

# **BYLAWS OF SAFARI CLUB INTERNATIONAL FOUNDATION**

**Revised as of August 27, 2022**

**A Nevada 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 to which tax deductible charitable donations may be made as allowed by law.**

**4800 West Gates Pass Road, Tucson, Arizona, USA, 85745;**

**Phone: (520) 620-1220; Telefax: (520) 622-1205**

*NOTE: As required by Article X of these Bylaws, amendments to any section of these Bylaws marked with an asterisk (\*) can take effect only following ratification by the SCI Board of Directors. Where the asterisk appears next to an Article title, the entire Article is subject to such 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 (the “Board”) 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 Board.

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

A. The corporate seal, emblem, names, logos, trademarks, donor lists, mailing lists, goodwill and other intangible property, together with 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 CEO or the Board within the following parameters:

- (1) The Board 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 CEO may only authorize non-exclusive uses of Intellectual Property without Board approval.
- (3) Certain Intellectual Property has been licensed to and is used by both Safari Club International (“SCI”) and SCI Foundation. The CEO shall monitor SCI’s use of the Intellectual Property to ensure compliance with the limited 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. 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 (“SCI Board”) or its Executive Committee as required by the SCI Bylaws, and the affirmative vote of the Board at any regular or special meeting, shall be required to approve the following actions:

- A. Liquidation or dissolution of SCI Foundation;
- B. Any sale, lease, or other transfer, mortgage, renovation of or construction on any real property owned or held by SCI Foundation;
- C. Merger, consolidation or other transfer of substantially all of the assets of SCI Foundation;
- D. 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
  - (1) the mission and/or purposes of SCI Foundation,
  - (2) the approval rights of SCI, and/or

(3) the rights of SCI to appoint directors to the Board.

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 believes may be of general interest to the members of SCI, shall be published in the OFFICIAL JOURNAL of SCI Foundation, if any, and shall be published in the Official Journal of SCI.

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

### **Section 1. Mission.**

The mission of SCI Foundation is to ensure the future of wildlife through conservation, education, and hunting.

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

In fulfilling its mission, 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 wildlife programs for the management of wildlife and sustainable hunting, and to demonstrate the constructive role that hunting and hunters play in the conservation of wildlife and in preserving biodiversity worldwide.

#### **B. Conservation Education.**

To carry out and to support education 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 sustainable 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 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 shall establish the categories, procedures and policies governing affiliates.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers.**

The Board shall have general charge of the affairs, property and assets of SCI Foundation. It shall be the duty of the Board 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 and SCI Foundation's Articles of Incorporation.

**Section 2. Oversight Responsibilities.**

The Board 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 no fewer than fifteen (15) and may be up to twenty-one (21).

B. The Board shall consist of:

(1) Up to seven (7) Directors appointed by the SCI Executive Committee as follows:

(a) The SCI Executive Committee shall appoint a minimum of four (4) Directors each year, but may appoint up to seven (7) Directors to the Board.

(b) At least three (3) of the SCI Executive Committee's appointees, but not more than four (4), shall be selected from among the then serving

members of the SCI Executive Committee, but none of whom may be the SCI President;

