

**SAFARI CLUB INTERNATIONAL
LEHIGH VALLEY CHAPTER BY-LAWS**

Rev. February 19, 2012

I. NAME AND ORGANIZATION

The name of this nonprofit corporation (or unincorporated association), having an IRS designation of 501 C4 shall be Safari Club International, Lehigh Valley Chapter.

II. PURPOSES

The purpose of this organization shall be as follows:

1. To collect, organize, distribute and promote educational, humanitarian and conservation data regarding wild animals and hunting opportunities to the world.
2. To receive donations, and to disburse same, to Safari Club International or other organizations or individuals pursuant to the same or similar goals as this organization.
3. To affiliate with Safari Club International in Tucson, Arizona, (hereinafter referred to as "SCI Tucson") so that all regular members of this organization shall also be regular members of SCI Tucson.
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 Tucson as follows:
- a) The Chapter will conduct at least one (1) fund raiser per year. In any year a fund raiser is not conducted, a minimum of Two Thousand (\$2,000.00) Dollars shall be contributed to the general fund of SCI Tucson.
 - b) The Chapter shall be represented at, at least, one (1) Board meeting of SCI Tucson per year other than the Board meeting held at the annual convention.
 - c) The Chapter will conduct or sponsor at least (1) local conservation project annually.
 - d) The Chapter will conduct or sponsor at least (1) educational project annually.
 - e) The Chapter will hold membership meetings at least quarterly.
 - f) The Chapter will prepare and will forward to SCI Tucson a year-end financial statement not later than six (6) months after the close of the Chapter's fiscal year.
 - g) The Chapter will strive to have at least twenty-five (25) members at all times.

III. MEMBERSHIP AND VOTING

1. Membership – There will be two classes of members – Regular members shall have all the rights of membership, including the right to vote on all items submitted to the general membership for a vote. Life members shall have all the rights of membership, including the right to vote on all item submitted to the general membership for a vote.
2. Qualifications – To be eligible for membership, a person must be of good moral character and must agree to promote the purposes of this organization.
3. Application For Membership - All applications for membership must be submitted in writing on the current application form decided upon by the Board of Directors.
4. Voting Rights – Each regular member in good standing shall be entitled to cast one (1) vote on every matter submitted to a vote of the members. Neither voting by proxy nor cumulative voting will be permitted.
5. Transfer of Memberships – No membership may be transferred either by the member or by operation of law.
6. Initiation Fees and Dues – Initiation fees, dues and special assessments for members shall be established by the Board of Directors.
7. Delinquent Dues – Annual dues are due and payable promptly upon receipt of the billing for same from SCI Tucson. A member shall be classified delinquent if payment in full is not made within sixty (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(s) on their Membership Application, or whose conduct is deemed detrimental to the principles of this organization or SCI Tucson, may be dropped from membership by vote of a majority of the Board of Directors (i.e. at least four (4) of seven (7) Directors, five (5) of eight (8) Directors, etc.). The Board of Directors shall have authority, but not an obligation, to set up hearing procedure on any contested termination of membership.

9. Resignation and Reinstatements – A member may resign by filing their written resignation with the Secretary. Dues paid by them 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 that 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, will be required to pay all dues, fees, and special assessments which were previously due and unpaid by them at the time of their prior resignation.

IV. MEETINGS OF MEMBERS

1. Annual Meeting and Order of Business – An annual meeting of the members shall be held on the third (3rd) Tuesday of September of each year. The order of business shall be as follows:
 - a) A complete report by the Treasurer of the financial condition of the organization, including a summary of the receipts and disbursements for the prior year;
 - b) A review by the President of the activities of the Board of Directors and Officers for the same period;

