

SAFARI CLUB INTERNATIONAL ALASKA CHAPTER

BY-LAWS

Proposed:

I NAME AND ORGANIZATION:

The name of this nonprofit organization shall be SAFARI CLUB INTERNATIONAL, ALASKA CHAPTER, hereinafter referred to as “**the 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 support research and management and influence laws and regulations in favor of wildlife conservation and to participate in civic and humanitarian efforts that support our goals.
3. To provide a channel for organized efforts to promote a public understanding and acceptance of hunting as an effective tool for wildlife conservation and management.
4. To receive donations and to disburse them to Safari Club International, hereinafter referred to as “**SCI**”, or other organizations or individuals pursuing the same or similar goals as this organization.
5. To affiliate with SCI, of which this organization is a chapter, so that all regular members of this organization shall also be regular members of SCI.
6. To associate with other clubs throughout the world that share our goals, beliefs, and purposes for participating in programs of common interest.
7. To promote the goals and objectives of SCI including the following:
 - A. The Chapter will conduct at least one fund-raiser per year and contribute 30% of the net proceeds from the Chapters’ largest net income fund-raising project to the SCI General Fund. In any year a fund-raiser is not conducted, a minimum of \$2,000 shall be contributed to the SCI General Fund to fulfill the Chapter’s financial obligation for that year.

B. The Chapter shall produce a quarterly newsletter and a copy of the same shall be provided to all current Chapter members and appropriate SCI officials.

C. The Chapter shall be represented at a minimum of one board meeting of SCI Headquarters per year other than the meeting held at the annual convention.

D. The Chapter shall file an annual report with the SCI Executive Director. The annual report shall be in the format and contain the information required by the SCI Executive Committee. The annual report shall be due on the date on which the filing of the Chapter's IRS form 990 is required, or would be required if the Chapter were required to file it, without extensions.

E. The Chapter shall demonstrate that it acts in support of the missions and objectives of SCI each year by doing three or more of the following:

i. Conduct or participate in at least one project annually that educates the public, and particularly youth, about the constructive role of hunting and hunters in society. This may include granting of scholarships to SCI and SCIF educational programs.

ii. Conduct or participate in at least one project for the conservation of wildlife on either a local, regional, national, or international scale including wildlife research, wildlife management, and other projects that assist in the collection and dissemination of information on wildlife populations.

iii. Participate in legislative, judicial, regulatory, public relations or other advocacy activities, including humanitarian activities that demonstrate the constructive role of hunters in society, in order to protect the freedom to hunt and to advocate hunting and hunters.

iv. Make a financial contribution to SCI or the Safari Club International Foundation, hereinafter referred to as "SCIF", as established by resolution of the Executive Committee, or Board of Directors, beyond the contribution required in Section A of this Article.

G. The Chapter will hold membership meetings at least quarterly.

H. The Chapter will have at least 25 members at all times.

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 members.

A. Regular members shall have all of the rights of Chapter membership, including the right to vote on all items submitted to the Chapter membership for a vote. Membership privileges, including the right to vote will commence upon notification to the Chapter that the member is listed as an active member on the national roster of members.

B. For the provision of Husband & Wife occasions, one spouse may have a non-subscribing chapter membership, hereinafter referred to as “**NSCM**” for the discounted rate provided by SCI plus Chapter dues. NSCM members have the right to vote on all items submitted to the general chapter membership

C. Youth membership at the regular rate of an SCI youth membership with no fees paid to the chapter. Youth members do not have the right to vote on any items submitted to the general chapter membership.

2. Qualifications: To be eligible for membership, a person must be of sound moral character, must agree to promote the purposes of this organization, and may not undertake any activity or course of action deemed to be detrimental to the organization.

3. Application for Membership: All applicants must meet the eligibility requirements of Safari Club International and must be in writing on forms approved by the Board of Directors.

4. Voting Rights: Each Chapter member in good standing shall be entitled to cast one vote on every matter submitted for a vote of the Chapter members. Cumulative voting will not be permitted; however voting by proxy may be permitted as provided by the Chapter Board of Directors.

