

KANSAS CITY CHAPTER

SAFARI CLUB INTERNATIONAL

BY-LAWS

A NOT FOR PROFIT CORPORATION

(REVISED 2004)

KC-SCI BY-LAWS

KANSAS CITY CHAPTER SAFARI CLUB INTERNATIONAL (A NOT FOR PROFIT CORPORATION)

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ARTICLE I NAME

The name of this organization shall be KANSAS CITY CHAPTER OF SAFARI CLUB INTERNATIONAL, INC.

ARTICLE II CORPORATE OFFICES

The principal office of this organization shall be in the greater Kansas City area, including surrounding suburbs.

ARTICLE III PURPOSES

The purpose of this organization shall be:

1. To recognize the goals and objectives of Safari Club International.
2. To collect, organize, and distribute educational information and data regarding the wild animals of the world.
3. To provide charitable donations to other organizations or individuals pursuing the same or similar goals as this organization.
4. To promote, establish, and conduct scientific and biological studies regarding the wild animals of the world; to learn more of their genealogy, habitat, and environmental requirements. These studies will be conducted in an effort to provide a sound basis and scientific evaluation of management of our wild animals.

5. To support legislative work which fosters or promotes the above-stated purposes.
6. To preserve and protect hunters' rights.
7. To educate and inform the public concerning sport hunting.
8. To promote safe sport hunting and good fellowship.
9. To host at least one major fund raiser per year in order to support the goals and objectives of the Kansas City Chapter of Safari Club International, Inc.
10. To send to Safari Club International 30% or \$2,000 whichever is greater of the net of all money raised by the major fund raiser of the Kansas City Chapter of Safari Club International.

ARTICLE IV MEMBERS AND THEIR VOTING AND OTHER RIGHTS

SECTION 1. MEMBERSHIP QUALIFICATIONS AND CLASSES. Members of the organization shall be of good moral character and shall have demonstrated an active interest in both hunting and in wildlife conservation. The organization will recognize the same classes of membership as are recognized by Safari Club International; however, only the following three (3) classes, who are members of the organization in good standing and over the age of eighteen (18) years old, will be eligible to vote on matters regarding the organization. The three classes of eligible voting members shall be:

1. REGULAR MEMBER:
2. LIFE MEMBER:
3. FAMILY MEMBER: Only the Primary Member (Head of the Household) of the Family Membership shall be eligible to vote.

SECTION 2. MEMBERSHIP LIMITATION. The number of members shall be unlimited.

SECTION 3. GOOD STANDING. A member is in good standing who is current in the payment of dues, fees, and assessment as assessed by the Board of Directors and required to be paid by such member and has abided by other qualifications of membership.

SECTION 4. APPLICATIONS FOR MEMBERSHIP. All applications for membership may be approved by the Board of Directors of the local chapter where applicant has

applied for membership.

SECTION 5. VOTING RIGHTS. Each eligible voting member in good standing shall be entitled to cast one (1) vote on every matter submitted to a vote of the members. Any eligible voting member who has attended at least fifty (50) percent of the chapter meetings shall have the right to an absentee ballot for the election of the Board of Directors.

SECTION 6. RESTRICTIONS ON VOTING RIGHTS. Voting by proxy, or cumulative voting shall not be permitted.

SECTION 7. CERTIFICATES. Certificates for all classes of membership, in such forms as a Board of Directors may prescribe, may be issued to each new member, signed by the President and Secretary.

SECTION 8. TRANSFER OF MEMBERSHIP. A member of another chapter may transfer to the Kansas City Chapter of Safari Club International with the approval of the Board of Directors of KCSCI. Dues paid in advance of the date fixed for the payment of annual dues by any such member may be prorated on a monthly basis between such chapters.

SECTION 9. INITIATION FEES AND DUES. Initiation fees, dues, and special assessments for regular and other members shall be recommended by the Board of Directors and shall become effective as to each member when ratified by the Board of Directors. Failure of a member to comply with any recommendation within six (6) months after notification shall be grounds for revocation of the membership of said person. Fees, dues, and special assessments for all other classes of voting and non-voting members shall be determined by the Board of Directors.

SECTION 10. DUES B WHEN DELINQUENT. Annual dues are assessed on an annual basis and become delinquent when sixty (60) days past due. The billing for collection of dues for Kansas City Chapter of Safari Club International may be handled by Safari Club International.

