



**BY-LAWS
OF**

SCI Houston
First for Hunters

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Article I
Purposes

The purposes of the corporation as stated in its certificate of incorporation are:

- A. To promote good fellowship among those who love the outdoors and the sport of hunting, which is our heritage.
- B. To promote the conservation and the preservation of the wildlife of the world.
- C. To help conservation efforts by supporting worthwhile projects.
- D. To educate our youth and members in the safe and proper use of firearms and to interest them in the conservation and preservation of the outdoors and wildlife, our natural heritage.
- E. To promote sport hunting, as a conservation effort, and to share the latest hunting experiences and information with our fellow members.
- F. To operate the organization for the enjoyment of the members, and for those who will come to love the sport tomorrow.
- G. To receive, administer, and apply property, whether real or personal and the income therefrom to the charitable, scientific or educational purposes, including, but not limited to the making of distributions to organizations that qualify as an exempt organization under 501 (c)(4) of the Internal Revenue Code of 1954, as amended.

The corporation also has such power to do all things allowed by law in the State of Texas.

ARTICLE II
Offices

The corporation shall have and continuously maintain in the State of Texas a registered office and may have other offices within the State of Texas as the Board of Directors may from time to time determine.

ARTICLE III
Members

Section 1. CLASSES OF MEMBERSHIP: The Corporation shall have classes of members. The designation of such classes and the qualifications of the members shall be as follows:

- 1. Regular membership shall consist of those persons elected thereto as herein provided.
- 2. Lifetime membership shall consist of those persons elected thereto as herein provided and who have remitted a one-time payment, as established by the Board of Directors, in lieu of future dues payments.

3. Honorary membership shall consist of those persons affiliated with this Corporation or its activities and as may be more specifically provided therefor from time to time by the Board of Directors and amendment of these By-Laws. No such membership shall, however, at any time be entitled thereby to vote at any meeting of the members of the corporation.

Section 2. APPLICATION OF MEMBERSHIP: To be eligible for membership, a person must be of good moral character and have demonstrated an active interest in hunting and/or conservation. All applicants for membership must be recommended by one regular member in writing and must be a member of Safari Club International. After the application has been completed by said applicant; it must go to the Board of Directors where it must receive majority approval.

Section 3. VOTING RIGHTS: Each member who pays dues and is not delinquent shall be entitled to cast one vote on every matter submitted to a vote of the members. Neither voting by proxy nor cumulative voting is permitted.

Section 4. TERMINATION OF RIGHTS: Upon the termination of membership, all the rights and privileges of the holder under it shall end forthwith.

Section 5. INITIATION FEES AND DUES: The Board of Directors shall establish initiation fees and dues and special assessments for Regular and Lifetime Members by a majority vote thereof.

Section 6. TERMINATION OF DELINQUENT MEMBERS: The corresponding secretary shall notify the Board of Directors of those members who are 60 days delinquent in payment of their dues. The Board of Directors shall direct the Secretary to notify the delinquent members of their termination. When a membership is terminated for failure to pay dues, no further attempt shall thereafter be made to collect such dues.

Section 7. TERMINATION: The Board of Directors by affirmative vote of two-thirds vote of all members of the Board may suspend or terminate a member.

Section 8. RESIGNATIONS AND REINSTATEMENTS: Any member may resign by filing a written resignation with the Secretary. Dues paid in advance shall not be returned. Resignation shall not relieve the resigning member of the obligation to pay any dues or other charges theretofore accrued and unpaid. Reinstatement of a former member shall be made in the same way that an applicant for new membership is approved.

ARTICLE IV Meetings of Members

Section 1. ANNUAL MEETINGS AND ORDER OF BUSINESS: An annual meeting of the voting members shall be held during the 1st quarter of the calendar year at such time and place as is determined by the Board of Directors. The order of business shall be (a) a complete report by the Treasurer of the financial condition of the corporation, including a summary of the receipts

and disbursements for the previous years activity; shall be available, (b) a review by the President of 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.

