in executive session, the minutes should specify such person either by name or position and should reflect that the chair has been charged with notifying the affected person and later reflect that the charge was carried out.

### **D. Meetings By Telephone or Other Communication Technology.**

(1) Any or all Directors may participate in a regular or special meeting or in a committee meeting by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.

(2) If a meeting will be conducted through the use of any means described in subsection (1), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (1) is deemed to be present in person at the meeting.

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

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

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

B. Notice.

Except as otherwise provided in these Bylaws, notice of a meeting shall be sent at least ten (10) days prior to the meeting, shall state the place, date, time of the meeting, and shall also indicate that it is being issued by or at the direction of the Board or by the President.

C. Waiver of Notice.

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

### **Section 9. Voting Without a Meeting.**

The Board may, in accordance with Nevada law, take action without a meeting provided that the action to be taken is described in writing or in an email or a similar form of electronic communication, is sent to all the Directors, and is approved in writing by the necessary majority of Directors, or if a different proportion thereof is required for an action, then the action is approved by that different proportion of Directors. A record of the action shall be retained in the records of SCI Foundation.

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

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

B. Written minutes shall be kept of all meetings of the Board. Such minutes shall record the matter discussed and the action taken, but not the discussion of the matter. When action of the Board is by motion, the minutes may state the name of the maker of a motion and shall contain a statement of the motion. The name of the seconder does not need to be recorded. Those Directors who vote against a motion may request to have their name and vote noted in the minutes and the chair may authorize a Director to briefly voice his or her position against a matter and/or have such position stated briefly in the record. The written minutes of such meetings, once approved, shall be the official and only record of such meetings. Notes, tapes or other records upon which such minutes are based shall be destroyed once the written minutes have been approved.

### **Section 11. Relationship to Meetings of SCI**

A. The Board may meet in the same venue and at the same time as the Board of Directors or the Executive Committee of SCI, however the meetings of the Board and SCI must be completely separate.

B. Meetings of the Board may not be scheduled in conflict with meetings of the Board of Directors or the Executive Committee of SCI, including the allowance of reasonable travel time necessary to enable a person to attend both meetings.

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

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

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

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

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

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

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

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

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

#### **A. Use of SCI Foundation Property.**

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

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

No Director, Officer or member of any committee may utilize his position as a Director, Officer or committee member in such a way as to directly or indirectly benefit his personal business interests. There is no prohibition of Directors, Officers or committee members from responding to requests from other persons relating to his personal business, but he shall not utilize SCI Foundation letterhead or in any other way utilize his position as a Director, Officer or committee member to directly pursue or seek business opportunities, within or outside of SCI Foundation, so long as he remains a Director, Officer or committee member.

### **Section 4. Compensation Prohibited and Reimbursement. \***

No elected Officer or Director of SCI Foundation shall be entitled to receive any compensation for his or her services to SCI Foundation in such capacity, but shall be entitled to reasonable reimbursements of expenses incurred in connection with SCI Foundation business as authorized by the Board. Nothing herein shall prevent any Officer or Director from receiving compensation for personal services rendered to SCI Foundation for services other than as an Officer and Director, but such compensation may be paid only after Board approval and compliance with SCI Foundation's policy governing conflicts of interest. Any payments made to an Officer or Director, including those for reimbursements of expenses, which

shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such Officer or Director to SCI Foundation to the full extent of such disallowance. In lieu of payment by the Officer or Director from whom reimbursement is sought, subject to a determination made by the remainder of the Board, amounts may be withheld from future reimbursement payments until the amount owed to SCI Foundation has been recovered.

