



SAFARI CLUB INTERNATIONAL

BADGERLAND CHAPTER INC.

I. NAME AND ORGANIZATION

The name of this non-profit organization shall be **SAFARI CLUB INTERNATIONAL, BADGERLAND CHAPTER INC.** (herein " The Chapter)

II. PURPOSE

The purpose of this organization shall be as follows:

1. To collect, organize and distribute educational information and data regarding wild animals of the world, and hunting opportunities available in the world.
2. To receive donations, and to disburse same to **SAFARI CLUB INTERNATIONAL** or other organizations or individuals pursuing the same similar goals as this organization.
3. To affiliate with **SAFARI CLUB INTERNATIONAL** in Tucson, Arizona (herein "SCI-Tucson") so that regular members of this organization shall also be members of SCI-Tucson.
4. To provide a channel for organized efforts to promote public acceptance and understanding of sport hunting as an effective tool for wildlife conservation and wildlife management.
5. To Participate and associate with other SCI clubs throughout the world and to share common goals with them.
6. To promote the goal and objectives of SCI-Tucson, including the following:

- A. The Chapter will conduct at least one Fund raising event (fund-raiser) per year and will contribute 30% of net of that fund-raiser to SCI-Tucson. In any year that a fund-raiser is not conducted, a minimum of \$ 2,000.00 shall be contributed to the general fund of SCI-Tucson, fulfilling the Chapter's obligation to the SCI International organization.
- B. The Chapter shall produce a quarterly newsletter, and a copy of the same shall be provided to all current Chapter members, SCI-Tucson, the president of SCI-Tucson, and the SCI-Tucson Regional Representative.
- C. The Chapter shall be represented at least one board meeting of SCI-Tucson per year.
- D. The Chapter will submit to the Regional Representative a written report on Chapter activities prior to each board meeting held by SCI-Tucson.
- E. Each chapter of SCI is required to demonstrate that it acts in support of the missions and objectives of SCI. Evidence of support of the mission and objectives if SCI can be shown for each chapter, by doing three or more of the following;
 - 1. 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.
 - 2. Engaging or participating in projects that educate the public, and particularly youth, about the constructive role hunting and hunters in society; this can include the granting of scholarships to SCI and SCIF educational programs and for other purposes.
 - 3. Engage or participating 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.

4. Making a financial contribution to SCI or SCIF, as established by resolution of the Executive Committee or Board of Directors, beyond the contribution required in Section 3 of this Article, for the purpose of supporting mission activities.
 - F. The Chapter will hold membership meetings at least quarterly for Chapter members.
 - G. The Chapter will prepare and forward to SCI-Tucson a "year-end financial statement" not later than six months after the close of the fiscal year.
 - I. The Chapter will have at least 25 members at all times.
7. To engage in such other activities as may be appropriated and in conjunction with the forgoing.

III. MEMBERSHIP AND VOTING

1. **Membership:** There shall be one class of membership.
2. **Qualifications:** To be eligible for membership, a person must agree to promote the purpose of this organization.
3. **Application for membership:** Application for membership must be in written form as specified by the Board of Directors of the Chapter.
4. **Voting Rights:** Each regular member in good standing shall have one vote. Neither proxy or cumulative voting will per permitted.
5. **Fees and Dues:** Initiation fees, dues and special assessments for members shall be established by the Board of Directors. Dues are payable upon receipt of billing from SCI-Tucson. A member is delinquent when dues are 60 days past due.

6. Termination for Cause: A member who has a false statement(s) on their application or whose conduct is deemed detrimental to the principles of this Chapter or SCI-Tucson may be removed from membership by a majority vote of the Board of Directors at any regularly scheduled meeting of the membership. The Board of Directors shall conduct a hearing on any contested termination.

7. Resignation and Reinstatement: Any member may resign by filling his/her written resignation with the Chapter **Secretary**. Dues paid are not refundable or pro-rated. Reinstatement may take place by regular application for membership.

IV. MEETING OF MEMBERS

1. Annual Meeting and Order of Business: An annual meeting of the membership shall be held in April. The Order of Business shall be:
 - A. A complete report by the Treasurer of the financial condition of the Corporation in written form to be distributed to the members.
 - B. A review by the **President** of the Chapter of the activities of the Corporation for the period.
 - C. Election of the Board of Directors as indicated in these Bylaws.
 - D. Such other old or new business as may come before the meeting.

2. Regular Meeting: Regular meetings, when held shall be held on the 3rd Wednesday unless otherwise specifically provided for by the Board of Directors, and these Bylaws, and notice provided to the membership.

3. Address Corrections: It is the duty of the membership to provide the **Secretary** with a proper and current mailing address.