Section 2. INSTALLATION MEETING: An annual meeting for the installation of the new Officers and Board of Directors shall be held on such date and such time and place as may be fixed by agreement of the Board of Directors. This meeting may be attended by all regular members, spouses, and guests and may be combined with a social event.

Section 3. REGULAR MEETINGS: A regular meeting of the members shall be held by notice from the Board of Directors.

Section 4. SPECIAL MEETINGS: Special meetings of the members for any purpose or purposes may be called at any time by the President or the Secretary, or by the Board of Directors, upon fifteen days notice in writing.

Section 5. NOTICE OF MEETINGS: Written or printed notice, including a call of a special meeting, shall state the time and place of the holding thereof and shall be delivered personally, by mail or by e-mail to each member entitled to vote at such meeting at least fifteen days before the date of the meeting. Such notice shall be by or at the direction for the President or the Secretary or by their designee. If mailed, the notice shall be deemed to be delivered the day after it is deposited in the United States mail addressed to the member at his/her address appearing on the corporation's records, with postage thereon fully paid.

Section 6. NOTICE BY Mail or E-Mail. It shall be the duty of every member of the chapter to give the Secretary, in writing; his/her correct address and any changes thereof to be recorded in the Secretary's list. Any notice required by these By-Laws, or any amendment thereof, to be given to a member shall be sufficient if mailed or e-mailed to such member at the address so furnished.

Section 7. RECOMMENDATION TO DIRECTORS: At any meeting of the members, members 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 decision, if any, was reached.

Section 8. MANNER OF ACTING: Action by the members on any matter may be taken at a regular or special meeting.

Section 9. QUORUM: A quorum at a meeting of the members shall consist of one-fourth of the members entitled to vote (except as provided in Article X, "Amendments" of these By-Laws). If a quorum is not present at a meeting, a majority of members entitled to vote who are present may adjourn the meeting.

Section 10. PRESIDING OFFICER: If both the President and Vice President are absent from a meeting, a presiding Official shall be selected by the members of the Board of Directors then present from among their numbers.

ARTICLE V Election of Directors

Section 1. BALLOTS: On the same day as the Regular Board Meeting at which Nominees are announced, the Secretary shall mail a ballot to each member in good standing,

containing the names of the 4 Nominees, or an appropriate number determined by the Board of Directors, and with provision for two write-in candidates.

Section 2. VOTING: The members shall vote to fill the existing vacancies only, and shall return their ballots to the Secretary, postmarked no later than the date indicated on the ballot.

Section 3. COUNTING: The President shall call a meeting of the Board of Directors for the purpose of opening and counting the ballots. All Nominees shall be invited to attend.

Section 4. ANNOUNCEMENT: The newly elected Directors shall be announced at the next regular meeting.

Section 5. MEETINGS: The newly elected Directors shall be invited to attend all Directors meetings between the election and the installation.

Section 6. INSTALLATION: The newly elected Directors shall be deemed to take office on January 1st.

ARTICLE VI Board of Directors

Section 1. NUMBER OF DIRECTORS: The Board of Directors shall consist of up to thirty (30) Directors.

Section 2. ELECTION AND TERM OF OFFICE: All such Directors shall be elected for two (2) years.

Section 3. ELECTION OF THE BOARD OF DIRECTORS:

- A. A Nominating Committee appointed by the current term President shall consist of two other Board members.
- A. Other nominees from the Board of Directors and the general membership are then presented to the nominating committee.
- B. The committee researches each candidate and presents their choices and appropriate number of candidates to the general membership for election.

Section 4. QUALIFICATIONS: The prospective Directors must have been a regular member in good standing and evidenced capabilities of leadership and be dedicated to the principles of this club.

