

**BY-LAWS**  
**OF**  
**THE SAFARI CLUB INTERNATIONAL, PITTSBURGH CHAPTER**

---

**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.
- B. To promote the conservation of the wild life of the world through selective trophy hunting of the aged and infirm animals, leaving the prime animals to procreate.
- C. To help conservation efforts by supporting worthwhile projects, both orally and financially, when possible.
- D. To educate our youth in the safe and proper use of firearms and to interest them in the conservation and preservation of the forests and animals, which are our natural heritage.
- E. To share the latest hunting experiences and information of our members.
- F. To operate the organization for the enjoyment of the members, and to be of assistance in helping to conserve and preserve the animals which we love to hunt today – 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 for charitable, scientific or educational purposes, including the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954, as amended.

The corporation also has such powers as are now or may hereafter be granted by the Act of the General Assembly of the Commonwealth of Pennsylvania known as the Nonprofit Corporation Law of 1988, as amended (the "Act").

## **ARTICLE II**

### **Offices**

The corporation shall have and continually maintain in this Commonwealth a registered office and may have other offices within or without the Commonwealth of Pennsylvania 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 of such classes shall be as follows:

1. Regular memberships shall consist of those persons elected thereto as herein provided.
2. Associate, youth, honorary, sustaining or other memberships shall consist of those persons, firms, associations or organizations 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 this corporation.

To be eligible for membership, a person must be of good moral character and have demonstrated an active interest in nature conservation and in the propagation and hunting of big game.

SECTION 2. APPLICATION FOR MEMBERSHIP. All applicants for membership must be recommended by one regular member in writing. 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. Cumulative voting is not permitted. Voting by proxy is not permitted.

SECTION 4. TRANSFER OF MEMBERSHIPS. No membership may be transferred either by the member or by operation of law.

SECTION 5. TERMINATION OF RIGHTS. Upon the termination of membership, all the rights and privileges of the holder under it shall end forthwith.

SECTION 6. INITIATION FEES AND DUES. Initiation fees and dues and special assessments for members shall be established by the Board of Directors

SECTION 7. DUES – WHEN DELINQUENT. Annual dues are due and payable promptly upon receipt of billing for the same from Safari Club International. A member shall be delinquent if payment in full is not made by or within 60 days after the members anniversary date. Any member who becomes delinquent shall be considered to have voluntarily terminated membership in the corporation..

SECTION 8. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all members of the Board may suspend or expel a member who makes false statements on his membership application or those whose conduct is deemed detrimental to the principles of this organization or Safari Club International, at any regular or special meeting after being given forty-eight (48) hours notice in person or by mail, email, fax or telephone of the meeting and of the proposed suspension or expulsion and having an opportunity to be heard at such meeting.

SECTION 9. RESIGNATION AND REINSTATEMENT. Any member may resign by filing with the Secretary his written resignation. Dues paid 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 and which 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 shall, as a condition to his reinstatement, be required to pay all dues, fees and special assessments which were previously due and unpaid by him at the time of his prior resignation.

## **ARTICLE IV**

### **Meeting of Members**

SECTION 1. GENERAL MEMBERSHIP MEETINGS. Meetings of the members shall be held at such time and place as determined by the Board of Directors. The Secretary shall give each member notice of the time and place of each meeting at least seven (7) days before the date scheduled for the meeting. The order of business for such meetings may vary depending on the nature of the meeting and shall be established by the Board of Directors on a case by case basis.

SECTION 2. SPECIAL MEETING. The Board of Directors may call a special meeting of the members for any purpose it deems appropriate. Written notice, including a call of the special meeting, shall state the date, time and place of the holding thereof and shall be delivered personally or by mail to each member entitled to vote at such meeting at least seven (7) days before the date of the meeting. 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 address appearing on the organization's records, with postage thereon duly paid.

SECTION 3. QUORUM OF MEMBERS. A quorum shall be constituted at a regular or special meeting properly noticed if twenty (20%) percent of members entitled to vote are present.