SECTION 11. TERMINATION FOR CAUSE. A member who makes false statements on his membership application or whose conduct is deemed detrimental to the principles of the Kansas City Chapter of Safari Club International may be dropped from membership. Prior to the Board of Directors taking such action, such member or members shall be cited in writing and given an opportunity to be heard on the charges alleged, before the Board of Directors or a committee appointed therefore by the Board. If a committee is appointed to hear the matter, such committee shall report to the Board of Directors, who by majority act shall remove such member from the membership rolls or dismiss the charges.

SECTION 12. RESIGNATIONS AND REINSTATEMENTS. Any member may resign by filing with the Secretary his written resignation. Dues paid by him in advance shall not be refunded or prorated. 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 regular member shall be made in the same way that an applicant for new membership may be accepted; however, such applicant for reinstatement shall be required as a condition to his reinstatement to pay all dues unpaid by him at the time of his prior resignation except that the Board of Directors may waive the initiation fee.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. REGULAR MEETINGS. Regular meetings of the members shall be held each month at a date, time, and place within the greater Kansas City area to be determined by the President or President pro tem except as may be omitted by the Board of Directors.

SECTION 2. ANNUAL MEMBERSHIP MEETING. The annual membership meeting shall be held in April at which time the membership shall elect Directors at a demographically central location.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members at any date and place may be called by the President or thirty-three percent (33%) of the Board of Directors.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice, including a call of a special meeting, shall state the date, time, and place of the holding thereof and shall be delivered personally or by mail to each regular member at least ten (10) days prior to the date of the meeting. Such notice shall be sent by the Secretary at the direction of the President or thirty-three percent (33%) of the Board of Directors. Mailed notices required or permitted by these By-Laws shall be deemed delivered two (2) days after they are deposited in the United States mail, addressed to the member at his/her address appearing on the ~~Chapter=s~~ records, with postage prepaid.

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SECTION 5. QUORUM. A quorum at any meeting of regular members shall consist of twenty-five (25) of such voting members. In the absence of a quorum at such meeting, its members present may adjourn the meeting to a later date, time, and place.

SECTION 6. VOTING. A majority of the votes cast at a meeting where a quorum is present shall be required to determine any question presented at such membership meeting unless a greater percentage of votes on a question is required by these By-Laws.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The property, affairs, and business of the ~~Chapter~~ shall be managed by a Board of Directors. The Board of Directors shall consist of thirteen (13) Directors of which twelve (12) will be elected from the membership for three (3) year staggered terms and four (4) of said Director positions shall be voted on each year as the three (3) year term expires. The ~~Chairperson~~ of the Sables, who is an eligible voting member of the organization (KC-SCI) in good standing, will also be on the Board of Directors.

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SECTION 2. QUALIFICATIONS OF DIRECTORS. A Director of the ~~Chapter~~ shall be eligible for election if he shall have attained the age of twenty-five (25) years of age and shall be an eligible voting member of the organization for at least two years with the exception of the Sables President. A candidate for Director of the Chapter shall have attended at least ~~thirty~~ (30) percent of the Chapter meetings in the year prior to the election in which he is seeking a position on the Board.

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SECTION 3. ELECTION AND TERMS OF DIRECTORS. At the annual membership meeting, the membership shall elect Directors. A notice shall be sent to the membership 30 days prior to the election. Each Director elected at the Annual Members' Meeting shall take office on May 1 following said election and shall hold office as per Article VI Section 1. Past presidents shall be limited to one (1) full term on the Board of Directors after their term as President ends.

SECTION 4. VACANCIES. Vacancies occurring on the Board of Directors or Officers for any reason may be filled by the member candidate who was not elected to the position, but received the next highest vote count in the last prior election. The Board must approve the filling of such a vacancy by a 2/3rd majority vote. The Board may also elect to not fill vacancies until the next general election. A Director or Officer so elected to fill a vacancy shall hold office for the unexpired term of his predecessor.

SECTION 5. QUORUM OF DIRECTORS. A majority of the Directors then in office shall constitute a quorum for the transaction of business. At any meeting, a majority of those present may adjourn the meeting without notice from time to time until a quorum shall have been obtained.

SECTION 6. ACTION BY DIRECTORS. The vote of a majority of the Directors with a quorum present at the time of the vote shall be the act of the Board of Directors unless a greater percentage of votes on any question is required by these By-Laws.