- c) Such other new and old business as may properly come before the meeting.
2. Term - The newly elected Officers and Directors shall take office on July 1st of each year.
3. Regular Meetings - A regular meeting of the members should be held on the third Tuesday of each quarter. The time and place will be advertised with a minimum (14) day prior notice. The Board of Directors may decide to schedule an alternate date, giving the proper notice.
4. Special Meetings – The Board of Directors may call a special meeting of the members for any purpose it deems appropriate. Written notice of the call of the special meeting, shall state the date, time and place of the holding thereof, and shall be delivered by mail to each person entitled to vote at such meeting at least fourteen (14) days prior to the date of the meeting date. If notice is provided via the U S Postal Service, it will deemed to be delivered two (2) days after it is deposited with the U S Postal Service, addressed to the member at their address appearing on the organization’s records, with postage thereon paid.
5. Address Corrections – It shall be the responsibility of each member to give to the Secretary, or their designated appointee, 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.
6. 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 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.

7. 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 at the time of the vote shall be the act of the membership, unless a greater percentage of votes on any question are required by these By-Laws.
8. Quorum of Members – A quorum shall be constituted as follows: At a regular or special meeting properly noticed, those members present.

V. BOARD OF DIRECTORS:

1. Board of Directors – The property, affairs, and business of the organization shall be managed by a Board of fifteen (15) Directors. The Board of Directors shall consist of fifteen (15) Directors at large, including the immediate Past President. The Past President will remain on the Board for a period of one term.
2. Term of Directors – The Board of Directors shall designate the length of the term of office for the Directors first elected as (1) term or (2) terms. At all subsequent elections, each Director shall take office and hold said office for a period of (2) terms.
3. Vacancies – Vacancies occurring on the Board of Directors may be filled by a majority vote of the Directors then in office. A Director so elected to fill a vacancy shall hold office for the unexpired term of the predecessor. The new candidate must comply with Article VI, Section (1) qualifications.
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 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 are required by these Bylaws.

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 at least forty-eight (48) hours prior to the meeting. The purpose of a special meeting shall be stated in the notice. Attendance of a Director shall constitute their waiver of notice, unless attendance is for the sole purpose of objecting to the transaction of any business there on the ground that it was not properly called.

7. **Meetings of the Board of Directors**
 - a) Regular Meetings: A regular meeting of the Board of Directors shall be held on the third (3rd) Tuesday, bimonthly at the time and location agreed upon at the prior Board meeting. An alternate date, within the same month, may be selected by the President, with adequate notice provided to the Directors.

 - b) Special meetings: A special meeting of the Board of Directors may be called by the President or Vice President of the organization. Notice of all special meetings shall be given in accordance with Article V, Section 6, of these Bylaws.

8. 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.
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.
10. Removal of Directors and Officers – The Board of Directors shall have the power at any regular or special meeting by a two-third (2/3) majority vote of Board Members present at that meeting (i.e., at least five (5) of seven (7) Directors, six (6) of nine (9) Directors, etc.), to declare vacant the office of any Director or Officer, either for cause or without 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.
11. 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.
12. Expenses – All claims for reimbursement of any expense (s) shall be made in writing to the Treasurer. The Board of Directors shall consider approval of any payment of expenses claimed by a member, Officer, or Director.
13. Special Voting – The President may call for a special vote from the Directors when an issue arises which requires a response prior to the next scheduled Board of Directors meeting. The President must describe the concern in writing and establish a time frame for the vote to be considered. He will request the vote through either mail or e-mail to all current Directors. He will require a written response for the vote to be valid. The vote will comply with

the voting procedure outlined in Article V Section (5.)

