

**SAFARI CLUB INTERNATIONAL  
KENTUCKIANA CHAPTER  
BYLAWS**

The Kentuckiana Chapter, Safari Club International is a non-profit 501(c)(4) organization and will follow the Bylaws of Safari Club International, as they may be amended from time to time, and KRS 273, Non-stock, Nonprofit Corporations.

In all instances where the Bylaws of the Kentuckiana Chapter do not apply, business will be conducted as directed in the Bylaws of Safari Club International.

**ARTICLE I                    NAMES, OFFICES AND MISSION**

1. Name.     The name of this Corporation is “SAFARI CLUB INTERNATIONAL KENTUCKIANA CHAPTER: (hereinafter the “Corporation”)
  
2. Offices.   The principal office of the Corporation shall be in Louisville, KY, and the initial office and address of the Corporation is 2400 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202. The Corporation may have offices at such other places as the Board of Directors (the “Board”) may from time to time appoint or the purposes of the Corporation may require.
  
3. Organization. As a duly chartered chapter of Safari Club International, the Corporation shall confirm to such practices, policies and procedures as Safari Club International may from time to time prescribe. The Corporation shall enjoy the 501(c)(4) tax-exempt status of Safari Club International granted by the Internal Revenue Service under the group exemption under its 501(c)(4) tax-exempt status determination letter. The Corporation shall further govern itself in accordance with the laws of the State of Kentucky and Indiana.
  
4. Mission.   The Corporation will (a) 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; (b) engage and participate in projects that educate the public, and particularly youth, about the constructive role of hunting and hunters in society, which may include the granting of scholarships to Safari Club International and the SCIF Foundation educational programs and for other purposes; (c) engage and participate in projects 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; and (d) make a financial contribution to Safari Club International or the SCI Foundation, as required by those organizations, or as established by resolution of the Board of Directors.

## **ARTICLE II            MEMBERSHIP**

1. Members. The Corporation shall maintain an active membership of not less than twenty-five (25) members, exercising continuing effort to increase the membership. No individual or corporate member shall be eligible for membership in the Corporation unless such member shall also be a member of Safari Club International. The classes or categories of membership shall be consistent with the classes and categories of membership adopted by Safari Club International from time to time. A member of the Corporation may not be a life member unless the member is also a life member of Safari Club International.
2. Fees. Initiation fees, dues and special assessments for membership in the Corporation shall be determined by the Board and collected and distributed pursuant to rules and regulations adopted by Safari Club International from time to time.
3. Suspended or Revoked Members. The Corporation shall honor and carry out, insofar as possible, all sanctions issue by Safari Club International. The Corporation shall have no further dealings whatsoever with a member whose Safari Club International membership has been revoked pursuant to its bylaws. In like manner, the Corporation shall also have no dealings whatsoever with a member whose Safari Club International membership has been suspended pursuant to its bylaws during the period of suspension. The term “no dealings” includes without limitations, allowing such a suspended or terminated member to: be a member of the Corporation; to hold office in the Corporation; to advertise or sell goods and services, either directly or indirectly, at a Corporation function or activity; or to sponsor, donate or otherwise participate in Corporation functions and activities; either directly or indirectly.

## **ARTICLE III            BOARD OF DIRECTORS**

1. Powers. The Board shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the directors to carry out the aims and purposes of the Corporation and, to this end, to manage and control all of its property and assets.
2. Numbers. With the exception of the Board acting within the first year of operations, the number of directors shall be no less than five (5) and no more than eleven (11). The number of directors may be increased or decreased by a majority vote of the full Board at any annual or special meeting called for that purpose.

