

BY-LAWS OF
SAN DIEGO CHAPTER, SAFARI CLUB INTERNATIONAL
(a non-profit corporation)

BY-LAWS REVISED
June 2013

ARTICLE I

NAME

The name of this non-profit corporation shall be:

SAN DIEGO CHAPTER, SAFARI CLUB INTERNATIONAL,

ARTICLE II

PRINCIPAL OFFICE

The principal office of this organization shall be the office or home of the President of San Diego Chapter, Safari Club International. The corporation may establish other offices at various times, pursuant to resolutions by the Board of Directors.

ARTICLE III

PURPOSES

The purpose of this organization shall be:

1. To promote the conservation, perpetuation, and the scientific study of wildlife and natural resources throughout the world, and to conduct any such activities as are incident thereto and not in conflict with activities of an organization exempt pursuant to Section 501(c) (3) of the Internal Revenue Code, as is from time to time in effect.
2. To collect, organize and distribute educational information and data regarding the wild animals of the world and hunting opportunities available in the world.
3. To receive donations and to distribute same to Safari Club International or other organizations or individuals pursuing the same or similar goals as this organization.
4. To affiliate with Safari Club International, (therein SCI) in Tucson, Arizona, (therein SCI Tucson), so that all regular members of this organization shall also be regular members of SCI Tucson.
5. To advocate, preserve and protect the rights of all hunters.

6. To promote safe, legal and ethical hunting and related activities.
7. To engage in advocacy within the limits imposed by law and regulation, to monitor, support, educate or otherwise take positions on local, national and international legislative, executive, judicial or organizational endeavors that foster and support these purposes and objectives.
8. To inform and educate the public concerning hunting and related activities.
9. To conduct those purposes set forth in SCI's Articles of Incorporation.
10. To provide a channel for organized efforts to promote a public understanding and acceptance of sport hunting as effective tools for wildlife conservation and management.

ARTICLE IV

MEMBERSHIP, VOTING AND OTHER RIGHTS

Section 1. Classes of Members. There shall be three classes of membership, namely: Regular, Life and honorary membership.

Section 2. Membership Qualification. There shall be no limit, other than those resulting from the By-laws and Articles of Incorporation, to the regular or life membership of this organization.

To be eligible for chapter membership, a person must be of good moral character, and must have demonstrated an active interest and/or actual experience in hunting.

All chapter members must maintain membership in SCI.

Section 3. Application for membership. Any application for chapter membership must be submitted to the Board of Directors, where it must receive majority approval.

Section 4. Definitions of Membership.

A. Regular Membership. A regular membership is the status of a member who has properly applied for and received acceptance as a regular member of this organization and who has complied with the By-laws and Articles of Incorporation and has regularly and currently paid the dues and the obligations of the organization.

B. Honorary Membership. An honorary membership may be designated by proper action of the Board of Directors bestowing such an honorary designation upon those who qualify in accordance with the merits and standards of this organization.

C. Chapter Life Membership. Life members of SCI are eligible for Chapter Life Membership.

Section 5. Voting Rights. Each current chapter member who pays dues and is not delinquent shall be entitled to cast one vote on every matter submitted to a vote of the members. Voting by properly executed written proxy is permitted. There shall be no cumulative voting.

Section 6. Certificates. A certificate of membership in such form as the Directors may prescribe shall be issued to an applicant upon election to membership and signed by the President.

Section 7. Transfer of Memberships. The memberships in this organization are non-transferable and do not represent any property rights bestowed upon any of the respective members.

Section 8. Termination of Rights. Upon termination of membership all rights and privileges associated therewith are simultaneously terminated.

Section 9. Initiation Fees and Dues. Initiation fees and dues and special assessments for Regular Members shall be established by the Board of Directors.

Section 10. Dues When Delinquent. Annual dues are due and payable on member's anniversary each year.