- (c) All remaining appointees shall be selected from among SCI members in good standing whom the SCI Executive Committee believes (i) support SCI Foundation's mission and (ii) will make financial contributions to SCI Foundation to further its missions.
  - (d) Each time the SCI Executive Committee appoints a Director in addition to its required minimum of four (4), the Board, pursuant to Section 6, below, shall also elect an additional Director to the Board, thereby increasing the Board by two seats through the addition of the SCI Executive Committee appointee and the Board elected Director.
- (2) The Chair of the SCI Audit Committee, or, if SCI Foundation has an Audit Committee separate from the SCI Audit Committee, then the Chair of the SCI Foundation Audit Committee;
  - (3) The Chairman of the SCI Past President's Council;
  - (4) One (1) Past President of SCI or SCICF (Safari Club International Conservation Fund), selected by vote of the SCI Past President's Council;
  - (5) The Chairman of the SCIF 100 Hunter Legacy Fund Advisory Board; and
  - (6) Up to ten (10) Directors selected by the Board at its Annual Meeting, from among candidates who are SCI members in good standing and who are either proposed by the Nominations Committee or otherwise nominated for the Board; provided that
    - (a) Other than as provided in 3(A)(6)(c), below, as nearly as possible one-half of the Directors shall be elected in one year and one-half of the Directors shall be elected in the succeeding year so that the Directors serve staggered terms;
    - (b) Any Director selected pursuant to this subsection 6 may not serve on the SCI Board of Directors at any time during his term of office on this Board.
    - (c) Until such time as the SCI Executive Committee is annually appointing seven (7) Directors, in a year when the SCI Executive Committee has opted to appoint a Director in addition to its required minimum of four (4), pursuant to (1) above, the Board shall hold a special election as soon as practicable after the SCI Executive Committee appointments are made known to add the same number of additional Directors to the Board; thereby increasing the Board by even numbers. For example, if the SCI Executive Committee appoints six

(6) Directors in July 2020, the Board shall elect in August two additional Directors to the Board. The goal of this provision, together with subsection 3(B)(1), is to increase the size of the Board while still maintaining the same balance of control by SCI in its appointments so that the number of directors appointed pursuant to A(1) – (5) will always be one more than the number of directors appointed pursuant to A(6).

#### **Section 4. Terms and Term Limits.\***

A. For Directors appointed pursuant to 3(B)(1), the terms are as follows:

- (1) For each member of the SCI Executive Committee who is appointed to serve as a Director, his term shall be one year and shall begin on July 1 and shall end on the following June 30 or thereafter on the selection of his successor.
- (2) For each member of SCI appointed by the SCI Executive Committee who is not also a then serving member of the SCI Executive Committee, his term shall be two years with such term beginning effective as of July 1 and ending on the June 30 two years thereafter, running concurrently with those individuals elected by SCI Foundation who are elected to the Board pursuant to subsection 3(B)(6)(c).
- (3) The terms 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. For each Director appointed or selected pursuant to a provision in subsection 3(B)(2) through 3(B)5), above, the term 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.

C. For each Director elected by the Board pursuant to subsection 3(B)(6), above, the term shall be a two year term with such term beginning effective as of July 1 in the year of election and ending on the June 30 two years hence. Any member elected pursuant to this subsection may serve additional terms, subject to the term limits below.

D. All members of the Board are limited to four (4) consecutive two-year terms if the Director is elected by the Board under subsection 3(B)(6) of this Article; provided, SCI Foundation shall request that the appointees to the SCI Foundation Board by the SCI Executive Committee and the SCI Past President's Council pursuant to subsections 3(B)(1) and 3(B)(4) also be limited to four (4) consecutive two-year terms. Any individual is permitted to be re-nominated or re-appointed to the Board following a one-year hiatus from the Board.

**Section 5. Vacancies. \***

A vacancy on the Board in a position that is held by virtue of holding a position on the SCI Executive Committee, 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 SCI Bylaws or the SCI Foundation Bylaws, and any other vacancy shall be filled by the Board as provided in these Bylaws.

**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 President, acting as 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; provided, 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 during the same time period and in the same location as SCI's annual convention each fiscal year or as soon thereafter as possible, but not later than the last day of the fiscal year. The purposes of the annual meeting shall include, but not be limited to, the election of Officers and Directors sufficient to fill any vacancies existing at the time of the meeting and any expected to occur prior to the next annual meeting, including those due to the expiration of terms at the end 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 President 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, however, the Board can decide that specific matters should remain confidential and 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 President to take minutes of the issues raised and decisions made during an executive session, but no record shall be made of the discussions.
- (4) The President 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 CEO attended the executive session, the minutes of the portion of the meeting attended by the CEO may be made available to the CEO. If the CEO or a staff member requires information from executive session to carry out an action taken in executive session, such portion of the executive session minutes may be made available to the individual or the President may inform the individual of only the information necessary to accomplish the action. Thereafter, an addendum to the executive session minutes should specify the individual(s) given information, by whom, and whether the action item was completed or what steps were taken toward completing the action item.