Section 5. GENERAL POWERS OF DIRECTORS: In managing the affairs of the corporation, the Directors shall have power to (a) make rules for the guidance of its Officers, Committees, and Employees, and to prescribe their duties, (b) to authorize Officers or Agents of the corporation to enter into contracts, create obligations, and execute instruments in the name of and on behalf of the corporation and prescribe the authority, as permanent or temporary, (c) to determine the construction to be given these By-Laws in case any uncertainty as to the meaning of requirements of them, (d) to fill vacancies in elective or appointive offices, and (e) to perform any act reasonably necessary for the good of the corporation not forbidden by law.

Section 6. VACANCIES: In cases of any vacancy on the Board of Directors, the board will install a member by majority vote. The newly installed board member will serve the unexpired portion of the term of the Director whose place shall be vacant, until election of his successor. The Board of Directors shall by ballot resolve all ties.

Section 7. REMOVAL OF DIRECTORS: In the event that any Director for any reason ceases to have the right to vote at Membership meetings, the Board of Directors shall declare his/her office vacant. The Board shall have the power by a majority vote to declare vacant the office of any Director who fails to attend four consecutive meetings, whether regular or special, without an acceptable reason communicated to the President or Corresponding Secretary before the meeting. In computing such four meetings, both Directors' meetings and Membership meetings shall be counted and the determination of the Board as to the validity of any such reason shall be conclusive on the Director removed. Any or all of the Directors may be removed by the affirmative vote of three-fourths of the membership in accordance with the provisions of Article IV, Section 4.

Section 8. COMPENSATION: Directors shall not receive any compensation for their services as such. Nothing herein contained shall be construed to prevent any Director from serving the corporation in another capacity and receiving compensation thereof.

Section 9. SPECIAL MEETINGS: Circumstances or events may arise during a regular Directors meeting whereby it would be necessary to meet privately with the attendees being only those Directors and Officers having full voting rights with all others present being required to leave the meeting area. These circumstances or events could include but are not limited to, ethics violations, recommended disciplinary actions and other such matters deemed confidential.

Section 10. TIME SENSATIVE ISSUES: Issues of a time sensitive nature may arise at times, which necessitates an immediate decision by the Board. Therefore, through the coordination of the President or his designee, a vote by telephone or electronic media may be utilized. The protocol to be used shall be as follows:

- A. Each Director and Officer shall be contacted directly (person to person, phone message, fax or electronically) with a thorough and non-biased description of the issue and the resulting ramifications of action or non-action conveyed consistently from a written script.
- B. If a person cannot be contacted directly, a message may be left and a twenty-four hour time period for response shall be allowed.
- C. The President or his designee will collect the responses from each Director and Office. A three-fourths vote by the voting members of the Board is required for passage of the issue.
- D. The President or his designee is required to provide, within the third day following initial contact to all Directors and Officers, the final outcome of the resolution. This notification preferably will be made electronically (a courtesy phone call to those Board members not utilizing an electronic venue) listing the issue, the final vote count, the vote by each responding Board member and the final resolution of the issue.

ARTICLE VII Officers

Section 1. NAMES OF OFFICERS: The Officers of the Corporation shall be a President, a Vice President, the President Elect, a Secretary, a Treasurer and a Sables Representative.

Section 2. LIMITATIONS OF POWERS: No Officer may receive compensation for his services other than reimbursement of duly authorized expenses by a majority vote of the Board of Directors.

Section 3. QUALIFICATIONS: To be eligible to hold any of the offices in this corporation, a person must be a fully paid regular Chapter member for at least one year prior to his election or appointment unless waived by the affirmative vote of three-fourth of the Directors.

Section 4. ELECTION AND TERM OF OFFICE: Officers, (President, Vice President, President Elect, Secretary, Treasurer, Sables Representative) shall be elected for a term of two years. The Election of Officers must take place at least (90) days prior to expiration of the present Officer's term. Following expiration of the President's term, the current President Elect shall assume the office as President for a term of two (2) years.

Section 5. ELECTION OF OFFICERS:

- A. A nominating committee appointed by the current term President shall consist of two other Board members.
- B. Other nominees may be presented to the nominating committee by any Board Member.
- C. The nominating committee will then present their selections to the Board for a vote.
- C. A majority vote by the Board of Directors will then determine the successful candidate for each office.