3. Terms. Each director shall hold office for a term of two (2) years and until his or her successor is duly elected and qualifies. A director's term shall end as of the end of the chapter fiscal year at which time the director's successor is duly elected and qualifies.
4. Election of Directors. Directors shall be elected by the Membership at the annual meeting of the Corporation. One half of the non-officer directors shall be elected each year for a term of two years.
5. Resignation. Any director may resign at any time by giving written notice of such resignation to the board.
6. Removal. Any director may be removed from office, with or without cause, by a majority vote of the directors then serving at any annual or special meeting called for that purpose.
7. Vacancies. Any vacancy in the Board, including a vacancy created by an increase in the number of directors, may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director. Any director so elected shall hold office until the next annual meeting of the Membership or until the election and qualification of his successor by electronic polling. In the event of the simultaneous death or resignation of all of the directors or in the event of the death or resignation of the sole remaining director, directors to fill all the vacancies shall be appointed Safari Club International.
8. Annual Meeting. The annual meeting of the Board shall be held during a time and date determined by the Board. At the annual meeting the Board shall transact such other business as may be properly brought before the meeting.
9. Regular Meetings. The Board may provide by resolution the date, time and place for the holding of regular meetings. Special meetings of the Board may be called by the Chair or the President.
10. Chair. At all meetings of the Board, the President will chair the meeting. In the absence of the President, he/she shall delegate the responsibilities of the Chair to the Vice President.

11. Quorum. At all meetings of the Board, a majority of the officers and directors in office immediately preceding the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business.
12. Actions by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so take, is signed by all directors. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the director.
13. Committees of the Board. The Board, may, from time to time, create an executive committee of the Board and other committees of the Board as it deems necessary. The Board may delegate to any such committee which consists solely of Board members any of the authority of the Board, except in reference to the following matters: (a) filling vacancies on the Board or on any committee of the Board; (b) adoption, amendment or repeal of Bylaws; or (c) fixing compensation of directors. Any such committee to which authority is delegated shall consist of the number of directors as agreed upon by the Board. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it.
14. Voting. At any meeting of the directors, every director entitled to vote may vote in person or by proxy. Each director shall have one vote.
15. Expenses. Directors shall not receive any compensation for their services, but by resolution of the Board may be reimbursed for expenses incurred on behalf of the Chapter.

#### **ARTICLE IV            OFFICERS**

1. Number. The Officers of the Kentuckiana Chapter SCI are the President, Vice-President, Secretary and Treasurer. In addition, there are five (5) to eleven (11) Directors to include the immediate Past President.
2. Appointment, Term and Qualifications. Chapter officer elections to be held usually in June at the Membership meeting or by electronic polling. Directors will serve a two-year term as provided in Article III, paragraph 4 Vice-President, Secretary and Treasurer will

serve two-year terms. Secretary and Treasurer will be eligible to accept nomination for additional two-year terms without term limits.

3. Term begin First of July. Assume Office Each elected Officer shall take office on 1 July following the election at the general membership meeting in December. Each elected officer shall take office on July 1 following the election.
4. Removal. Any officer may be removed from office by a majority vote of the full Board whenever in the judgment of the directors the best interests of the Corporation will be served by the removal.
5. Vacancies. In case any office of the Corporation becomes vacant for any reason, the vacancy may be filled by a majority vote of the officers and directors then in office, although less than a quorum, or by the sole remaining director.
6. President. The President shall have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these Bylaws, the Board, or the President. The President also shall perform such other duties and have such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board. The President shall serve a term of two years. Following the end of the first term the President may be elected for a second consecutive two-year term. Upon completion of the second consecutive two-year term, if the Chapter determines by a majority vote that the President need additional time to complete his or her agenda, the President may accept nomination and election to a special additional one-year term. Upon completion of the second consecutive two-year term or upon completion of a special one-year term following the second consecutive two-year term, there must be a two-year interim period before the person is eligible to accept nomination for President for a new two-year term.
7. Vice President. At the request of the President or in his or her absence or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board from time to time may prescribe.
8. Secretary. The Secretary shall attend all meetings of the Board and record all the proceedings at the meetings in a book to be kept for that purpose. The Secretary also

shall perform like duties for the standing committees when requested by the committees. The Secretary may be requested to coordinate special mailing/notifications to the chapter board members and other persons identified by the board. The Secretary will receive and tally results of officer and board elections for presentation to the Board for review and ratification. Additional chapter business, such as, but not limited to chapter response to proposed By-Law changes will be tallied by the Secretary and presented to the Board for review and implementation of the accepted changes. The Secretary shall perform such other duties and have other powers as the Board from time to time may prescribe.

9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of this Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and the Board at its regular meeting or, from time to time, when the Board so required, an account of all his or her transactions as Treasurer and the financial condition of the Corporation. The Treasurer shall perform such other duties and have other powers as the Board from time to time may prescribe.
  