#### 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 D(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 D(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 additional notice if the dates, times and places of such meetings are fixed by the Board at the outset of the fiscal year and a notice provided with the annual calendar of meetings.

### **B. Notice.**

Except as otherwise provided in these Bylaws, notice of a meeting shall be sent to each Director not less than 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 the President.

### **C. Waiver of Notice.**

If notice is shorter than the required ten (10) days, 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, including 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. Quorum.**

When a quorum is present or deemed 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. Minutes.**

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 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. Separate Meetings.**

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

### **B. No Conflict.**

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

## **Section 12. President Emeritus**

A. Notwithstanding any other provision of these Bylaws, when the term of a President expires, the Past President automatically becomes a member of the Board as President Emeritus for life.

B. A President Emeritus has the same privileges and responsibilities as a Director except that he does not count for a quorum and he cannot vote. He may be nominated for a Director or Officer position provided that he meets the requirements, including a hiatus between terms;

C. He can be appointed to Chair SCIF Committees and Task Forces at the discretion of the current SCIF President.

## **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, SCI Foundation's management or 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, 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, laws governing tax-exempt organizations such as SCI Foundation, and any other conditions or limitations adopted by the Board.

**B. Personal Business Interests.**

No Director, Officer, the CEO or the member of any committee may utilize his position with SCI Foundation 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 with SCI Foundation to directly pursue or seek business opportunities, within or outside of SCI Foundation, so long as he remains in a position with SCI Foundation.

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

No elected Officer or Director of SCI Foundation shall be entitled to receive any compensation for his 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 the CEO 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 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 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, without cause, by a two-thirds (2/3) vote of the Board and to declare the office of such Officer or Director vacant.

## **ARTICLE VI. OFFICERS**

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

#### **A. Election.**

At its Annual Meeting, the Board shall elect from among its members and from among those put forth by the Nominations Committee, to fill any vacancies in the position of President, President-Elect, Secretary and/or Treasurer. Nominations of individuals for an Officer position shall be as prescribed by the Board, with procedures for the Nominating Committee to present the slate as provided in these Bylaws.

#### **B. Qualifications.**

- (1) To be qualified to serve as an Officer of SCI Foundation, an individual must:
  - (a) Not be simultaneously serving as an Officer of SCI or President of Sables, or a voting member of the SCI Board;
  - (b) Not, during the Officer's term begin serving as an Officer of SCI or President of Sables, or a voting member of the SCI Board.
- (2) If, for any reason, a person serving as an Officer resigns or is removed as a Director of SCI Foundation, he will be deemed to have simultaneously resigned or been removed as an Officer.
- (3) A person serving as President-Elect who reaches the end of his final consecutive term as a Director, as provided in 4(C) of Article IV, and who receives a vote of confidence as President-Elect, as provided in 1(C) of Article VI,

shall automatically have his term as a Director extended for the period necessary to allow the person to serve one full term as President; provided, however, thereafter, he must take a hiatus from the Board of at least one-year before being again being nominated for Director and/or Officer.

C. Vote of Confidence.

In order to take office as the President in normal course, the President-Elect must receive a “yes” vote on the majority of ballots cast by the Directors present at the May meeting of the Board held immediately preceding expiration of the President’s final term. If the Office of President becomes vacant for a reason other than expiration of his term, the President-Elect may temporarily assume the duties of the office of President, pending the vote of confidence to be held within 60 days of the vacancy for such President-Elect to assume the duties moving forward and to begin his term as President. If the President-Elect does not receive the required vote of confidence, a new President-Elect shall be elected as soon as practicable.