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

Every Officer and Director, in accordance with his duties to SCI Foundation, and any member of a committee, has a special responsibility to retain the security, restricted matter and internal confidences of SCI Foundation in order to protect the interests of the SCI Foundation. In particular, but without limitation, confidentiality must be maintained as to matters discussed during Board meetings and executive sessions held pursuant to these Bylaws; documents and information belonging to SCI Foundation that includes donor lists, mailing lists, financial documents and, any other intellectual property to which SCI or SCI Foundation has the rights; advocacy and fundraising plans or programs; and other SCI Foundation sensitive matters. Officers, Directors, members of a committee and staff members are expected to keep matters confidential at all times and shall execute a confidentiality agreement as may be requested by SCI Foundation from time to time.

### **Section 6. Removal of a Director or Officer.**

The Board has the power and authority at any time to suspend or remove any Officer or Director for cause by a two-thirds (2/3) vote of the Board and to declare the office of such Officer or Director vacant. The phrase "for cause" shall include, without limitation, one (1) or more of the following:

- (A) violation of the duty of loyalty, duty of care or duty of good faith and fair dealing to SCI Foundation;
- (B) gross negligence or willful misconduct in failing to carry out or in carrying out the duties and responsibilities of a Director;
- (C) violation of the conflicts of interest policy described in these Bylaws; or
- (D) financial dishonesty (including, without limitation, misappropriation of SCI's or the SCI Foundation's funds or property) with respect to dealings with SCI or the SCI Foundation.

## **ARTICLE VI. OFFICERS**

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

A. Election. At its Annual Meeting, the Board shall elect from among its members and from among those nominated by the Nominations Committee, a President and a President-Elect, and shall elect from among those it deems qualified a Secretary and Treasurer who may, but need not be, members of the Board. Nominations of individuals for an officer position shall be as prescribed by the Board.

B. Qualifications.

- (1) To serve as an Officer, an individual must:
  - (a) Not be simultaneously serving as an officer, including an alternate vice president of SCI or as the President of Sables;
  - (b) Not, during the Officer's term, begin serving as an officer of SCI or as the President of Sables.
- (2) If, for any reason, a person serving as President or President-Elect has his term as a Director terminate prior to the end of his term as President or President-Elect the termination of his term as a Director shall serve as an automatic and simultaneous resignation of his service as an Officer, thereby creating a vacancy in the Officer position.



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

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

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

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

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

- (1) Preside as the chair at all meetings of the Board;
- (2) Prepare agendas for all meetings of the Board;
- (3) Sign official correspondence of SCI Foundation and, unless prohibited or limited by these Bylaws or by the Board, sign agreements and other documents that legally bind the Corporation; provided that the authority to sign any document hereunder may be delegated by the President or by the Board in writing to any other Officer of the Corporation or to the Executive Director; provided further, however, that no agreement committing the corporation to an expenditure of \$100,000 or more shall be signed by the President or his delegate unless the same has been approved by the Board prior to signing;
- (4) Officially represent SCI Foundation and speak on its behalf in the public sector;
- (5) After conferring with the Board, create new standing or special committees and appoint chairmen of such committees, except as otherwise provided in these Bylaws;
- (6) Be an ex-officio member of all committees, with vote, except for the Audit Committee; and
- (7) Along with the Board, authorize the use of outside and in-house legal counsel by the Corporation, Directors and Officers.

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

The President-Elect shall be assigned and will perform such duties as the President or Board may assign.

### **C. The Secretary.**

The Secretary, either directly or by delegation, shall:

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

### **D. The Treasurer.**

The Treasurer shall:

- (1) In consultation with the SCI Director of Finance and the SCI Foundation Audit Committee, have charge of the books of account of SCI Foundation, and assist the audit firm to make an annual audit of the books of account of SCI Foundation, shall prepare a statement of financial condition of SCI Foundation as of the close of each fiscal year; and furnish a copy of such statement, together with a certificate of audit, to each member of the Board;

- (2) Coordinate with appropriate officials regarding the placement of funds of the corporation in such banks as may be designated by the Finance/Investment Committee, and as may be ratified by the Board; and
- (3) Perform such other duties as the President or the Board may assign.