SECTION 7. MEETINGS OF THE BOARD. Regular meetings of the Board of Directors may be held on any date and such time and place as may be fixed by the Board of Directors. Special meetings shall be held upon the call of the President or upon the request of four (4) Directors.

SECTION 8. MEETINGS OF THE BOARD. Meetings of the Board of Directors,

regular or special, may be held with or without notice if the dates, times, and places or such meetings are fixed by the Board of Directors. Special meetings of the Board shall be held upon notice to the Directors. Such notice shall indicate the place, date, and time of the meeting and indicate that it has been issued by or at the direction of the person or persons calling the meeting.

The notice shall be given at least ten (10) days in advance of the date set for the meeting by telephone, fax, e-mail or mail. All prearranged meetings of the Board will be published in the Newsletter.

Notice by mail, e-mail or fax shall be sent to the Director's address as it appears on the corporate records. If sent by fax, the notice shall be deemed received on the day it is delivered. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. The notice shall specify the purpose of any special meeting of the Board of Directors. A waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

Board meetings are open to all members of Safari Club International in good standing. Non-board members attending board meetings will abide by "Robert's Rules of Order Revised" guidelines for open meetings. Non-board members have a right to attend the meetings, listen to the discussion, and hear how the board members vote. They also have a right to read the minutes of these meetings. Discussion or comments from non-board members will be done under the direction of the presiding officer.

SECTION 9. VOTING BY E-MAIL/FACSIMILE. Any matters to be taken up by the Board, and any decision thereon may be taken up and resolved by means of Board Member consents according to the following procedures;

Each Member of the Board shall provide the President and Secretary [transmitting officer] her or his e-mail address and/or facsimile telephone number. The Transmitting Officer shall send to each Member of the Board at her/his address or number a notice of the matter for Board consideration, in sufficient detail that the matter and consequences to the Chapter are reasonably set forth. The notice shall contain a statement requesting the Board Member's vote to approve or reject the matter proposed. Within seventy-two (72) hours of such transmission, the recipient Board Member shall send to the Transmitting Officer her/his vote reply. The reply shall be by means of the same method the proposal was transmitted [facsimile or e-mail]. The absence of a reply shall be deemed to be an affirmative vote to the matter proposed. The determination of the Board to the proposal shall be noted in the minutes of the Meeting of the Board immediately following the vote.

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SECTION 10. MINUTES. The minutes of the last preceding meeting of the Board of Directors shall be read at each meeting at which a quorum is present unless dispensed with by a majority vote of such Directors and made available to the membership upon written request.

SECTION 11. TREASURER'S REPORT. At each regular meeting of the Board of

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¶ Any Director may give his proxy to another Director.
¶ No Director shall be permitted to cast more than one (1) proxy vote.

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Directors, the Treasurer shall make a written report of receipts, expenditures, and give the financial condition of the corporation and shall be made available to members upon written request.

SECTION 12. COMMITTEES.

1. **NOMINATING COMMITTEE.** There shall be a Nominating Committee consisting of three (3) members of which one (1) member elected by the membership and two (2) members elected by the Board of Directors.
2. **AUDIT COMMITTEE.** There shall be an Audit Committee whose purpose shall be to provide reasonable assurance that the corporation's assets are safeguarded and the finances are properly managed. The committee shall consist of at least three (3) members: One (1) member appointed by the President, one (1) member elected by the regular membership, and one (1) member elected or appointed annually by the Board of Directors. The Audit Committee shall report its findings to the Board of Directors and membership.

OTHER COMMITTEES. Committees shall be comprised of chapter members or of the members of the Board of Directors. Past presidents shall not serve as members of any committee unless deemed advisable by the Chapter President. Past Presidents may serve as advisors to any committee the committee chairman deems necessary.

The President shall establish such other committees as the Board of Directors deem advisable and shall appoint the Chairman thereof. A committee chairman shall approve members of his committee. Such committees shall be advisory to the Board of Directors.

SECTION 13. REMOVAL OF DIRECTORS. The Board of Directors shall have the power at any time by two thirds (2/3) vote of the entire Board of Directors to remove any Director, either for cause or without cause. Any Director who misses three (3) meetings in one calendar year is subject to being replaced by a vote of the Board and must be a two thirds (2/3) vote.