**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. 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. 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 SCI Foundation; provided that the authority to sign any document hereunder may be delegated by the President or the Board in writing to any other Officer or to the CEO; provided further, however, that no agreement committing SCI Foundation to an expenditure of \$100,000 or more shall be signed by the President, CEO or their delegate unless the same has been first approved by the Board;
- (4) Officially represent SCI Foundation and speak on its behalf in the public sector;

- (5) After conferring with the Board and except as otherwise provided in these Bylaws, create new standing or special committees and appoint the chairs of such committees;
- (6) Be an ex-officio member of all committees, with vote, except for the Audit Committee; and
- (7) Authorize use of outside and in-house legal counsel by SCI Foundation, Directors and Officers.

B. President-Elect.

The President-Elect shall:

- (1) Assist the President in the performance of his duties as requested by the President;
- (2) Assist the President in formulating the SCI Foundation Budget for the next fiscal year or such longer period as may be necessary;
- (3) Assist the President with long-term planning;
- (4) Assume the duties of President temporarily if the President is absent or unable to act;
- (5) Following a vote of confidence pursuant to Article VI Section 1.(C), assume the duties of President if the President's term expires or the President is other than temporarily absent or unable to act; and
- (6) Perform such other duties as the President or the Board may assign.

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

C. Secretary.

The Secretary, either directly or by delegation, shall:

- (1) Ensure that notices of all meetings of the Board are properly given;
- (2) Keep a permanent record of the minutes of meetings of the Board, including executive sessions;
- (3) Maintain a register of SCI Foundation Directors and Officers so far as is reasonably possible with a valid mail address, e-mail address, telephone number and other relevant contact details;
- (4) Conduct and maintain records of 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. Treasurer.

The Treasurer shall:

- (1) In consultation with the Chief Financial Officer and the Audit Committee, have charge of the books of account of SCI Foundation and assist the firm of Certified Public Accountants engaged to make an annual audit of the books of account of SCI Foundation, prepare a statement of financial condition as of the close of each fiscal year, and provide a copy of that statement, together with a certificate of audit, to each member of the Board;
- (2) Place SCI Foundation's funds with financial institutions designated by the Finance and Investment Committee and ratified by the the Board; and
- (3) Perform such other duties as the President or the Board may assign.

**Section 4. Terms; Term Limits.**

A. Term.

All Officers shall serve for a term of two (2) years or until their successors are elected and qualified. Unless in interim vacancy occurs and is filled, an Officer's term begins 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. Following a vote of confidence by a majority of the Board at the Annual Meeting immediately preceding the start of his term as President, the President-Elect will become President at such time as the President leaves office or becomes incapacitated or is otherwise unable to continue. If no vote of confidence is received, a new President-Elect shall be elected to serve.

B. Term Limits.

No individual may serve two (2) consecutive two-year terms in the same Office; but any individual may be re-elected to any Officer position following at least a one-year (1) year hiatus from the position.

C. Staggered Terms.

The Officer positions of Secretary and Treasurer shall be staggered positions of two-year terms with elections of Secretary in odd numbered calendar years and Treasurer in even numbered calendar years.

**Section 5. Resignation and Removal.**

A. Resignation.

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

B. Removal.

In addition to 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. CHIEF EXECUTIVE OFFICER**

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

The Board may employ a chief executive officer in charge of the day to day operations of SCI Foundation and staff, and such individual shall be recognized by the title “Chief Executive Officer” or “CEO”. Such individual may also be the CEO of SCI and in such event the President and Board shall work with SCI to coordinate the CEO’s duties, responsibilities, compensation and other related matters, as well as duties of other staff, and joint operations, as necessary.

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

The CEO 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 and/or the Board. Other than as provided herein, individual Directors may not assign duties to the CEO.

