

**SAFARI CLUB INTERNATIONAL  
MID-MICHIGAN CHAPTER BY-LAWS; 2022**

## **I. NAME AND ORGANIZATION**

The name of this nonprofit corporation shall be **SAFARI CLUB INTERNATIONAL, MID-MICHIGAN CHAPTER.**

## **II. PURPOSES**

The purposes of this organization shall be as follows:

1. To collect, organize and distribute educational information and data regarding the wild animals of the world and hunting opportunities available in the world.
2. To receive donations and to disburse same to Safari Club International or other organizations or individuals pursuing the same or similar goals as this organization.
3. To affiliate with Safari Club International (herein "SCI") in Tucson, Arizona so that all regular members of this organization shall also be regular members of SCI.
4. To provide a channel for organized efforts to promote a public understanding and acceptance of sport hunting as an effective tool for wildlife conservation and management.
5. To participate and associate with other clubs throughout the world which share common goals, beliefs, and purposes.
6. To promote the goals and objectives of SCI by being in compliance with SCI requirements for good standing.
7. The Chapter promotes the safe and legal ownership and use of firearms as expressed in our inalienable rights under the Second Amendment to the Constitution of the United States of America so that those are legally permitted to purchase and sell, may collect and use firearms for competitive events, hunting, or other sporting purposes.
8. To engage in such other activities as may be appropriate in conjunction with the foregoing.

## **III. MEMBERSHIP AND VOTING**

1. Membership: There shall be three classes of chapter members, life, regular, and youth. Life and regular members shall have all of the rights of membership, including the right to vote on all items submitted to the general membership for vote. Youth members do not have the right to vote.
2. Qualifications: To be eligible for membership, a person must be of good moral character and must agree to promote the purposes of the organization. To be eligible for Chapter membership, a person must be a member of SCI.
3. Application for Membership: All applications for membership must be in on a form specified by the board of directors.
4. Voting Rights: Each Life and Regular member in good standing shall be entitled to cast one vote on every matter submitted to a vote of the members. Neither voting by proxy nor cumulative voting will be permitted.
5. Transfer of Membership: No membership may be transferred either by the member or by operation of law.

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6. Initiation Fees and Dues: Initiation fees and dues and special assessments for members shall be established by the board of directors in alignment with SCI.
7. Dues - when delinquent: Annual dues are due and payable promptly upon receipt of billing for same from SCI. A member shall be delinquent if payment in full is not made by or within 60 days after the member's anniversary date. Any member who becomes delinquent shall be considered to have voluntarily terminated membership in the organization.
8. Termination for Cause: A member who makes a false statement on their membership application or whose conduct is deemed detrimental may be terminated by a vote of the majority of the board of directors. The board of directors shall have authority, but not an obligation to set up hearing procedures on any contested termination of membership.

## **IV. MEETING OF MEMBERS**

1. Regular Meetings: A regular meeting of the members shall be scheduled in advance and posted as soon as known for each meeting to be held. This should be at least seven days before the meeting otherwise the meeting will be considered a Special Meeting.
2. Special Meetings: The board of directors may call a special meeting of the members for any purpose it deems appropriate. Notice shall be given to each member entitled to vote at a regular meeting, including a call of the meeting, the date, item and place as soon as possible.
3. Address Corrections: It shall be the duty of each member to give the secretary, in writing, the member's correct address and any change thereof. Any notice required by these By-Laws to be given to a member shall be sufficient if mailed to such member at the address so furnished.
4. Recommendations to Directors: At any meeting of the members, they may make recommendations to the board of directors by a majority of those present entitled to vote. The directors shall not be bound by any such recommendations, but shall give them careful and unbiased consideration, and shall report to the membership at the next regular meeting what action, if any, was taken.
5. Action by Members: Action by the members on any matter may be taken only at a regular or special meeting. The vote of a majority of the regular members with a quorum present at the time of the vote shall be the act of the membership, unless a greater percentage of votes on any question is required by these By-Laws.
6. Quorum of Members: A quorum at a properly noticed regular meeting is the members present. The quorum for voting at a special meeting shall be constituted as one-quarter the total membership.