#### **Section 4. Terms; Term Limits for President and President-Elect.**

A. Term. All Officers shall serve for a term of two (2) years or until their successors are elected and qualified. An Officer's term begins at on the July 1 immediately following his election and ends on the June 30 immediately following the date of election of his successor, or on such date thereafter as his successor is elected. The President-Elect will become President when the President leaves office or become incapacitated or otherwise unable or unwilling to continue.

B. Term Limits for President and President-Elect. Neither the President nor the President-Elect may serve more than three (3) two-year terms in the same position, whether consecutive or not.

#### **Section 5. Resignation and Removal.**

A. Resignation. Any Officer may resign upon giving written notice to the Board.

B. Removal. In addition to the any other removal provisions for Officers or Directors elsewhere in these Bylaws, whenever the Board determines it is in the best interests of SCI Foundation, any Officer may be removed from office by majority vote of the Directors, not counting the Officer to be removed if such Officer is also a Director.

### **ARTICLE VII. EXECUTIVE DIRECTOR**

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

The Board of Directors may employ an Executive Director who may also be the Executive Director of SCI.

#### **Section 2. Accountable to President and Board.**

The Executive Director shall be accountable and report to the President and to the Board, and shall assume such responsibilities and perform such duties as may be assigned by the President or the Board. Other than as provided herein, individual Directors may not assign duties to the Executive Director.

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

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

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

#### **Section 2. Appointment of Committee Chairs and Members. \***

A. Except as otherwise provided in these Bylaws, the President shall nominate and the Board shall approve a chair for each standing or special committee as may be established, who shall serve at the pleasure of the Board or until his successor is appointed and assumes the duties of office.

B. Members of the Board or of the Board of Directors of SCI, members of SCI in good standing, and any other person qualified in the opinion of the President, shall be eligible for nomination as a chairman or as a member of any committee. Once appointed, each chair of a standing or special committee may, with

the consent of the President, select such vice-chairs and members of the committee as are necessary and appropriate to the work of the committee, all subject to the approval of the Board.

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

Unless a committee has been delegated corporate authority by the Board, all committees shall be advisory to the Board and shall assist and aid the Directors and Officers of SCI Foundation in all matters assigned to that committee pursuant to Section 1, above.

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

A. No standing or special committee of SCI Foundation shall exercise any powers delegated to other committees (unless directed by the Board).

B. No corporate authority may be delegated to any committee unless all members of such committee are members of the Board, and unless such committee has been delegated such authority by a resolution adopted by the Board, provided however, that no committee may be delegated authority that is reserved to the Board under Nevada law or these Bylaws.

C. A committee chair may not assign a member of his committee as a liaison or representative to another committee unless the chair of the other committee has consented.

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

In addition to any procedures set forth in these Bylaws, SCI Foundation's Policies and Procedures may prescribe standard rules and regulations for the call and conduct of meetings of the Committees and other matters relating to Committee procedures that are consistent with these Bylaws.

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

A. Standing Committees.

The Standing Committees are as follows:

- (1) Audit
- (2) Bylaws
- (3) Conservation
- (4) Development
- (5) Education/Sables
- (6) Finance and Investment
- (7) Humanitarian Services
- (8) Museum
- (9) Nominations
- (10) Public Relations/Marketing
- (11) Real Estate
- (12) Special Events

B. Audit Committee \*

(1) Membership.

The Audit Committee may, at the discretion of the Board, consist of the same members as the respective Audit Committee of SCI, or the Board may constitute the committee with other members.

(2) Meetings.

The Audit Committee shall meet at least four times annually, and may meet more often, in the discretion of its chair.

### (3) Duties and Responsibilities

The Audit Committee shall, in its sole discretion, select an independent firm of Certified Public Accountants to make an annual audit of the affairs of SCI Foundation and/or to perform permissible non-audit services. The Audit Committee shall be charged with additional duties and responsibilities as set forth in SCI Foundation's Policies and Procedures.