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

### **Section 1. SCI Foundation Advisory Board.**

SCI Foundation shall have an Advisory Board for the purpose of working with the Board and furthering the mission of SCI Foundation. Members of the SCI Foundation Advisory Board may be nominated by any SCI Foundation Director, shall be approved by a majority of the Board and shall serve a term of two years, but are eligible for re-election. Candidates for the Advisory Board are individuals who wish to support the mission and purposes of SCI Foundation and who can collectively work together to provide advice and recommendations to the Board and management. The Advisory Board is limited in its activities to advising on matters that directly concern SCI Foundation’s mission, programs, strategic plan, and/or fundraising efforts. The Advisory Board has no legal responsibilities, and has no ability to enter contracts or compel staff to act on its recommendations or feedback. The Advisory Board should:

- be comprised of diverse skills and experiences,
- provide the Board and management with objective opinions about SCI Foundation,
- provide input, skills and knowledge towards specific projects and programs, as requested,
- have each member sign a conflict of interest disclosure statement,
- be a group of potential candidates for the SCI Foundation Board of Directors, and
- support SCI Foundation’s mission and purposes.

### **Section 2. Responsibilities of Committees.**

Unless specified in these Bylaws or in Policies and Procedures approved pursuant to these Bylaws, the President or Board, whichever creates the committee, shall assign responsibilities to the committee that relate to particular activities or special areas or endeavors of SCI Foundation.

### **Section 3. Appointment of Committee Chairs and Members. \***

#### **A. Appointment**

Except as otherwise provided in these Bylaws, the President shall nominate and the Board shall appoint a chair or co-chairs for each standing or special committee and may appoint vice-chairs and members of committees. Members of the Board or of the SCI Board, members of SCI in good standing, and any other person qualified in the opinion of the President, shall be eligible for appointment as a chair or as a member of any committee. Chairs, vice chairs and members of committees are eligible for reappointment without limit.

#### **B. Appointment of Members of Committees by Committee Chair.**

If the President and Board have elected not to appoint vice chairs and members of a committee, then each chair, or co-chairs acting jointly, 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.

**C. Terms of Committee Chairs and Members.** All Chairs and co-chairs, vice chairs and members of committees serve at the pleasure of the Board for a term of one year

**D. Support to Committees.** The CEO shall provide appropriate staff to support the committees.

### **Section 4. Committees Advisory to Board.**

Unless a committee has been delegated corporate authority by the Board in these Bylaws or by a decision of the Board recorded in the minutes, all committees shall be advisory to the Board and do not have authority to direct the CEO or staff, to direct expenditures, to enter into contracts or agreements or in any other way to act on behalf of SCI Foundation. Committees function by providing reports and advice to the President and the Board in their areas of responsibility as defined in these Bylaws or pursuant to Section 2, above.

### **Section 5. Limitations on Powers of Committees.**

#### **A. Powers Delegated to Other Committees**

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

#### **B. Delegation of Board Authority**

No delegation of Board authority may be made 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. Committee Liaison**

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 6. 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 7. 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 SCI Audit Committee, 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 accounts and 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, or the President may nominate, and the Board approve adding a member to the committee.

#### D. Conservation Committee\*

The Conservation Committee shall have a geographically diverse membership and the Committee, and its members shall have the following responsibilities:

- (1) Serve as an advocate and emissary for SCI Foundation conservation programs;
- (2) Communicate with SCI Chapters;
- (3) Help establish and maintain relationships with external entities that can support or partner with SCI Foundation programs;
- (4) Supplement and assist the communication efforts of staff as requested by the Director of Conservation.
- (5) Present to his or her home chapter(s) at their events about SCI Foundation Conservation programs and how chapters can support them;
- (6) Learn about SCI chapter conservation projects from their home chapters and other chapters and may write up a short communication and/or social media article(s) about those chapters that can be used in SCI and SCI Foundation publications and channels;
- (7) Introduce staff to decision-makers in other organizations or entities that might provide support to or partner in SCI Foundation conservation programs;
- (8) Participate in conservation field activities and provide materials such as pictures and draft articles that can be used in SCI and SCI Foundation publications and channels;
- (9) Committee members should help, as requested, during the SCI Annual Hunters Convention by spending time at the Conservation booth answering questions, attending meetings, helping as needed at the Beretta dinner, being a part of tours with partners, and similar activities;
- (10) Work to generate interest among donors or potential donors to financially donate to support SCI Foundation Conservation programs.

#### E. Development Committee

The Development Committee is responsible for overseeing SCI Foundation'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\*

(1) 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. In the event a person is serving as President, President-Elect, Treasurer, or Chairman of the Board of Advisors of the SCIF 100 Hunter Legacy Fund and is also a member of the SCI Foundation Audit Committee, such person shall resign from this Committee and the Board shall appoint another member to fill the vacancy on this Committee. The CEO and the Chief Financial Officer, if any, shall be ex officio staff members of the Finance and Investment Committee, without vote.

- (2) The committee shall be responsible for the following:
- (a) The financial integrity of the SCI Foundation;
  - (b) Co-ordination of the annual budget process;
  - (c) Recommending appropriate financial institutions for the deposit of SCI Foundation corporate funds and overseeing such deposits;
  - (d) Formulating an approach to cash management which is firm, decisive, discreet and conservative, taking into account all relevant considerations;
  - (e) Formulating and reviewing corporate investment policy to provide for a balance of quality, marketability and diversity of investments to ensure the preservation of principal, a minimum Reserve and adequate cash flow, and making recommendations and reporting to the Board.

(3) All recommendations for any action the committee may make as a result of carrying out the responsibilities listed above must be made to the SCI Foundation President and SCI Foundation Board, and are to be voted on by the SCI Foundation Board and if approved then the SCI Foundation President and SCI Foundation CEO will implement any such action.

#### H. Humanitarian Services Committee

The Humanitarian Services Committee oversees SCI Foundation's humanitarian services program development and implementation, and in coordination with staff assists in raising funds for programs and supporting chapter humanitarian services 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) and shall report to the President and the Board as appropriate with evaluations and recommendations to improve the functioning, effectiveness and fiscal condition of the Museum.

#### J. Nominations Committee

(1) Composition. At the outset of each fiscal year, the Nominations Committee shall be composed of the chair, who shall be the Chair of the SCI Past Presidents Council, and the following individuals:

- (e) Chair of the SCIF Hunter Legacy 100 Fund;
- (f) Two (2) SCI Foundation Directors who are not then serving as directors on the SCI Board, as selected by the SCI Foundation President; and
- (g) 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 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 SCI Board 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) Meeting and Nominations. Within the first two months of each calendar year, the Nominations Committee shall meet at the call of its chair to discuss candidates for any vacancies on the SCI Foundation Board or among its Officer positions that either exist or that will exist in the upcoming months due to expiring terms. Not later than twenty (20) days and not more than thirty (30) 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 SCI 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.

(3) Nominations Other Than By Nominations Committee. At least ninety (90) days prior to the annual meeting the Secretary shall cause a notice to be sent to all Officers, Directors and Advisory Board members informing any eligible person wishing to nominate another or to self-nominate for an Officer or a Director position to submit the name, position and short biography containing the information noted in subsection J(2), above, to both the Nominations Committee Chair and the SCI Foundation Secretary not less than forty-five (45) days prior to the annual meeting. Any individual who wishes to be on the ballot for election in the event he is not otherwise nominated by the Nominations Committee must so indicate in the submission made pursuant to this subsection J(3) at the time the submission is made or within five (5) days of such submission. When the ballot is prepared for the SCI Foundation slate of candidates, an individual who has stated he wishes to be considered for Officer or Director even though not selected by the Nominations Committee shall have his name presented together with the candidates selected by the Nominations Committee. All candidates shall appear on the slate listed in the categories for which they are nominated (including self-nominated) with names and information appearing in the same font color, size, and detail; provided, however, those

candidates presented by the Nominations Committee shall be marked with an asterisk (“\*”) beside their name to indicate to the Board those candidates presented by the Nominations Committee.