SECTION 14. COMPENSATION. Directors shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any Director from serving the corporation in any other capacity and receiving compensation thereof. Nothing herein shall preclude any Director from receiving, nor the Chapter paying all reimbursements, out of pocket expenses or direct charges reasonably incurred in the performance of the duties of, or directions to a Director.

SECTION 15. CONFLICTS OF INTEREST. No Director may hold a similar office

with any other club, organization, or corporation, with objectives and ideals similar to those of this corporation, without approval of the Board of Directors.

SECTION 16. INTERESTED DIRECTORS. No contract or other transaction between the Chapter and one (1) or more of its Directors, or between the Chapter and any other corporation, firm, association or other entity in which one (1) or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes:

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1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board of Directors or committee, and the Board of Directors, or committee approved such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors, and;
2. If the contract or transaction is fair and reasonable as to the Chapter, at the time it is approved by the Board of Directors or the members.

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Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which recommends approval of such contract or transaction.

SECTION 17. INSIDER RELATIONSHIPS. A potential for a conflict of interest exists where a family member, personal friend, employee, proprietor, or partner, of a Safari Club International member stands to personally benefit in any way from a program sponsored by the organization. Board members are required to promptly report such potential conflict to the Board. Board members should also abstain from voting on a matter which involves a conflict which could impair or appear to impair the directors' abilities to act in the organization's best interest.

ARTICLE VII OFFICERS

SECTION 1. NAMES OF OFFICERS. The officers of the Chapter shall be President, Vice President, Secretary, and Treasurer. In addition, the Board may elect such other officers or assistant officers as it may determine.

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SECTION 2. LIMITATIONS OF POWERS. No officer or board member may receive compensation for his services as such officer or board member, but may receive reimbursement of expenses, as shall be authorized by the Board of Directors.

SECTION 3. CONFLICT OF INTEREST. No officer may hold a similar office with any other club, organization, or corporation with objectives and ideals similar to those of this corporation without the approval of the Board of Directors.

SECTION 4. QUALIFICATIONS. To be eligible to hold an office, an officer must be a regular member in good standing.

SECTION 5. ELECTION AND TERM OF OFFICE. At the first Board of Directors meeting after May 1 of each year, a slate of officers for the next yearly term shall be nominated by the Nominating Committee. At such board meeting, nominations may be made from the floor for any officer's position. Officers may be elected for successive terms of positions previously held. No person may be elected for more than two (2) successive terms in any one office. Each term shall be for one (1) year.

SECTION 6. REMOVAL. The Board of Directors shall have the power, at any time by two thirds (2/3) of the entire Board of Directors to remove any officer, either for cause or without cause.

SECTION 7. DUTIES AND POWERS OF OFFICERS.

1. **PRESIDENT.** The President shall be the Chief Executive Officer of the ~~Chapter,~~ and subject to the authority of the Board of Directors, shall have general supervision and control of the ~~Chapter's~~ affairs. The President shall be Chairman of the Board of Directors. He shall:

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1. Preside at all meetings of the members and the Board of Directors of the ~~Chapter,~~

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2. May sign such documents with another proper officer of the Board as may be authorized by the Board.

3. Appoint chairman of committees and create committees relating to the operation of the Kansas City Chapter of Safari Club International.

4. Perform all duties incident to the office of the presidency and other duties assigned him by the Board.

5. The President shall have check signing privileges upon approval of the Board of Directors.

6. The President shall not vote unless it is in the event of a tie.

2. **VICE PRESIDENT.** There shall be elected at the annual meeting at least one (1)

Vice President. A Vice President shall perform such duties as the President or Board of Directors shall assign to him and shall be the Convention Chairman unless the Board of Directors votes otherwise. In the absence of the President, the Vice President shall assume the duties of the President as set forth in VII.7.1.

3. SECRETARY. The Secretary shall:

1. Keep the minutes of the meeting of the members and the Board of Directors in a book provided for this purpose.
2. See that all notices of the meeting of the members and Directors are given in accordance with the provision of these By-Laws or as required by law.
3. Keep a register of the addresses of each member of the Chapter, Deleted: corporation
4. Conduct correspondence.
5. Prepare agendas for all the meetings of members and Directors at the direction of the President and/or Board of Directors.
6. Perform such other duties as the Board of Directors and President may specify.
7. Be custodian of the corporate records and the corporate seal.
8. Keep the accurate term of Board of Directors.