Section 11. Termination for Cause. A member who makes false representations in his membership application or who otherwise commits illegal acts of fraud or moral turpitude may be dropped from the membership by a majority vote of the Board of Directors. Upon conviction of a crime connected with the taking of wildlife and/or firearms violation game birds, animals and/or sea life throughout the world, the Board of Directors may cause a hearing to be held in which the accused has the right to be present to determine the facts, nature, extent and intent of the individual accused. If the Board of Directors finds that the violation was willful or grossly negligent and exhibiting behavior detrimental to SCI, to the chapter and/or its members, then the accused shall be dropped from the membership, and forfeit all dues paid.

Section 12. Resignations and Reinstatements. Any member may resign however, dues paid in advance shall not be returned. Resignation shall not relieve the resigning member of the obligation to pay any dues or other charges theretofore accrued and unpaid. Reinstatement of a former member shall be made in the same way that an applicant for new membership may be elected.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meeting and Installation Introduction of Officers. An annual meeting for the installation introduction of new officers and Board of Directors and any other such business as may properly come before the meeting shall be held on such date and at such time and place as may be fixed by resolution of the Board of Directors.

Section 2. Regular Meetings. A regular meeting of the members shall be held monthly, or as determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the Board of Directors, upon fifteen (15) days notice in writing, to include electronic notification, phone and/or fax.

Section 4. Notice of Meetings. Written notice, to include electronic notification, phone and/or fax including a call for a special meeting, shall state the time and place and shall be delivered as mentioned above personally or by mail to each member entitled to vote at such a meeting, at least fifteen (15) days before the date of the meeting. If mailed, the notice shall be deemed to be delivered the day after it is deposited in the United States mail, addressed to the member at the address appearing on the corporation's records, with postage thereon fully paid.

Section 5. Quorum. A quorum at a meeting of the members of the organization shall consist of 20% of the members entitled to vote and in good standing.

Section 6. Presiding Officer. If the President and all of the Vice Presidents are absent from a meeting, a presiding officer shall be selected by the members of the Board of Directors then present from among their number.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held every month, the time and place designated in advance by the President, with the approval of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons calling a special meeting may fix the time and place for the holding thereof.

Section 3. Notice. Notice of regular meetings of the Board of Directors shall not be required in writing; however, such notices may be delivered electronically, to include, phone or fax in writing by the secretary, and all notices of special meetings must be given in writing, electronically, to include phone or fax in compliance with these By-laws.

Section 4. Presiding Officer. Shall be the President or a Vice President.

Section 5. Minutes. The minutes of the last preceding meeting of the Board shall be electronically delivered prior to the next Board of Directors meeting and read at each meeting, unless dispensed by a simple majority vote of the directors present.

Section 6. Treasurer's Report. At each regular monthly meeting of the Board of Directors, the Treasurer shall make a report of receipts and expenditures for the current calendar month, and give the current balance in all accounts.

ARTICLE VII

ELECTION OF DIRECTORS

Section 1. Nominating Committee. Prior to each annual election of the Directors, a Nominating Committee shall be formed to designate nominations for election to the Board of Directors. The Nominating Committee shall consist of the immediate past President, three presently serving Directors, and three persons from the general membership and one alternate, each to be selected by the current President. The Nominating Committee shall be chaired by the immediate past President.

Section 2. Ballots. All nominees to the Board of Directors shall be announced for consideration and vote by mail ballot to the membership.

ARTICLE VIII

ELECTION OF OFFICERS

Section 1. Method of Voting and Election. The officers of this organization shall be recommended by the nominating committee to the general membership on a mail ballot for vote and election.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of eleven (11) Directors elected from the membership and the immediate past president as a non-voting member.

Section 2. Election and Term of Office. Board of Directors shall hold office for a period of three years.

Section 3. General Powers of Directors. The business of the association shall be exercised by the Board of Directors consisting of eleven (11) positions. All Directors must be regular members. The Directors, themselves, may not change the number of Director's positions in the organization. All regular business of the corporation shall be conducted and/or exercised by the Directors as a legally constituted body.