**K. Public Relations/Marketing Committee**

The Public Relations/Marketing Committee is responsible for advising the Board on communication strategy and the best use of funds to promote the mission. It shall make recommendations in regard to the compatibility of all media communications made on behalf of SCI Foundation with its mission and with any strategy that may be in place.

**L. Real Estate Committee**

The Real Estate Committee shall consist of three (3) members of the Board. It shall oversee the maintenance and capital improvement of the Foundation’s real estate interests and shall make recommendations to the President and the Board on annual budgets for maintenance, the condition of the SCI Foundation’s 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 oversee and advise the President and the Board in regard to SCI Foundation fundraising events.

**Section 8. 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.
- 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 SCI Board of Directors.**

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 SCI Board 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. Amendment.**

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

#### **B. Approval Process.**

Any addition or amendment to 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 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.

**D. Germane Amendment.**

Notwithstanding this notice provision, proposals for revisions or changes that are germane to any proposed amendment, modification, or other revision to 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 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 2. 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 is or was an Officer, Director or Committee member of 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. Defined**

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 group exemption 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) are "chapters of SCI Foundation" for purposes of this Article. Notwithstanding the foregoing, however, 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), or an analogous provision of the tax laws of another country, and are or have been chapters of SCI as "chapters of SCI Foundation." All such "chapters of SCI Foundation" are referred to simply as "Chapters" in this Article XVI.

### **B. Governance**

All Chapters must operate pursuant to this Article, the IRS rules and regulations applicable to organizations exempt from tax pursuant to section 501(c)(3) of the U.S. Internal Revenue Code, the SCI Bylaws and Policies and Procedures as they relate to Chapters of SCI and Chapter Presidents serving on the SCI Board, and within such other rules, regulations, policies, procedures, guidelines and directives established by the Board as they relate to Chapters. Other than as limited by this Article XVI, SCI Foundation does not administer a "chapter network" and all rights, obligations and administration of Chapters, other than certain fees and

contributions by those Chapters that are made to SCI Foundation pursuant to the SCI Policies and Procedures, are administered by SCI pursuant to a delegation of authority between SCI and SCI Foundation.

### **Section 2. Chapters and the SCI Board.**

Pursuant to the SCI Bylaws and/or the charter issued to Chapters, the President of each Chapter is a member of the SCI Board of Directors by virtue of his position within the Chapter; provided, however, the SCI Bylaws and SCI Policies and Procedures shall govern the Chapter President's position on the SCI Board and the Chapter's rights, responsibilities, and/or obligations as related to SCI.

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

No new Chapters of SCI Foundation may be established.

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

The charter of a Chapter of SCI Foundation may be suspended or revoked in the manner set forth in the SCI Bylaws and/or SCI Policies and Procedures. Additionally, the Board may vote by a two-thirds (2/3) vote to suspend or revoke the Charter of a Chapter not only for the reasons set forth in the SCI Bylaws and SCI Policies and Procedures, but for any act or situation deemed by the Board to be detrimental, damaging or injurious to 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 such 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 and carrying out 501(c)(3) purposes of SCI Foundation. 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 only so long as all funds raised under such authority are deposited directly into the Charitable Purpose Account and are used solely 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 within SCI Foundation's mission such the funds should be spent in the Chapter's local area.

- C. SCI Foundation shall administer funds in Charitable Purpose Accounts pursuant to SCI Foundation's 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 that establishes a Charitable Purpose Account must comply with all applicable terms and conditions for such Account 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.