10. Expense Reimbursement. Officers shall, by resolution of the Board, be reimbursed for expenses incurred for attendance at each annual or special meeting of the Board of Safari Club International, and other expenses they incur on behalf of the Chapter.

#### **ARTICLE V MEETING OF THE MEMBERS**

1. Meetings. A minimum of two membership meetings shall be held during the calendar year.
  
2. Notice of Meetings. Notice of the date, time, place and purpose of each meeting shall be published in an appropriate means of communication at least 15 days prior to the scheduled date of the meeting. A calendar of events shall be published in the chapter newsletter, and on its website.
  
3. Quorum. A quorum shall consist of those members who are in attendance at the meeting, following notice issued pursuant to Paragraph 2 of this Article V. Members may attend electronically.

#### **ARTICLE VI EXECUTIVE COMMITTEE**

1. Members. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.

## **ARTICLE VII STANDING AND SPECIAL COMMITTEES**

1. Standing Committees. Standing committees of the Corporation are as follows
  - a. Awards and Recognition
  - b. Membership and Chapter Development
  - c. Elections
  - d. Publications
  - e. Legislative

## **ARTICLE VIII FISCAL YEAR**

1. The fiscal year for the Corporation shall be identified as beginning on the first second after midnight on July 1 and ending on the second before midnight on June 30.

## **ARTICLE IX INDEMNIFICATION, INSURANCE AND LIMITATIONS OF LIABILITY**

1. Insurance. The Executive Committee shall have the power to purchase and maintain insurance on behalf of the Kentuckiana Chapter SCI, the Officers, Directors, committee members and to provide any other potential indemnities at the expenses of SCI, against any liability asserted against or incurred by them in any capacity, whether or not SCI would have the power to indemnify such persons again such liability under the provisions of the Bylaws.

## **ARTICLE X COMMITTEES**

1. Appointment of Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not directors and who the Board deems appropriate to serve on such committee, provided that at least one director shall be a member of each such committee. The Board at any time may appoint additional members thereto. The members of such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the officers and directors of the Corporation in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe and maintain written rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.
2. Committee Changes. The Board, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board shall also have the power to fill vacancies in any committee.
3. Expense Reimbursement. The members of any committee by resolution of the Board may reimburse expenses incurred on behalf of the Chapter. The Board shall have the power in its discretion to contract for and to pay to any member of an advisory committee

rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of the services.

#### **ARTICLE XI FUNDS**

1. Contributions. Contributions may be made to this Corporation by organizations and individuals. The Board may accept on behalf of the Corporation any contribution for the general purposes of the Corporation or for any specific purpose consistent with the purposes of the Corporation. A separate accounting may, by resolution of the Board, be kept of all funds received and designated by the donor for a specific purpose. The Board may reject any contributions not consistent with the Corporation's purpose.
2. Records. The Directors shall establish such permanent record of each contribution as may be necessary to make a memorial thereof and to substantiate tax records of the Corporation. A permanent record shall be kept of all transactions of funds received and spent by the Corporation.
3. Report to Members. Not less frequently than annually, the Board shall publish the Chapter's income and expenses for the fiscal year to the Members.

#### **ARTICLE XII PROHIBITION AGAINST PRIVATE INUREMENT**

1. Net Earnings. No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except as authorized in Article X, Paragraph 3.
2. Dissolution. No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation remaining after all debts have been satisfied shall be distributed exclusively for the tax exempt purposes of the Corporation.

#### **ARTICLE XIII AMENDMENTS**

1. Amendments. The Board of Directors shall recommend proposed amendments in the Bylaws to the Membership for approval at the annual meeting or by electronic polling. Notice of any proposed amendments shall be provided to the Members not less than 15 days prior to the annual meeting or the deadline set forth in the polling notice.

**CERTIFICATION OF ADOPTION**

The undersigned Secretary does hereby certify that the foregoing Bylaws were adopted by the Board of the SAFARI CLUB INTERNATIONAL KENTUCKIANA CHAPTER pursuant to approval of the Members dated as of July 15, 2023

By: *Sherry Maddox*

Electronic Signature Secretary