## **V. BOARD OF DIRECTORS**

1. Board of Directors: The property, affairs, and business of the organization shall be managed by a board of directors. The board of directors shall consist of:
  - a. Twelve directors elected at large (four each year).
  - b. All Past Presidents shall be members of the Board of Directors for life. They shall have the same rights and voting privileges of any other elected Board Members as long as they are a member in good standing with the SCI and this Chapter for a period of at least the previous calendar year.
  - c. Appointed Directors:



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- i. The President nominates and the Board by majority vote is empowered to appoint up to three directors for a term NOT TO EXCEED one year. Appointed Directors may be appointed for no more than two consecutive years.
  - ii. Board appointed directors will enjoy all privileges and rights afforded the regularly elected directors and have full voting rights during their appointed terms.
  - iii. Their terms shall conform to the annual term of others regularly elected directors, i.e. July 1 through June 30. Directors installed after the installation meeting for regularly elected directors shall serve until the following June 30, whereupon their terms expire.
  - iv. Appointed directors shall attend at least a majority of the regularly scheduled special meetings of the board. Any director may be removed by a majority vote of the directors pursuant to the provisions of Article V., Section 1.k of Removal of Directors and Officers.
  - v. Board appointed directors must be in good standing at the time of their appointments and retain such standing during the tenure of their terms of appointment.
- d. Term of Directors: The board of directors shall designate the term of office for the directors first elected as one year, two years or three years unless a properly formed Board of Directors exists. At all subsequent elections, each director shall take office at the first board of directors meeting at the beginning of the Chapter's fiscal year following his/her election and hold office for a one or three year term. Directors will serve at least one year as an appointed or elected Director before being eligible to be elected to a three year term.
- e. Vacancies: Vacancies occurring on the board of directors may be filled by majority vote of the directors then in office. The director so elected to fill a vacancy shall hold office for the unexpired term of their predecessor.
- f. Quorum of Directors: A majority of the Directors elected at large, then in office, shall constitute a quorum for the transaction of business.
- g. Action by Directors: The vote of a majority of the directors with a quorum present at the time of the vote at a regular or specially called meeting shall be the act of the board of directors unless a greater percentage of votes on any question is required by these By-Laws. Cumulative voting and voting by proxy shall not be permitted.
- h. Notice of Meeting of Board of Directors: Notice of time, date, and place of regular meeting shall be given by resolution of the board of directors or in the manner herein provided for special meetings. Notice of all special meetings shall be given as follows: All notices shall be given at least seven days before the meeting whenever possible, and may be given by telephone or in person, or by mail, or email. Notices given by mail or email shall be sent to the director's address appearing on the organization record. If sent by mail, they shall be deemed delivered on the day after the mailing, and if sent by email they shall be deemed delivered on the day the email is sent. The purpose of a special meeting shall be stated in the notice thereof. Attendance of a director shall constitute their waiver of notice, unless they attend for the sole purpose of objecting to the transacting of any business there on the grounds that it was not properly called.
- i. Meetings of Board of Directors
- i. Regular Meeting: A regular meeting of the Board of Directors shall be scheduled in advance and posted as soon as known for each meeting to be held. This should be at least seven days before the meeting if possible.
  - ii. Special Meeting: A special meeting of the board of directors may be called by the president of the organization. Notice of all special meetings shall be given in the manner described in Article V Section 1.h above in these By-Laws.
  - iii. Minutes: The minutes of the last preceding meeting of the board of directors shall be read at each meeting, unless dispensed with by vote of the directors or are mailed to each Director with notice of the meeting.
  - iv. Electronic meetings are acceptable when situations dictate.
- j. Treasurer's Report: At each regular meeting of the board of directors, the treasurer shall make a report of the receipts and expenditures and report the financial condition of the organization.
- k. Removal of Directors and Officers: The board of directors shall have the power at any regular or special meeting by two-thirds majority vote to declare vacant the office of any director or officer for cause. Upon written request of any director or officer so removed, the matter shall be reconsidered and voted upon again at the next regular board meeting.

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- l. Compensation: Directors shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any director from serving the organization in any other capacity and receiving compensation therefore.
- m. Expenses: All claims for reimbursement of expenses shall be made in writing or electronically and include receipts to the treasurer within 30 days or by agreement on timeline with the treasurer. The board of directors may ask for and receive detailed explanation for payment of all expenses claimed by a member, officer, or director.