Section 4. Vacancies. In case of any vacancy on the Board of Directors, the remaining directors, although less than a quorum, by affirmative vote of the majority thereof, may elect a successor to hold office for the un-expired portion of the term of the director whose place shall be vacant until election of a successor.

Section 5. Removal of Directors. Failure to perform assigned duties and/or attend Board meetings may result in termination from the Board of Directors. A director may also be removed from this position based upon the causes or reasons described above for termination of the membership or by a majority of the Board of Directors.

Section 6. Compensation. Directors shall not receive any compensation for their services as such. Nothing herein contained shall be construed to prevent any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE X

OFFICERS

Section 1. Names of Officers. The officers of the organization shall be a president, first vice president, second vice president, secretary and treasurer. No two (2) of said offices may be held by the same person. In order to preserve continuity, the President may serve consecutive terms. No member may serve as president for more than two (2) consecutive terms.

Section 2. Limitation of Powers. No officer may receive compensation for services other than reimbursement of duly authorized expenses by a majority vote of the Board of Directors.

Section 3. Election and Term of Office. Officers shall be elected for a term of one year.

Section 4. Vacancies. A vacancy in any office for any reason shall be filled by the Board of Directors for the unexpired part of the term.

Section 5. Duties and Powers of Officers.

A. President. The president shall be the principal executive officer of the organization and subject to the authority of the Board of Directors, shall have general management and supervision authority and control of the organization's affairs. The president shall preside at all meetings and shall otherwise be in charge of the general conduct and progress of affairs of the organization.

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

C. Second Vice President. In the absence of the president and the first vice president, or in the event of their inability or refusals to act, their duties shall be performed by the second vice president.

D. Treasurer. The Treasurer shall be in charge of the financial affairs of the organization, including the establishment of bank accounts and affiliations and other necessary financial arrangements to permit the organization to proceed properly and lawfully as a nonprofit corporation, and to maintain all necessary accounting and financial books, records and accounts.

E. Secretary. The Secretary shall keep and maintain the board minutes of the organization, directors and other committee and official activities of the organization, and shall otherwise be responsible for maintaining San Diego Chapter, Safari Club International, Articles of Incorporation, By-laws, proper documentation, correspondence and files necessary to document and historically record events and activities of the organization.

F. No non-board member or non-director may maintain any Chapter, documents, historical records, list, accounts, financial records, data bases, computer files and/or files, without the express permission of the Board of Directors.

ARTICLE XI

COMMITTEES

Section 1. Creation of Committees. The President and the Board of Directors may create such standing or special committees, as they may deem necessary or desirable to serve the organization's interests, and appoint the chairman thereof. At least one member of the Board of Directors shall sit on each committee.

Section 2. Chairman. The President and/or the Board of Directors may remove the committee chairman at any time.

ARTICLE XII

AMENDMENTS

After thirty (30) days written notice to the membership, the Articles of Incorporation and By-laws may be repealed or amended, or new Articles or By-laws may be adopted by a simple majority vote of 2/3 of the voting members. These Articles of Incorporation and By-laws may not be amended or repealed by the Directors. The power of the members to adopt, repeal, or amend these Articles of Incorporation and/or By-laws, fix the number of Directors, may not be delegated to the Directors. Whenever any amendment of any Articles of Incorporation and/or any By-law is adopted, amended, or repealed, it must be copied into the Articles of Incorporation and By-laws, and made available to the membership upon request.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the corporation shall be the period of July 1 through June 30.

ARTICLE XIII

SEAL

The corporate seal which will be adopted by the Board of Directors shall remain the corporate seal of this organization and shall be appropriately placed on all official documents and communications where necessary to authenticate the corporate action and ratification.

ARTICLE XV

CONTRACTS AND INSTRUMENTS

Section 1. Authority to Execute. No person shall have any authority to expend money or bind the organization by any contract or instrument unless authorized by these By-laws or by the Board of Directors.