Section 6. REMOVAL: Any Officer who ceases to be qualified by failure to keep his dues current shall be removed by the Board forthwith. Any Officer may be removed for any other reason by the affirmative vote of three-fourths of the Directors at any regular or special meeting. However, the Officer to be removed must be notified forty-eight hours prior to this meeting and proposed removal. Notification can be by telephone, mail, e-mail or in person. The Officer will be given an opportunity to be heard at this meeting.

Section 7. VACANCIES: A vacancy in any office for any reason shall be filled by the majority vote of the Board of Directors.

Section 8. DUTIES AND POWERS OF OFFICERS:

- A. President. The President shall be the principal executive officer of the corporation, and subject to the authority of the Board of Directors, shall have general supervision and control of the corporation's affairs. He (1) shall preside at all meetings of the members, (2) may sign with the Secretary or any other proper Officer of the corporation authorized by the Board, any contracts or other instruments approved by the Board for signature, except when signing thereof is delegated by the Board or these By-Laws to some other person, (3) shall appoint Chairmen of Committees and create Committees and (4) in general shall perform all duties incident to the office of President and any other duties given him by the Board. After a term of two years, the President automatically becomes a Director-at-Large with full voting privileges for 4 years.
- B. Vice President. In the absence of the President, or in the event of his inability or refusal to act, his duties shall be performed by the Vice President, and if the Vice President also shall be absent or unable or unwilling to act, the President Elect, then the Secretary shall perform the President's duties. The Vice President shall perform such other duties as the President or the Board of Directors shall assign to him.

- C. President Elect. The President Elect will logically assume the duties of the President, if elected by the membership at the next general election. He will work closely with the Board of Directors and the President to learn the President's role. He will be asked by the President to perform duties either with the President or on the President's behalf in preparation for the future Presidency.
- D. Treasurer. If required by Resolution of the Board of Directors, the Treasurer shall give a bond for his faithful performances of his duties in such sum and with security or surety as the Board may determine. Any associated cost for obtaining the bond shall be reimbursed to the treasurer at the corporation's expense. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the corporation from all sources and deposit all such money in the name of the corporation in such depositories as the Board may designate, (2) receive and give receipts for monies due and payable to the corporation, (3) pay all just obligations of the corporation by check with Board of Directors' approval, (4) keep a complete record of all corporate income and expenditures, (5) at the first regular meeting of the members in each calendar year, make a complete written report of the financial condition of the corporation for the immediately preceding calendar year, and (6) perform such other duties as may be assigned to him by the President or the Board of Directors.
- E. Secretary. 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, (2) see that all notices of meeting of members and Directors are given in accordance with the provisions of these By-Laws or as required by law, (3) be custodian of corporate records and the corporate seal, (4) see that said seal is affixed to all documents authorized by the Directors to be executed, (5) keep a register of the addresses of each member of the corporation, (6) conduct correspondence, (7) read correspondence and other communications at the meetings of members and Directors, and (9) perform such other duties as the Board of Directors may specify.
- F. Sables Representative – The Sables Representative shall (1) ensure the goals and objectives of the Sables organization as numerated in the Sables Charter, (2) regularly report on the activities of the Sables organization and (3) perform such other duties as the Board of Directors may specify.
- F. Each Officer listed above shall be entitled to one vote with the exception of the President who shall have voting privileges only in the event of a tie vote.

ARTICLE VIII
Committees

Section 1. CREATION OF COMMITTEES: The President may create such standing or special committees, as he may deem necessary or desirable to serve the corporation's interests, and appoint the Chairman thereof.

Section 2. MEMBERS: A committee shall consist of the number of members specified by its creator, and the Chairman shall appoint them and may remove them at any time. The President and members of the Board of Directors shall be ex-officio members of all committees.

Section 3. CHAIRMAN: The President may remove the Committee Chairman at any time.