## **VI. ELECTION OF DIRECTORS**

1. Qualification: To be eligible to be nominated for director, a person must have been a member in good standing of this Chapter for at least one year prior to the date set for the election. Directors will serve at least one year as an appointed or elected Director before being eligible to be elected to a three year term.
2. Nominating Committee: The President shall appoint a nominating committee consisting of three members of the board of directors or past presidents, for the purpose of selecting prospective members of the board of directors. This committee shall nominate up to two candidates for each vacant position who have indicated a willingness to serve, if elected, for each open directorship.
3. Ballots: At least one week prior to the annual election voting in May the secretary shall mail a ballot to each regular and life member in good standing. The committee shall provide blank spaces for three write-in candidates. Along with each ballot mailed out, there shall be instructions regarding the completion of same and the procedure for returning same to the secretary. The ballots shall be tabulated by the nominating committee at the last regular meeting of the fiscal year. As soon as tabulation has been completed, the duly elected directors shall be notified. The membership at large shall be informed of the outcome. The Secretary shall ratify the results and place a permanent record of the same on file with the other Chapter documents.
4. Interim Meetings: All newly elected and outgoing directors shall attend all directors' meetings between the election and installations.
5. Installation of Directors: At the first regular meeting of directors of the fiscal year, the newly elected directors shall have full voting authority, and the directors they replace shall not be allowed to vote or be elected to office.

## **VII. OFFICERS**

1. Names and Qualifications of Officers: The officers of the organization shall be a President, a Vice President, a Compliance Officer, a Secretary, and a Treasurer. No two of said offices may be held by the same person.
2. Limitation of Powers: No officer may receive compensation for their services. No officer may hold a similar office with another club, organization, or corporation with like objectives and ideals, other than those with direct affiliation with this organization.
3. Term of Office: Officers shall be elected by the Board of Directors, based on a majority vote of those present, at the last meeting of the fiscal year for a term of two years starting the next fiscal year. See Article VIII ELECTION OF OFFICERS.
4. Duties and Powers of Officers:
  - a. President: The president shall be the principal executive officer of the organization, and, subject to the authority of the board of directors, shall have general supervision and control of the organization's affairs.
    - i. Shall preside at all meetings of the members and of the board of directors
    - ii. May sign with the Secretary or any other proper officer of the organization authorized by the board, any contracts or other instruments approved by the board for signature



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- iii. May call a special meeting or the board of directors by giving notice in accordance with Article V of these By-Laws.
- iv. Work with Vice President, Compliance Officer, Treasurer, and Secretary to ensure all documentation is maintain as required.
- b. Vice President: In the absence of the President, or in the event of inability or refusal to act, Presidential duties shall be performed by the Vice President, and if the Vice President shall also be absent or unable or unwilling to act, the Secretary shall perform the President's duties. The Vice President shall perform such other duties as the President, or the board of directors may assign.
  - i. Work with President to ensure all documentation is maintain as required.
- c. Treasurer: The Treasurer or his/her designee shall:
  - i. Have charge and custody of and be responsible for all funds and securities of the organization from all sources and deposit all such money in the name of the organization in such depositories as the board may designate.
  - ii. Receive and give receipts for monies due and payable to the organization.
  - iii. Pay all just obligations for the organization upon approval by the board of directors.
  - iv. Keep a complete record of all organization income and expenditures.
  - v. Make a report to the directors of the financial condition of the organization every month.
  - vi. At the first fiscal board meeting make a complete report of the financial condition of the organization for the immediately preceding fiscal year.
  - vii. Perform such other duties as may be assigned by the President or the board of directors.
  - viii. Work with President to ensure all documentation is maintain as required.
- d. Secretary: The Secretary or designee shall
  - i. Keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose
  - ii. See that all notices of meetings of members and directors are given in accordance with the provisions of these By-Laws or as required by law
  - iii. Be custodian of organization records
  - iv. Keep a register of the addresses of each member of the organization
  - v. Conduct correspondence
  - vi. Read correspondence and other communication at the meetings of the board of directors
  - vii. Perform such other duties as the President or the board of directors may specify.
  - viii. Work with President to ensure all documentation is maintain as required.
- e. Compliance Officer:
  - i. Ensure the required Federal Tax Return (Form 990) is prepared and filed timely.
  - ii. Ensure the Michigan Nonprofit Corporate Report is filed timely.
  - iii. Ensure all required reporting to SCI is completed and filed timely. Examples may include:
    - 1. Annual Chapter Fundraiser Financial Report
    - 2. SCI Policy Regarding Staff and Volunteers
    - 3. Acknowledgement of Duties, Conflicts of Interest Policy and Confidentiality
    - 4. Declaration of Ethical Standards, Compliance with Fiduciary Duties and Disclosure of Conflicts of Interest
    - 5. Nonprofit Certificate of Disclosure of SCI and/or SCIF
    - 6. Complete Chapter Roster Form
  - iv. The Compliance Officer position shall have the authority to sign documents on behalf of the Mid MI SCI Chapter as an elected Chapter Officer.
  - v. Work with President to ensure all documentation is maintain as required.