#### C. Bylaws Committee\*

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

#### D. Conservation Committee\*

The Conservation Committee shall consist of a chair, a vice-chair, and such other members as are appropriate. The Conservation Committee may have relevant subcommittees. The President or the Executive Director shall assign sufficient technically-competent personnel to staff the Committee. Each member of the Conservation Committee, including the chair and vice chair, shall have a term of three years, except that such term shall be staggered so that one-third of the Conservation Committee is replaced or reappointed each year. In order to effectuate the staggering of terms, the appointments made in the first year after these Bylaws come into effect [January 24, 2013] shall be made in the following fashion: one-third of the appointments, including the chair and vice-chair, shall be for one year, one-third of the appointments shall be for two years, and one-third of the appointments shall be for three years. Any member of the Conservation Committee may be reappointed to another term.

#### E. Development Committee

The Development Committee is responsible for overseeing the organization's fund development plan, to make recommendations to the Board on fundraising, including new initiatives, and to support and assist the Board and the Development Department as required with identifying and securing new donors and revenue sources.

#### F. Education/Sables Committee\*

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

#### G. Finance and Investment Committee \*

The Finance and Investment Committee is composed of the President, the Treasurer and the President-Elect, the Chairman of the Board of Advisors of the SCIF 100 Hunter Legacy Fund, and three (3) members of SCI who are not necessarily members of the Board, but who are trained or experienced in the business disciplines of finance or accounting; provided however that no member of the Audit Committee of either SCI or SCI Foundation may serve on the Finance and Investment Committee. The Executive Director and the Director of Finance, if any, shall be ex officio staff members of the Finance and Investment Committee, without vote.

#### H. Humanitarian Services Committee

The Humanitarian Services Committee oversees the organization's humanitarian program development and implementation, and in coordination with staff assists in raising funds for programs and supporting chapter humanitarian programs.

#### I. Museum Committee

The President of Sables shall appoint the Committee members and chair. The Committee shall oversee the operations of the Museum (except those related to real estate interests or real estate personnel). The Museum Committee shall coordinate with the Director of Education and Humanitarian Services. The Director of Education and Humanitarian Services shall report to the chair of the Museum Committee.

#### J. Nominations Committee

(1) Composition. Within the first two months of the calendar year, the Nominations Committee shall meet at the call of its chair, who shall be the Chair of the Past Presidents Council. At the outset of each fiscal year, the Nominations Committee shall be composed of the Chair and the following individuals:

- a. Chair of the Hunter Legacy 100 Fund;
- b. Two (2) SCI Foundation Directors who are not then serving as directors on the Board of Safari Club International, as selected by the SCI Foundation President; and
- c. One (1) member of the SCI Foundation Advisory Board, selected by the SCI Foundation President.

An individual who wishes to be considered for a position as an SCI Foundation officer or director, and who is simultaneously serving on the Nominations Committee must resign his or her position on the Nominations Committee not later than April 1st of the year in which the individual would be considered for election as an SCI Foundation officer or director. Following any resignation as may occur due to the provisions of this paragraph, vacancies on the Nominations Committee need not be filled unless the number of Committee members falls below three (3), in which case a sufficient number of interim members shall be appointed by the SCI Foundation President from among the Foundation Directors who are not serving as directors on the Board of Safari Club International or from the Foundation Advisory Board, to bring the number of Committee members to a minimum of three (3). In the event the Chair resigns, the President shall nominate, and the Board shall approve, an interim Chair.

(2) Nominations. Not later than twenty (20) days prior to the annual meeting of the Foundation, the Nominations Committee shall provide to the SCI Foundation Board a written slate of candidates to fill all vacancies, either then existing or that may occur due to expiring terms, in officer and/or director positions with the Foundation. Such slate shall contain a short biography of each candidate, including each individual's involvement in wildlife conservation and education projects, hunting and philanthropic entities, and humanitarian organizations, as well as business and education background. The Committee may set its own process and procedures in establishing the slate of nominees.