ARTICLE IX
Sables Organization

SABLES CHAPTER – SCI HOUSTON: The organization is affiliated with SCI Houston and shall function as described below:

Mission Statement:

Sables are an organization of women and men who raise funds to further support wildlife conservation, humanitarian services and education. This is done through the American Wilderness Leadership School program, which is a conservation and wildlife management course that instills a love of the outdoors and respect for nature. Other participating programs include; Sensory Safari, Hunters Against Hunger, Youth and Disabled Hunter programs and other appropriate activities.

Officers:

The officers shall consist of a President, Vice-President, Secretary and Treasurer.

The President shall:

1. Serve as a voting member of the SCI Houston Board of Directors, as provided by the Bylaws of SCI Houston and shall attend all board meetings of the SCI Houston.

The Vice-President shall:

1. Perform such duties as may be assigned by the President.
2. Perform the duties of the President should the President be absent, unable or unwilling to act.
3. Maintain membership records and correspondence.

The Secretary shall:

1. Keep the minutes of the meetings.
2. Perform such duties as may be assigned by the President.

The Treasurer shall:

1. Review all records of Sables Chapter income and expenditures.
2. Make a report to the Board of SCI Houston and the members of the financial condition of the Sables Chapter.
3. Perform such duties as may be assigned by the President.

Sables Chapter Obligations:

1. Each Sables Chapter Division is required to conduct at least one fund-raiser per year and shall donate 30% of the net proceeds thereof to the International Safari Club Sables.
2. Each Chapter Sables Division shall promote and support all the projects for the International Sables Division of Safari Club International.

Finance:

1. The Sables Chapter shall open a separate checking account using the chapter Federal ID#. There shall be two signatures required on the checking account – (1) the current Sables President, (2) the current Sables Treasurer.
2. A quarterly report shall be made to the SCI Houston Board of Directors with analysis of all income and expenditures.

ARTICLE X
Amendments

After notice to the Membership, the Articles of Incorporation and By-Laws may be repealed or amended, or new Articles and By-Laws may be adopted by a vote of three-fourths of the regular membership who specifically cast a vote. The power of the members to adopt, repeal or amend these articles of Incorporation and By-Laws, fixing the number of Directors, may not be delegated to the Directors. A copy of said Articles and By-laws will be provided to any member requesting such. The Articles and By-laws will also be available for viewing on the Corporation's website.

ARTICLE XI
Fiscal Year

The fiscal year of this corporation shall end December 31 of each calendar year.

ARTICLE XII
Seal

The corporate seal heretofore adopted by the Board of Directors shall remain the official seal of this corporation.

ARTICLE XIII
Contracts and Instruments

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

Section 2. AUTHORIZATION: The Board of Directors may authorize any Officer or Agent of the corporation to execute and deliver any contract, note, or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances.

Article XIV
Rule of Order

Except as otherwise provided in these By-Laws, or prohibited by Texas Law, all meetings of the members and the Board of Directors and Committees shall be governed by "Roberts Rules of Order Revised" insofar as they are appropriate.

Article XV
Corporate Stationery

Section 1. LIMITATIONS: The official stationery shall be used only for official business of the corporation.

The Secretary and the President shall be responsible for the custody of the official stationery.

ARTICLE XVI
Property Rights

No member, Officer or Member of the Board of Directors 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 XVII
Dissolution of the Corporation

Section 1. DISPOSITION OF ASSETS UPON DISSOLUTION: Upon liquidation, dissolution, winding-up, or abandonment of this corporation, all of the property and assets of this corporation shall be transferred or conveyed by way of gifts to one or more domestic or foreign corporations, 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. Any such transfer or conveyance shall be executed in accordance with the laws of the State of Texas relating to the liquidation, dissolution, winding-up, or abandonment of non-profit corporations. In no event shall any properties or assets of this corporation be conveyed or transferred to any member upon the liquidation, dissolution, winding-up, or abandonment of this corporation.