## **VIII. ELECTION OF OFFICERS**

- 1. Time of Election: At the last meeting of the Board in the fiscal year, the directors as elected for the next fiscal year shall elect from among themselves a President, a Vice President, a Compliance Officer, a Secretary, and a Treasurer for the next fiscal year. Newly elected directors are eligible to vote, and outgoing directors are not. This is to comply with the Chapter Rosters submission due to SCI by the first of the fiscal year.

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2. Method of Voting: Directors must personally be present to vote. Voting shall be by voice ballot. Cumulative voting and voting by proxy shall not be permitted. Newly elected directors are eligible to vote and outgoing directors are not.

## **IX. COMMITTEES**

The President shall 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 or Past Presidents shall sit on each committee.

## **X. AMENDMENTS**

After thirty days written notice to the membership as approved by the Board, these By-Laws may be repealed or amended, or new By-Laws will be adopted by a vote of two-thirds of the membership present and voting at any meeting. At the discretion of the Board, this process alternately may take place by mail-in or electronic voting by sending a copy of or linking to the proposed changes to all Life and Regular members. A ballot will be sent when mail-in or electronic voting is used and must be completed and returned/submitted back to the Chapter officer within 30 days of the original notification. Ballots need not be sent when using in-person voting. The proposed By-Laws change will be adopted by a vote of two-thirds of the membership voting.

These By-Laws may not be amended or repealed by the directors, except to enlarge the number of directors per Article V Section 1.c of the By-Laws. Whenever any amendment of any By-Law is adopted, amended, or repealed, it must be copied into the book of By-Laws of the organization and sent to the full membership and SCI within forty-five days.

## **XI. CONTRACTS AND INSTRUMENTS**

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

## **XII. FISCAL YEAR**

The fiscal year of this organization shall commence on July 1 and end on June 30 of each calendar year. Should the SCI fiscal year change, the Chapter will align with that fiscal year.

## **XIII. RULES OF ORDER**

Except as otherwise specifically provided in these By-Laws, all meetings of the members, board of directors, and committees shall be governed by "Robert's Rules of Order (Revised)", insofar as they are appropriate.

## **XIV. PROPERTY RIGHTS**

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



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## **XV. DISSOLUTION OF THE ORGANIZATION**

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

## **XVI. VOLUNTEER DIRECTOR LIABILITY**

Volunteer Directors are not personally liable to the corporation or its shareholders or members for monetary damages for a breach of the director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director for any of the following:

1. A breach of the director's duty of loyalty to the corporation or its shareholders or members.
2. Acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
3. A violation of MCLA 450.2551. Liability of directors for certain corporate actions: liability of shareholder or member accepting or receiving distribution contrary to act.
4. A transaction from which the director derived improper personal benefit.
5. An act or omission that is grossly negligent.
6. An act or omission occurring before the date this document is filed.

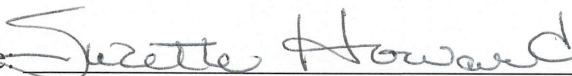
The corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director occurring on or after the date this document is filed.

## **CERTIFICATE OF SECRETARY OF**

### **SAFARI CLUB INTERNATIONAL, MID-MICHIGAN CHAPTER**

I hereby certify that I am duly elected and acting Secretary of said nonprofit corporation and that the foregoing By-Laws, comprising six pages, constitute the By-Laws of said corporation as approved by the vote of a two-thirds majority of the eligible members voting in person or by mail, such vote concluded on Saturday, February 26<sup>th</sup>, 2022, and as duly approved at a regular meeting of the board of directors held on Monday March 7<sup>th</sup>, 2022.

Dated: Monday March 7<sup>th</sup>, 2022, Secretary: Suzette Howard.

Signature: 

As amended Saturday, February 26<sup>th</sup>, 2022.