4. Recommendations to Directors: At any meeting of the members, the members may make recommendations to the Board of Directors by a majority vote of those present. The Board, however, shall not be bound by such recommendations.

5. Quorum: A quorum of the membership shall consist of those present at any scheduled meeting.

6. **Special Meetings:** Special meetings of the members may be called by the **President**, the Board of Directors, or by any three members, Special meetings may be called for any purpose. Written notice, including a call of the special meeting, shall state the date, time and place of the holding thereof and shall be delivered in person or by mail to each member entitled to vote at such meeting at least 21 days before the meeting date.

If mailed, the notice shall be deemed to be delivered the date after it is deposited in the United States mail, addressed to the member at his/her address which appears on the records of the organization, with postage on duly paid.

7. **Binding Acts of Members:** Action by the members on any matter may be taken only at a regular or special meeting. The vote, per item #5 above, shall be the act of the membership, unless a greater percentage of vote on any matter is otherwise required by law, the Articles of Incorporation, or these Bylaws, which shall be binding upon the Corporation with respect to such matter or matters.

V. BOARD OF DIRECTORS

1. **General Powers:** The property , affairs and business of the Corporation shall be managed by the Board of Directors, subject to the limitations of the Articles if Incorporation of the Corporation, these Bylaws, and Chapter 181 of the State of Wisconsin.
2. **Number:** The Board of Directors may consist of any organization member, but will include;
 - A. The immediate past-President of the Chapter.
 - B. Up to 12 Directors elected At-Large.
3. **Nominating Committee:** The Board of Directors shall appoint a Nominating Committee in January of election years, consisting of three members for the purpose of developing a slate of candidates for the upcoming April elections.
4. **Term of Directors:** Directors shall be elected for a term of three years. Initial elections shall be held in a staggered term order of up to three Directors for one year, three for up to two years and three for up to three years.

5. Vacancies: Vacancies occurring on the Board of Directors may be filled by a vote of the Directors then in Office. A Director selected to fill a vacancy shall hold the office for the unexpired term of his/her predecessor.
6. Quorum: The Directors present at a scheduled meeting.
7. Meeting of the Board of Directors:
 - A. Regular Meetings: A regular meeting of the Board of Directors shall be held each month at a time and place agreed upon.
 - B. Special Meetings: A special meeting of the Board of Directors may be called by the President. Written notice of at least seven days shall be provided by mail or by FAX or by other method agreed upon by the Board of Directors.
8. Minutes: Minutes of each meeting of the Board of Directors shall be kept by the Secretary, or anyone designated by the President if the Secretary is absent. Minutes of the previous meeting of the Board of Directors shall be presented in writing and shall be read and approved by the Board of Directors.
9. **Treasurer's Report:** A report by the Treasurer of the financial status of the Corporation shall be delivered, in writing, at each regular meeting of the Board of Directors.
10. Removal: The Board of Directors shall have the power at any regular or special meeting, by a two-thirds vote of the total Board members to remove any Director or Officer of the Corporation, for cause, and declare his/her office vacant. Non-attendance at three Board meeting in one year is sufficient cause for removal.
11. Compensation: Directors may not receive compensation for their services as such. Nothing shall prevent any Director from serving the Corporation in any other capacity and receive compensation thereof.
12. Expenses: All claims for reimbursement shall be made in writing to the Treasurer. The Board of Directors may approve expenses, or delegate that authority to the Treasurer.

VI. ELECTION OF DIRECTORS

1. Qualifications: To be eligible to be nominated for the position for the position of Director, a person must be a current Chapter member prior to the election.
2. Ballots: 21 days before the Annual Membership meeting the **Secretary** shall notify each member of the nominated Directors. At the Annual Meeting of the Membership the Board of Directors shall be elected. Candidates include those nominated by the Nominating committee and any eligible nominee from the floor. The ballots shall be tabulated during the Annual Membership Meeting by the **Secretary** and two observes not on the ballot. All directors will be elected at-large.

VII. OFFICERS

1. Names and Qualifications of Offices: The officers of the Corporation shall be a **President**, a **Vice-President**, a **Secretary** and a **Treasurer**. No two said offices can be held by the same person. A **President-Elect** may also be elected if the Board of Directors so chooses.
2. Compensation: No Officer may receive compensation for his/her services to the Corporation in his/her capacity as an officer of the Corporation.
3. Terms of Office: Officers are elected fir terms of one year. The one year terms begin at the first Board meeting in May of each year.
4. Duties and Powers of Officers:
President: The President shall be the principle 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. The **President** (a) shall preside at all meetings of the Board of Directors, (b) shall provide a written annual report to the membership of the status and condition of the Corporation, (c) may sign with the **Secretary** or any other proper officer of the Corporation authorized by the Board of Directors, (d) may call a Special Meeting of the Board of Directors, by giving notice in accordance with Article V, Section 7 (B) of these Bylaws.