#### K. Public Relations/Marketing Committee

The Public Relations/Marketing Committee shall work in co-ordination with the Marketing and Communications Manager, and is responsible for advising the Board on communication strategy and the best use of funds to promote the mission. It shall ensure that all media communications made on behalf of the organization are compatible with its mission and in accordance with the communication strategy.

#### L. Real Estate Committee

The Real Estate Committee shall consist of three (3) members of the Board. It shall, in co-ordination with on-site personnel, oversee the maintenance and capital improvement of the Foundation's real estate interests, develop annual budgets for maintenance, report to the Board on the condition of the real estate interests, and perform any other tasks relating to the Foundation's real estate interests that the Board shall delegate to it.

#### M. Special Events Committee

The Special Events Committee shall be responsible for all aspects of fundraising events approved and delegated to it by the Board.

### **Section 7. Special Committees of SCI Foundation.**

A. The President or the Board may, from time to time, establish such special committees on an interim or ad hoc basis as are deemed necessary to fulfill the objectives of SCI Foundation. The chair and members of each such special committee shall be appointed on the same basis as the appointment of the chairs and members of the standing committees of SCI Foundation. Each special committee shall report at such time and place as may be specified by the President or the Board, and shall be dissolved

upon completion of its work and the filing of its final report.

B. In the case of a special committee previously established pursuant to this section, that committee shall be considered to have been dissolved at the end of each fiscal year, unless the mandate of the committee is specifically extended, on the record of a meeting of the Board. Upon extension, a new chair of the committee may be appointed and the committee's mandate may be modified.

## **ARTICLE IX. FISCAL YEAR \***

The fiscal year of SCI Foundation shall begin on July 1 and shall end on June 30.

## **ARTICLE X. AMENDMENT AND REPEAL OF BYLAWS AND POLICIES \***

### **Section 1. Amendment by the Board**

The Board is authorized to amend, alter, modify, substitute or otherwise revise or change the Articles of Incorporation and Bylaws of SCI Foundation by a two-thirds (2/3) vote of Directors present at a regular meeting or special meeting called for such purpose.

### **Section 2. Conditions for Consideration**

A. The Board shall consider for adoption any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws that has been proposed in a writing signed by at least three (3) members of the Board of Directors.

B. Except as set forth in Section A above, prior to consideration by the Board for adoption, any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws must have been approved by the Bylaws Committee in accordance with the procedures set forth Section 3 below.

### **Section 3. Bylaws Committee Approval.**

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

B. Any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws may be initiated by a request for consideration delivered to the Bylaws Committee in writing and signed by (a) three (3) members of the Board, or (b) any Committee. Such request shall include a brief explanation of the reason for the requested amendment. The Bylaws Committee shall include the name(s) of the requester(s) and the reason for the amendment with the publication of the proposed amendment in the Official Journal and will provide this information with the text of the proposed amendment when it is presented to the Board. Within sixty (60) days of receipt of such request for consideration, the Bylaws Committee shall meet and review the proposal. The Bylaws Committee may revise such proposal only to the extent necessary to correct it as to form, grammar, language and compatibility with the existing Articles of Incorporation, Bylaws, and purposes, objectives, practices and procedures of SCI Foundation. Within sixty (60) days after the Bylaws Committee meeting, the Bylaws Committee must submit to the Board the text and version of the proposal originally submitted to it, the revised version of the proposal and its recommendations as to whether or not such proposal should be approved or rejected.

### **Section 4. Notice to Board.**

A. Notice of a proposed amendment, alteration, modification, substitution or other revision or change to

the Articles of Incorporation or Bylaws must be given to the Board at the same time as notice is given for a meeting of the Board, or in the case of a meeting previously fixed by the Board for which no notice is required, then at a minimum of ten (10) days in advance of the date of such meeting.

B. Notwithstanding the notice to be provided herein, proposals for revisions or changes that are germane to any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws of SCI Foundation may be made from floor at the Board meeting.