4. TREASURER. The Treasurer shall:

1. File tax returns in a timely manner.
2. Be responsible for all funds and securities of the Chapter from all sources and depositors as the Board of Directors shall designate. Formatted: Bullets and Numbering Deleted: corporation
3. The Treasurer with the approval of the Board of Directors may designate such person or persons necessary to assist him as his agent in carrying out the duties of his office. Formatted: Bullets and Numbering
4. Review all records of corporate income and expenditures. Formatted: Bullets and Numbering
5. Make a report to the members, upon written request, of the financial condition of the Chapter. Formatted: Bullets and Numbering Deleted: corporation

- 6. In absence of the President ~~and~~ Vice President, or in the event of their inability or refusal to act, then such Presidential ~~duties~~ shall be performed by the Treasurer.
- 7. Perform such other duties as may be assigned to him by the Board, President, and Board of Directors.

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**ARTICLE VIII
SEAL**

The corporate seal shall be adopted by the Board of Directors.

**ARTICLE IX
CONTRACTS AND INSTRUMENTS**

SECTION 1. AUTHORITY TO EXECUTE. No person shall have any authority to expend money or bind the ~~Chapter~~ by any contract or instrument unless authorized by these By-Laws or by the Board of Directors to do so.

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SECTION 2. AUTHORIZATION. The Board of Directors may authorize an officer, officers, agent, or agents of the ~~Chapter~~ to execute and deliver any contract, note, or other instrument in the name of the corporation, and such other authority may be general or confined to specific instances.

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SECTION 3. CONTRACTING FOR DELEGATION OF DUTIES. Upon request by a Board Member, the Board shall have the authority to contract with an individual or business entity to assist any officer or committee in carrying out the duties of that officer or committee. Such contracting of assistance shall in no way diminish, remove, or relieve said officer ' s or committee ' s responsibility of foresaid duties and such contracted assisting agent shall have no authority to represent, contract, or act on behalf of the Kansas City Chapter of Safari Club International without the specific authorization of the Board of Directors. When such authority is granted by the Board of Directors, the duties and responsibilities of the contracted assisting agent shall be specifically defined.

SECTION 4. PHYSICAL PROPERTY. All physical property shall be kept in one central location designated by the Board of Directors. At the sole and absolute determination of the Board, however, if the interests of the Chapter are best served, Chapter properties may be kept at sited other than a designated central location

**ARTICLE X
FISCAL YEAR**

The fiscal year of this corporation shall be determined by the Board of Directors.

**ARTICLE XI
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 “Roberts Rules of Order Revised” insofar as they are appropriate.

**ARTICLE XII
PROPERTY RIGHTS**

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

**ARTICLE XIII
DISSOLUTION OF THE ~~CHAPTER~~**

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Upon liquidation, dissolution, winding-up, or abandonment of this ~~Chapter~~, all of the property and assets of the ~~Chapter~~ shall be transferred or conveyed by the Board of Directors by way of gift to one (1) or more domestic or foreign non-profit corporation, foundations, associations, societies, or organizations, exempt from Federal and State income and property taxation and engaged in activities substantially similar to those of the club as may be elected by this ~~Chapter~~'s Board of Directors, all in accordance with the laws of the state of incorporation relating to the liquidation, dissolution, winding-up, or abandonment of its non-profit corporations.

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In no event shall any properties or assets of this ~~Chapter~~ be conveyed or transferred to any member, upon the liquidation, dissolution, winding-up, or abandonment of this ~~Chapter~~,

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On a trust indenture wherein the ~~Chapter~~ is in the trustee and there remain unperformed duties or funds due under the trust provision, and such trust agreement does not contain a provision giving the ~~Chapter~~ power to appoint a successor trustee, upon dissolution, the ~~Chapter~~ may make applications to a court of competent jurisdiction in the state of incorporation of the

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state designated by the trust indenture for the appointment of a successor trustee to administer such fund.

ARTICLE XIV INTERPRETATION OF CONTRACT

The pronouns and relative words herein used are written in the masculine and singular. However, membership shall include persons of the feminine sex, and such words shall be read as if written to include members of the feminine sex.

ARTICLE XV AMENDMENT

Any member may propose an Amendment or new Article in the By-Laws. The proposing member shall give sixty (60) days written notice to the Board, after which time the amendments or new By-Laws shall be considered. Adoption of such amendments or new By-Laws shall be by majority vote of the Board of Directors, with final adoption by the majority membership at a membership meeting vote with a sixty (60) day notice.