5. Certificates: A Certificate of Membership in such form as the Board of Directors may prescribe may be issued to an applicant upon election to membership, signed by the President or Vice President and the Secretary.

6. Transfer of Membership: No membership may be transferred by any manner from the Chapter.

7. Initiation Fees and Dues: Initiation fees and dues and special assessments for members shall be established by the Board of Directors and approved by the membership.

8. Dues-When Delinquent: Annual dues are due and payable promptly upon receipt of billing from SCI. A member shall be delinquent if payment in full is not made by or within 120 days after the member’s anniversary date. Any member who becomes delinquent shall be considered to have voluntarily terminated membership in the organization. Furthermore, no member who is in arrears on their dues may vote at any Chapter Meeting.

9. Termination for Cause: A member who makes false statements on his/her membership application or whose conduct is deemed detrimental to the principles of this Chapter or SCI, or who engages in activities in opposition to this Chapter or SCI as determined by the Board of Directors may be dropped from Chapter membership by vote of a two thirds majority of

the Board of Directors present at any regular or special meeting. The motion for removal of the member shall state the cause for removal. The Board of Directors shall have authority and an obligation to set up hearing procedures on any contested termination of membership.

10. Resignation and Reinstatement: A member may resign by filing with the secretary his/her written resignation. Dues paid by him/her in advance shall not be refunded or pro-rated. Such resignation shall not relieve the resigning member of the obligation to pay dues, fees or special assessments which have accrued up to the date of such resignation and which are unpaid. Reinstatement of a former member shall be made in the same way that an applicant for membership may be accepted; however, such applicant for reinstatement shall, as a condition to his reinstatement, be required to pay all dues, fees and special assessments which were previously due and unpaid by him/her at the time of his/her prior resignation.

IV MEETINGS:

1. Order of Business: The order of business shall be:

- A. Minutes
- B. Treasurer's report
- C. President's report
- D. Committee reports
- E. Old business
- F. New business
- G. Good of order
- H. Adjourn

2. General Membership Meetings:

A. At least four general membership meetings will be conducted in a one-year period. The secretary or their designee shall give each member written notice of the time and place of each regular meeting at least seven days before the date scheduled for the meeting.

B. During the May general membership meeting, elections of the Chapter Officers/Board of Directors shall be held.

C. The installation of new Directors shall be held at the general membership May of each year.

3. Special Meeting: The Board of Directors may call a special meeting of the members for any purpose it deems appropriate. Written notice, including a call of the special meeting, shall state the date, time and place of the holding thereof and shall be delivered personally or by mail to each member entitled to vote at such meeting at least seven days before the date of the meeting.

4. Quorum of Members: One-fifth of the voting membership of the Chapter shall constitute a quorum for the purposes of amending these by-laws. Members may transfer their voting proxy to the Board of Directors for purposes of conducting Chapter business, including by-law changes. All other transactions of business may be done by a vote of the majority of the membership attending at any regular or special meeting of the Chapter.

5. Minutes: Minutes shall be kept of each meeting. The minutes shall be in summary form, and shall include a description of each item of business, a description of each motion made, who made and seconded each motion, and a record of the actions taken. The minutes shall not include a record of discussions.

V BOARD OF DIRECTORS:

1. The property, affairs and business of the organization shall be managed by the Board of Directors. The Board of Directors shall consist of:

- A. The President
- B. The Vice-President
- C. The Secretary
- D. The Treasurer
- E. Twelve Directors at Large
- F. The Immediate Past-President
- G. Sables President (if available)

i. The immediate Past President shall be considered as an Officer; however, he/she shall not have Board of Directors voting privileges and shall serve in an advisory capacity to the Board of Directors and the Chapter. The immediate Past President shall hold the Board of Directors advisory capacity for a period not exceeding six months. At that time the service of the immediate Past President will terminate.

2. Term of Directors: Directors shall be elected for two year terms with half the Board being elected in even numbered years, and the other half being elected in odd numbered years.

3. Vacancies: Vacancies occurring on the Board of Directors may be filled by majority vote of all the Directors then in office. A Director so elected to fill a vacancy shall hold office for the remaining term of his/her predecessor.