### **Section 5. Ratification of amendments of certain provisions by Board of Directors of SCI.**

Any amendment to the Articles of Incorporation or an Article of these Bylaws, or to a provision within an Article, which is marked with an asterisk (\*) must be ratified by a two thirds (2/3) majority of the Board of Directors of SCI present at a regular or special meeting.

### **Section 6. Notice to Board of Directors of SCI.**

Notice of any proposed amendment, alteration, modification, substitution or other revision or change to the Articles of Incorporation or Bylaws which is required to be ratified by the SCI Board of Directors pursuant to the provisions hereof must be given to every member of the Board of Directors of SCI or published in the Official Journal not less than twenty (20) days but not more than ninety (90) days, prior to the meeting at which it will be considered for ratification by the Board of Directors of SCI.

### **Section 7. Publication upon Adoption.**

Within forty-five (45) days after adoption by the Board or ratification by the Board of Directors of SCI, the amended portion of the Articles of Incorporation or Bylaws shall be published in the Official Journals of SCI and SCI Foundation.

### **Section 8. Amendments to the SCI Foundation Policies and Procedures.**

A. The Board is authorized to amend, alter, modify, substitute or otherwise revise or change the SCI Foundation Policies and Procedures, provided the following procedure for adoption has been followed.

B. Approval Process. Any addition or amendment to the SCI Foundation Policies and Procedures must be first approved by the Bylaws Committee in the manner provided for approval of amendments, modification or other revision to the Bylaws as set forth in this Article, then adopted by a majority of the Board, present at a regular meeting or at a special meeting called for such purpose.

C. Notice. Any proposed amendment, modification, or other revision to the SCI Foundation Policies and Procedures that has been submitted in a writing signed by a member of the Board must be submitted in writing by mail, facsimile, electronic mail or other means of communication to every member of the Board not less than ten (10) days, but not more than sixty (60) days, prior to the meeting at which it will be considered or must have been published in the Official Journal not less than ten (10) days, but not more than ninety (90) days, prior to the meeting of the Board at which it will be considered.

E. Germane Amendment. Notwithstanding this notice provision, proposals for revisions or changes that are germane to any proposed amendment, modification, or other revision to the SCI Foundation Policies and Procedures may be made from the floor at the meeting.

## **ARTICLE XI. RULES OF ORDER**

### **Section 1. Parliamentary Authority.**

The procedures set forth in the latest edition of "Robert's Rules of Order Newly Revised" shall govern the Amended August 24, 2017

meetings of the Board and of special and standing Committees of SCI Foundation, whether the meetings are held in person, by telephone conference call, or by other means, unless specific exceptions are otherwise specified in these Bylaws.

### **Section 2. Parliamentarian.**

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

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

### **Section 1. Authority to Execute.**

No person shall have any authority under these Bylaws, including but not limited to any other section of this Article, to expend the corporate funds of nor legally bind SCI Foundation by any contract or other legal instrument unless so authorized under these Bylaws.

### **Section 2. Authorization.**

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

### **Section 3. Real Estate**

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

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

B. Any proposed acquisition, expansion, renovation, remodeling, or other modification of real property that is subject to the requirements of Article I, Section 7 of these Bylaws shall be considered by a motion made in writing and approved by a majority vote of the Board. Sufficient funds to cover the transaction must have been provided in the annual budget or otherwise must have been authorized prior to the execution of any documents related to such real property, except for agreements or documents otherwise approved pursuant to Article I, Section 7 of these Bylaws. Any documents or agreements relating to real property must be reviewed in advance of execution by legal counsel with experience in real estate transactions in the relevant jurisdiction.

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

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

No Officer, Director, or Committee member of SCI Foundation shall be held legally and personally liable



for monetary damages for a breach of fiduciary duty in their individual official capacities, except to the extent that the breach is the result of gross negligence or willful misconduct, unless such exemption for liability or limitation thereof is not permitted under law.