Section 2. Authorization. The Board of Directors may authorize any officer, officers, agent or agents of the organization to execute and deliver any contract, note or other instrument in the name of the organization, and such authority may be general or confined to specific instances.

ARTICLE XVI

INSURANCE INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS AND
OTHER AGENTS

Section 1. Agents, Proceedings and Expenses. For the purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of this organization; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under section 4 or 5(c).

Section 2. Actions Other Than By the Corporation Organization. This organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of the organization) by reason of the fact that such person is or was an agent of this organization against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in

connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this organization and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful.

Section 3. Actions by the Corporation. This organization shall indemnify any person who as or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this organization to procure a judgment in its favor by reason of the fact that said person is or was an agent of this organization against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this organization and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this section 3:

a. in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this organization in the performance of that person's duty to this organization unless and only to the extent that the court in which that action was brought shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine.

b. approval by the affirmative vote of a majority of active voting members of this organization entitled to vote represented at a meeting at which a quorum is present or by the written consent of a majority of the active voting members entitled to vote. For this purpose, the person to be indemnified shall not be considered entitled to vote thereon; or

c. the court in which the proceeding is or was pending, on application made by this organization the agent, the attorney or other person is opposed by this Organization.

Section 4. Successful Defense By Agent. To the extent that an agent of this organization has been successful on the merits in defense of any proceeding referred to in Section 2. or Section 3., or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Approval. Except as provided in Section 4, any indemnification under this Article shall be made by this organization only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2. or Section 3., by:

a. a majority vote of a quorum consisting of directors who are not parties to the proceeding;

b. approval by the affirmative vote of a majority of active members of this organization entitled to vote represented at a meeting at which a quorum is present or by the written consent of a majority of the active members entitled to vote. For this purpose, the person to be indemnified shall not be considered entitled to vote thereon; or

c. the court in which the proceeding is or was pending, on application made by this organization the agent, the attorney or other person is opposed by this organization.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this organization before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Contractual Rights. Nothing contained in the Article shall affect any right to indemnification to which persons other than directors and officers of this organization or any subsidiary hereof may be entitled by contract or otherwise.

Section 8. Limitations. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5(c), in any circumstance where it appears:

a. that is would be inconsistent with a provision of the Articles, a resolution of the shareholders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

b. that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. Upon and in the event of a determination by the Board of Directors of this organization to purchase such insurance, this organization shall purchase and maintain insurance on behalf of any agent of the organization against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this organization would have the power to indemnify the agent against that liability under the provisions of this Section.

Section 10. Fiduciaries of Organization Employee Benefit Plan. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the organization as defined in Section 1. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law other than this Article.

ARTICLE XVII

RULES OF ORDER

Except as otherwise provided in these By-laws, or prohibited by California law, all meetings of the members and Board of Directors and committees shall be governed by “Roberts Rules of Order, Revised”, insofar as they are appropriate.

ARTICLE XVIII

PROPERTY RIGHTS

No member, director, or officer shall have any right, title, or interest in any of the assets or property of this organization except the right to make use thereof as a member, in accordance with the rules and regulations adopted by the Board of Directors.

ARTICLE XIX

DISSOLUTION OF THE CORPORATION

Disposition of Assets Upon Dissolution. Upon liquidation, dissolution, winding-up or abandonment of this organization all of the property and assets of this organization shall be transferred or conveyed by way of gift to one or more domestic or foreign corporations, foundations, associations, societies or organizations exempt from federal and state income taxation under Section 501-c-3 of the Federal Tax Code and engaged in activities substantially similar to those of this Chapter. Any such transfer or conveyance shall be executed in accordance with the laws of the State of California relating to liquidation, dissolution, winding-up, or abandonment of nonprofit corporations. In no event shall any properties or assets of this organization be conveyed or transferred to any member, upon the liquidation, dissolution, winding-up, or abandonment of this organization.