4. Quorum of Directors: A majority of the Directors then in office shall constitute a quorum for the transaction of business.

5. Action by Directors: The votes of a majority of all 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.

6. Notice of Meeting of Board of Directors: Notice of time, date, and place of regular meetings shall be given by resolution of the Board of Directors or in the manner herein provided for special meetings. Notice of all special meetings shall be given as follows:

A. All notices shall be given at least forty-eight hours before the meeting and may be given by telephone, in person, by mail, fax or e-mail.

7. Meetings of Board of Directors:

A. Regular Meetings: A regular meeting of the Board of Directors shall be held each month, except meetings may be precluded in June, July and August. Meetings may also be held between regular monthly meetings by electronic communications.

B. Special Meetings: The President of the organization may call a special meeting of the Board of Directors, or in the President's absence, the Vice-President may call a special meeting of the Board. Notice of all special Board meetings shall be given in accordance with these by-laws.

C. Executive Sessions: Any meeting may be declared an executive session by the presiding officer, or upon the motion of a member of the meeting and the vote of the meeting. The presiding officer shall designate those invited to participate in the executive session and those required to leave. Executive sessions should normally be reserved for the discussion of sensitive matters where confidentiality of the discussion is required in order to protect the interests of the organization. Minutes shall be kept of any executive session.

8. Minutes: The minutes of the last preceding meeting of the Board of Directors shall be read and approved at each meeting, unless dispensed with by majority vote of the Directors.

9. 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. The Treasurer's Report shall be recorded in the minutes of the meeting.

10. Removal of Officers: The Board of Directors shall have the power at any Regular or Special Board meeting by two-thirds majority vote (i.e., at least 6 of 9 Directors, 11 of 16 Directors, etc.) to declare vacant the position of any Officer or director for just cause. Just cause shall be considered any infraction of the Chapter or SCI By-Laws, unethical conduct while in pursuit of fish or game, any infraction of a fish or game statute or regulation, or any act that impairs the Chapter's or SCI's standing in society. 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.

11. Compensation: Directors shall not receive any compensation for their services other than reimbursement of expenses duly authorized by majority vote of the Board of Directors. Furthermore, no Director may use his or her position in the Chapter for personal gain. Nothing herein shall be construed to prevent any Director from serving the organization in any other capacity and receiving compensation therefore.

12. Expenses: All claims for reimbursement of expenses shall be made by presenting the requisite receipts to the Treasurer. The Treasurer and the President shall approve the payment of all valid expenses claimed by a Member, Officer or Director; however, items budgeted for in the annual budget may be reimbursed without action on the part of the Directors. For expenditures over \$5000.00, and that are not in the approved budget, such expenditures must be approved by the Board of Directors.

VI NOMINATION OF DIRECTORS:

1. Qualifications: To be eligible to be nominated as a Director, a person must have been a member in good standing of Safari Club International and the Chapter for at least one year prior to the date set for the election. Furthermore, no person may be considered for the Board of Directors in the Chapter who has demonstrated a lack of support for Chapter principles or prerogatives; or has demonstrated a lack of moral character.

2. Nominating Committee: The Board of Directors shall appoint a nominating committee in January for the purpose of developing the slate of Director Candidates for the upcoming May elections. This committee will be responsible for collecting the nominees from the Chapter membership, checking the qualifications of all nominees, then preparing the ballots to be presented to the Chapter membership. The Nominating Committee will have as members the two immediate past presidents (if available) plus three other members in good standing as selected by the Board.

3. Ballots: All nominations must be received by the nominating committee, not less than fourteen days prior to the annual Chapter meeting in May. At such time as the nominations are collected, the nominating committee shall prepare the ballot to be voted upon by the membership during the election meeting. Additionally, the nominating committee shall prepare a descriptive background as provided by each candidate for the information of the voting members. Upon arrival, Chapter members shall have their membership status verified for voting purposes.

4. Late Nominations: During the annual general membership meeting in May, nominations may be accepted from the floor prior to the votes being cast. Newly nominated Director candidates will be written on the ballot and shall be given not more than two minutes to describe their qualifications, past contributions and future goals for the Chapter.