VI. **ELECTION OF DIRECTORS:**

1. **Qualifications** – To be eligible to be nominated for Director, a person must have been a member in good standing for at least one (1) year prior to the date set for the election. The duly elected President of LVSCI Sables will automatically fill one seat on the Board of Directors. If for any reason the Sables program is suspended, and the seat becomes vacant, the vacant seat will be filled according to Article V, Section (3).
2. **Nominating Committee** – The Board of Directors shall appoint a Nominating Committee consisting of five (5) members, three (3) of which shall be members of the Board of Directors, for the purpose of selecting prospective members of the Board of Directors. This Committee shall nominate up to two (2) candidates who have indicated a willingness to serve, if elected for each open directorship.
3. **Voting** - At the general membership meeting in May, the President will recommend names for open Director's seat or seats for the new term, with additional nominations from the floor. Any qualified nominations from the floor shall have prior approval from nominee for willingness and time allocation to serve on the Board. The final vote for the nominees will come from the current Board of Directors, held during the June Board meeting.
4. **Director Voting** – All newly elected and outgoing Directors shall attend all Directors meetings between the election and July 1. On July 1, 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. Position of Officers - No two (2) officer positions maybe held by the same Director during a current term. The President may hold office for no more than three (3) consecutive terms.

2. Limitation of Powers – No officer may receive compensation for his services. No officer may hold a similar office with any other 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 for a period of one term.

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.

The President:

- i) shall preside at any and all meetings of the members 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;
- iii) may call a special meeting of the Board of Directors by giving notice in accordance with Article V, Section 6, of these Bylaws.

- b) *Vice President:* In the absence of the President, or in the event of the President's inability or refusal to act, the President's duties shall be performed by the Vice President, and if the Vice President shall also be absent, 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 to him.
- c) *Treasurer:* The Treasurer shall enter into a Bond for a sum, which shall be set by the Board of Directors. This Bond shall be for the faithful performance of Treasurer's trust before entering upon his duties. The cost of said Bond shall be paid by this Chapter.

The Treasurer 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 the monies due and payable to the organization;
- iii) pay all just obligations of the organization upon approval by the Board of Directors. Any claim or bill over the amount of Five Hundred (\$500.00) Dollars shall require two (2) signatures -- the Treasurer and one (1) other Officer;
- 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 other month;

- vi) at the annual meeting in September, make a complete report of the financial condition of the organization for the immediate preceding fiscal year;
 - vii) perform such other duties as may be assigned to them by the President or the Board of Directors.
- d) *Secretary (or Appointee)*: The Secretary (or Appointee) 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 Bylaws, or as required by law;
 - iii) be custodian of organization records;
 - iv) conduct correspondence;
 - v) read correspondence and other communications at the meetings of the Board of Directors; perform such other duties as the President or the Board of Directors may specify.

VIII. ELECTION OF OFFICERS:

1. Time of Election – At the June Board of Directors meeting, the Directors shall elect from among themselves a President, a Vice President, a Secretary, and a Treasurer.
2. Method of Voting – Directors must personally be present to vote. Voting shall be by secret ballot. Cumulative voting and voting by proxy shall not be permitted. Each officer shall be elected by a majority vote of those Directors present at the June meeting.

IX. COMMITTEES:

The President shall create a Sables Committee and 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 (1) member of the Board of Directors shall sit on each committee. The President may recommend and the Board of Directors may dismiss or add any committee to meet the Chapter's requirements or status.

X. AMENDMENTS:

After sixty (60) days written notice to the membership, these Bylaws may be repealed or amended or new Bylaws may be adopted by a vote of two-thirds (2/3) of the membership present at the meeting. The Bylaws may not be amended or repealed by the Directors. Whenever any amendment of any Bylaw is adopted, amended, or repealed, it must be copied into the book of Bylaws of the organization. Notice will be given in the next newsletter that copies will be available at the next membership meeting.

XI. CONTRACTS AND INSTRUMENTS:

No person shall have any authority to expend sums of 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.

XIII. Definition of Term of Office

A term of office for Directors and Officers shall be defined as that same period of time which coincides with the organization's fiscal year.

XIV. RULES OF ORDER

Except as otherwise specifically provided in these Bylaws, all meetings of the members, Board of Directors and committees shall be governed by “Roberts Rule of Order (Revised)”, insofar as they are appropriate.

XV. 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 the authority of the Board of Directors.

XVI. 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 (1) or more domestic 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 Commonwealth of Pennsylvania 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.