Vice-President: In the absence or disability of the **President**, the Vice-President shall perform the duties of the **President** and, when so acting, shall have the powers of and be subject to all restrictions of the **President**. The **Vice-President** shall perform such other duties as assigned by the **President** or the Board of Directors.

Secretary: The **Secretary** shall (a) keep the minutes of the meetings of the Board of Directors and the general membership meetings in books provided for that purpose, (b) shall see that all notices for meetings of the members and the Board of Directors are given in accordance with these Bylaws, (c) be custodian of the Corporate Records, (d) keep a register of names and addresses of all members, (e) Conduct correspondence, (f) read correspondence and other communications at the Board of Directors meetings, (g) perform other duties as the **President** or the Board of Directors may assign. In the absence of the **President** and **Vice-President**, the **Secretary** shall perform the duties of the **President** with all powers and be subject to the restrictions.

Treasurer: The **Treasurer** shall (a) have charge and custody of, and be responsible for, all funds and all such securities of the Corporation from all sources and deposit such money in the name of the Corporation in such depository as the Board may designate, (b) receive and give receipts for all monies due the Corporation, (c) pay all just obligations and debts of the Corporation, (d) keep a complete record of all income and expenditures, (e) make a monthly report of the financial condition of the Corporation to the Board of Directors, (f) make an annual report of the financial condition of the Corporation at the Annual Meeting of each year to the membership for the preceding fiscal year, (g) file, or cause to be filed, the necessary and appropriate State and Federal Tax fillings, and (h) perform other such duties as the **President** or the Board may assign.

President-Elect: A **President-Elect** may selected by the Board of Directors and assigned such duties as required by the Board of Directors.

Term Limits: There shall be no limit on the terms which an officer may serve in one post for the Chapter.

5. Resignation: Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the date and time specified therein or, if no date and/or time is specified, upon receipt of the resignation by the **Secretary** and the Board of Directors. A verbal statement of resignation shall take effect after 60 days if no written resignation or letter of reconsideration is received.
6. Removal: Any officer may be removed from the office by the Board of Directors whenever, in their judgment, the best interest of the Corporation will be served thereby.
7. Vacancies: Vacancies occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office.

VIII. ELECTION OF OFFICERS

1. Time of Election: At the May meeting of the Board of Directors, the Directors shall elect from among themselves a **President, Vice-President, Secretary and Treasurer**. The Board may also elect a President-Elect if so wishes.
2. Method of Voting: Directors must be personally present to vote. Voting may be by secret ballot. Each officer elected will be by a simple majority of the Directors present at the May meeting of the Board.

IX. COMMITTEES

The President may create a Sables Committee a "Fund Raising Committee", an "Education Committee", a "Conservation Committee", a Nominating Committee", and an other committee as deemed necessary by the **President** to fulfill the purpose of the Corporation and appoint the chairpersons thereof at least one Board member shall serve on each committee which is created by the **President** and/or Board of Directors.

X. AMENDMENTS

1. By Directors: These bylaws may be amended or repealed and new Bylaw's adopted by t two-thirds majority vote of the Board of Directors then in office.

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2. By Members: These Bylaws may be amended or repealed and new "Bylaws" adopted by a two-thirds vote of total current membership.

XI. ACCOUNTING

1. Financial Records and documents required by law shall be kept by the Treasurer, or professional business specifically engage to provide such services as may be required by the Corporation.
2. Fiscal Year: The Fiscal Year for the Corporation will be January 1 through December 31.
3. Accounting: Books of account shall maintained in accordance with accepted accounting practices and principles.
4. Contracts and Instruments: The Board of Directors may authorize any officer (s) or Director (s) to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as otherwise expressly provided in these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

XII. RULES OF ORDER

All meetings of the membership and Board of Directors shall be governed by Robert's Rules of Order in so far as they are deemed appropriate.

XIII. DISSOLUTION OF THE ORGANIZATION

Upon liquidation, dissolution or winding up or abandonment of this organization, all assets and monies will be transformed by way of gift to SCI-TUCSON or any other such tax exempt organization (s) as deemed appropriate by the Board of Directors at the time.

**CERTIFICATE OF THE SECRETARY OF SAFARI CLUB INTERNATIONAL
BADGERLAND CHAPTER INC.**

I hereby certify that I am elected and acting **Secretary** of said non-profit corporation and that the foregoing Bylaws comprising of eleven (11) pages, constitute the Bylaws of said Corporation, approved by the Board of Directors at a meeting held on June 3, 2003, and approved unanimously by the Board of Directors.

Signed: Leah A. Clark (Secretary)

Leah A. Clark

Dated: June 3, 2003