5. May Meeting: All newly elected and outgoing Directors shall attend a meeting to be scheduled during the month of May. The purpose of the meeting will be to ensure a smooth transition from the old to the new Directors. At the meeting, the outgoing Direc-

tors shall not retain their voting privileges for any business that needs to be conducted during the meeting.

VII ELECTION OF DIRECTORS:

Time of Election: The election of Directors should occur every year during the regularly scheduled Chapter meeting in May.

Method of Voting: During the May meeting, after sufficient time for each Chapter Member to review the qualifications of each person running for the Board of Directors, votes shall be collected from the voting members present. The sixteen persons receiving the most votes shall constitute the Board of Directors.

To facilitate the transition from the old by-laws governing elections to the methods proscribed by the new by-laws, the slate of Board members elected at the May 2007 membership meeting shall have their terms split in the following manner. Eight Board members shall be allotted two year terms and eight shall be allotted one year terms. The initial split in terms shall be determined by lot. All future elections shall be for the eight Board members whose terms expire in that year.

VIII OFFICERS:

1. Names and Qualifications of Officers: The Officers of the organization shall be a President, a Vice-President, a Secretary and a Treasurer. The same person may not hold more than one position.
2. Limitation of Powers: No Officer may receive compensation for his services.
3. Term of Office: Officers shall be elected for a one-year term. Officers shall be elected by a majority vote of the Board of Directors at a meeting called for that purpose following the May membership meeting.
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 and shall have general supervision and control of the organization's affairs. He/she:

1. Shall preside at all meetings of the members and of the Board of Directors.
2. May sign with the Secretary or any other proper Officer of the organization any contracts or other instruments approved by the Board.

3. May call a special meeting of the Board of Directors by giving notice in accordance with these by-laws.
4. Should be the principal director of activities at Chapter meetings.
5. Shall carry out the parameters of the final budget as approved by the directors

B. Vice-President: In the absence of the President, or in the event of his/her inability or refusal to act, his/her 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 duties as the President or the Board of Directors may assign to him/her.

C. Treasurer: The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and all such securities of the organization from all sources and deposit all such money in the name of the organization in such depositories as the Board may designate.
2. Receive and give receipts for moneys due and payable to the organization.
3. Pay all just obligations of the organization in accordance with the budget approved by the Board of Directors. Any invoices for expenditures not in the approved budget, and for any claim or bill over the amount of \$5000.00 shall require approval of the Board of Directors. All bills greater than \$5000 shall require dual signatures of any two officers on the Chapter's bank account.
4. Shall keep a complete record of all organization income and expenditures.
5. Shall make a report to the Directors of the financial condition of the organization every month.
6. Make a complete report of the financial condition of the organization at the annual meeting in April for the preceding calendar year.
7. Perform such duties as may be assigned to him/her by the President or the Board of Directors.

D. The Secretary shall:

1. Keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose.

See that all notices of meetings of members and Directors are given in accordance with the provisions of these by-laws or as otherwise required by law.

3. Be custodian of organization records.
4. Keep a register of the addresses of each member of the organization.
5. Conduct correspondence.
6. Read correspondence at the meetings of the Board of Directors.
7. Perform such other duties as the President or the Board of Directors may specify.

IX COMMITTEES:

The President, after conferring with the other three elected Officers, may create any such standing or special committees, as they may deem necessary or desirable to serve the organization's interest and appoint the chairman thereof. Each committee shall remain in effect until the tasks of that committee are finished, or until the term of the President who has created the committee is completed. Suggested positions would include:

1. Fundraiser Chair
2. Strategic Planning Chair
3. Membership Chair
4. Public Relations Chair
5. Nominations Chair
6. Awards Chair
7. By-laws Chair
8. Chapter Activities Chair
9. Gov't Affairs Chair
10. SCI-PAC Chair
11. Education Chair

Each committee chairman shall select the members of his/her committee.

X AMENDMENTS:

After thirty days written notice to the membership, these by-laws may be repealed or amended or new by-laws may be adopted by a vote of two-thirds of the membership at a

regular or special meeting of the Chapter members. Whenever any amendment of any by-law is adopted, amended, or repealed, it must be copied into the book of by-laws of the organization and copies shall be available to members upon request.