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

To the fullest extent permitted by law, SCI Foundation shall indemnify and hold harmless each of its Officers, Directors, and Committee members, and any individual that served as an Officer, Director or Committee member, that is made or threatened to be made a party to an action, suit or proceeding by reason of the fact that he or she is or was an Officer, Director or Committee member of the SCI Foundation. The indemnification provided by this Section shall not be deemed to be exclusive of any other rights to which any person may be entitled apart from this Section.

### **Section 3. Limitation of Liability.**

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

### **Section 4. Insurance.**

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

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

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

## **ARTICLE XIV. DISSOLUTION OF THE CORPORATION**

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

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

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

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

## **ARTICLE XV. INTERPRETATION OF BYLAWS \***

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

In the event of a conflict of laws or difference in the interpretation of terms, the provisions of these Bylaws shall be determined according to the laws and legal interpretation of Nevada (the State of Incorporation).

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

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

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

The pronouns and relative words used in these Bylaws are written in the masculine and singular; however, such words shall be interpreted to also include female and plural.

### **Section 4. Titles.**

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

## **ARTICLE XVI. CHAPTERS \***

### **Section 1. SCI Foundation Chapters.**

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

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

### **Section 2. Member of SCI Board.**

Pursuant to the SCI Bylaws the President of each Chapter is a member of the SCI Board of Directors by virtue of his position within the Chapter and the SCI Bylaws shall govern the Chapter President's position on the SCI Board of Directors.

### **Section 3. Establishment of New Chapters.**

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

#### **Section 4. Suspension or Revocation of Chapter Charters.**

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

#### **Section 5. Charitable Purpose Accounts May be Maintained by Chapters of SCI**

A. The Board shall establish policies and procedures for the establishment of "Charitable Purpose Accounts" within SCI Foundation for the purpose of accepting contributions by Chapters of SCI for charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of the United States. The policies and procedures shall include a requirement for a written agreement governing each Charitable Purpose Account and defining the conditions for the use of SCI Foundation Intellectual Property for the purpose of raising funds to be deposited into the Account.

B. A Chapter of SCI may establish and maintain a Charitable Purpose Account within SCI Foundation solely for the purpose of accepting contributions for charitable purposes. Any SCI Chapter that has established such a Charitable Purpose Account within SCI Foundation may raise funds under the authority of the charitable tax-exempt status of SCI Foundation with all such funds raised to be deposited in the Charitable Purpose Account and to be used for charitable programs and projects in the Chapter's local area. The Chapter may recommend to SCI Foundation on which Conservation, Humanitarian or Education programs the funds should be spent in the Chapter's local area.

C. SCI Foundation shall administer the funds pursuant to its investment policy statement and spending policy and distribute the funds in furtherance of its exempt purposes to support programs in the Chapter's local area.

D. Each SCI Chapter which establishes a Charitable Purpose Account must comply with all applicable terms and conditions for such accounts as set forth in the written agreement required by the Board.

### **Article XVII. NOTICES**

#### **Section 1. Transmission.**

Where a notice or other communication is required under these Bylaws it may be transmitted by telefax, electronic mail, mail or by telephone call where the person to be notified is spoken to in person. No telephone notice shall be made by leaving a message on an audix or other telephone answering system.

#### **Section 2. Receipt**

A notice or other communication sent by telefax or electronic mail shall be deemed received on the day on which it is sent. A notice or other communication sent by mail shall be deemed received five (5) days after the postmark date. A notice by telephone shall be effective on the day on which it is made.

#### **Section 3. Address**

A notice sent to the contact information in the official SCI Foundation files shall be deemed to be valid.

#### **Section 4. Official Journal**

Notices in the Official journal for SCI Foundation may be published in any SCI written or electronic newsletter, newspaper, magazine or publication or may be published electronically or in written form in any SCI Foundation newsletter, newspaper, magazine or publication or may be sent electronically to SCI Foundation's Directors and to SCI's Directors and members.