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 INDEMNIFICATION:

1. Non-derivative actions. Subject to the provisions of Sections 3, 5, and 6 below, the Chapter shall defend, indemnify and hold financially harmless any person who was, is, or is threatened to be made a party to a completed, pending or threatened action or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Chapter, by reason of the fact that the person is or was a director or officer of the Chapter, or is or was serving at the request of the Chapter as a director or officer of another corporation against costs and expenses (including attorney's fees) of said suit, action, or proceeding, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed would be in or not opposed to the best interests of the Chapter, and, with respect to a criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful. The termination of an action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Chapter, and, with respect to a criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

2. Derivative actions. Subject to the provisions of Sections 3, 5, and 6 below, the Chapter shall defend, indemnify and hold financially harmless any person who was, is or is threatened to be made a party to a completed, pending, or threatened action, by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Chapter, or is or was serving at the request of the Chapter as a director or officer of another corporation against costs and expenses (including attorney's fees) actually or reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Chapter; provided, however, indemnification may not be made in respect to any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Chapter except to the extent that the court in which the action was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court considers proper.

3. Denial to right to indemnification. Subject to the provisions of Section 5 and 6 below, defense and indemnification under Sections 1 and 2 of this Article automatically shall be made by the Chapter unless it is expressly determined that defense and indemnification of the person is not proper under the circumstances because the person has not met the applicable standard of conduct set forth in Sections 1 and 2 of this article. The person shall be afforded a fair opportunity to be heard as to such determination. Defense and indemnification payment may be made, in the case of any challenge to the propriety thereof, subject to repayment upon ultimate determination that indemnification is not proper.

4. Determination. The determination described in Section 3 shall be made: by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or

proceeding; or if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

5. Successful Defense. Notwithstanding any other provisions of Sections 1, 2, 3, or 4 of this article, but subject to the provisions of Section 6 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

6. Condition Precedent to Indemnification. Any person who desires to receive defense and indemnification under this article shall notify the Chapter reasonably promptly that the person has been named a defendant to an action, suit, or proceeding of a type referred to in Sections 1 or 2 and that the person intends to rely upon the right of indemnification described in this article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Chapter at the executive offices of the Chapter or, in the event the notice is from the President, to the registered agent of the Chapter. Notice need not be given when the Chapter is otherwise notified by being named a party to the action.

7. Insurance. At the discretion of the Board of Directors, the Chapter may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Chapter, or is or was serving at the request of the Chapter as a director or officer of another corporation against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Chapter would have the power to defend and indemnify the person against such liability under the provisions of this article.

8. Former Officers, Directors, etc. The indemnification provisions of this article shall be extended to a person who has ceased to be a director or officer as described above and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such person.

9. Purpose and Exclusivity. The defense and indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the shareholders or Board of Directors or otherwise. The purpose of this article is to augment, pursuant to AS 10.05.010(f), the other provisions of AS 10.05.010.

XII FISCAL YEAR:

The fiscal year of this organization shall commence on June 1st and end on May 31st of each calendar year.

XIII RULES OF ORDER:

Except as otherwise specifically provided in these by-laws, all meetings of the Chapter 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 right, title or interest in any of the assets or property of this organization, except the right to make use thereof as a member by majority vote of the Board of Directors.

XV DISSOLUTION OF THE ORGANIZATION:

Upon liquidation, dissolution, winding up, or abandonment of this organization, all of the property, and assets of this organization shall be transferred or conveyed by way of gift to one or more domestic or foreign organizations, foundations, associations, or societies exempt from federal or state income and property taxation and engaged in activities substantially similar to those executed in accordance with the laws of the State, Country of the United States 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 this organization, except for full consideration.

CERTIFICATION OF BYLAWS

We hereby certify that we are the duly elected Officers and Board of Directors of said nonprofit organization and that the foregoing by-laws comprising 13 pages constitute the bylaws approved by the vote of the majority of the membership on this date _____.

President

Vice President

Secretary

Treasurer

Director

Director

Director

Director

Director

Director

Director

Director

Director

Director

Director

Director