## ARTICLE V

### **Meetings of Directors**

SECTION 1. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held on the first Monday of each month except the months of July and August, provided, however, the President may by notice move the monthly meeting date ahead or back during such months.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board may be called by the President, or by two members of the Board of Directors. The person or persons calling a special meeting may fix the time and place for the holding thereof.

SECTION 3. QUORUM. A majority of the authorized number of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than such majority be present at a meeting, a majority of those present may adjourn the meeting from time to time without further notice.

SECTION 4. MANNER OF ACTING. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

SECTION 5. VOTING. Each Director who is not delinquent in payment of his dues shall be entitled to one vote on any matter submitted to a vote of the Directors. Voting by proxy is not permitted. Voting by teleconference is permitted.

SECTION 6. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the Board of Directors of the corporation by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

SECTION 7. PRESIDING OFFICER. If neither the President nor a Vice President is present at a meeting of the Board, a presiding officer shall be selected by those present from among their number.

SECTION 8. MINUTES. The minutes of the last preceding meeting of the Board shall be read at each meeting unless dispensed with by a majority vote of the Directors present.

SECTION 9. TREASURER'S REPORT. At each regular monthly meeting of the Board of Directors, the Treasurer shall make a report of receipts and expenditures for the current calendar month, and give the current balances.

## **ARTICLE VI**

### **Election of Directors**

SECTION 1. NOMINATING COMMITTEE. The Board of Directors shall appoint a nominating committee. It shall consist of at least two members for the purpose of developing the slate of Director candidates for the annual elections. This Committee will be responsible for collecting the nominees from the Chapter membership, checking the qualifications of all nominees, then preparing the ballots to be presented to the Chapter membership.

SECTION 2. BALLOTS. On the same day as the Board of Directors Meeting in June at which Nominees are announced, the Secretary shall mail a secret ballot to each member in good standing, containing the names of the six nominees, and with provision for two write-in candidates.

SECTION 3. VOTING. The members shall vote to fill the existing vacancies only, and shall return their ballots to the Secretary or his agent, postmarked no later than the twentieth day after the June meeting.

SECTION 4. COUNTING. The Nominating Committee shall open and count the ballots and shall report the election results to the Board of Directors at the next regularly scheduled meeting of the Board.

SECTION 5. ANNOUNCEMENT. The newly-elected Directors shall be announced at the regular September meeting.

SECTION 6. MEETINGS. The newly-elected Directors shall be invited to attend all Director's Meetings between the election and the Installation.

SECTION 7. INSTALLATION. The newly-elected Directors shall take office at the Installation Meeting in September by action of the Board of Directors.

## **ARTICLE VII**

### **Election of Officers**

SECTION 1. NOMINATION OF OFFICERS. The Nominating Committee shall also develop a slate of officers for the annual election. The Nominating Committee shall be

responsible for collecting the nominees from the members of the Board of Directors, checking the qualifications of all nominees, then preparing the ballots to be presented.

SECTION 2. TIME OF ELECTION. The Officers of this corporation shall be elected by the Board of Directors at the regular June meeting.

SECTION 3. BALLOTING. The election of Officers shall be conducted by voice vote or secret ballot during the regular June meeting.

## **ARTICLE VIII**

### **Board of Directors**

SECTION 1. NUMBER OF ELECTED DIRECTORS. The Board of Directors shall consist of thirteen elected Directors and the past Presidents of the corporation as described in Article VIII, Section 4 below.

SECTION 2. ELECTION AND TERM OF OFFICE. In the even numbered years, six (6) elected Directors shall be elected and in the odd numbered years, seven (7) elected Directors shall be elected. All such Directors shall be elected for two (2) years.

SECTION 3. QUALIFICATIONS. The prospective elected Director must have been a regular member in good standing and have evidenced capabilities of leadership and be dedicated to the principles of this Club.

SECTION 4. PAST PRESIDENTS. Each past President of the corporation shall become a Director of the corporation without the requirement of election upon leaving office as President and shall remain a Director of the corporation until he shall resign, die, is removed or becomes unable to serve as a Director for any other reason.

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 Directors, Officers, Committees, Employees and Agents, 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, (c) to create divisions of the corporation and prescribe the authority, powers and duties of each of them (d) to create committees, permanent or temporary, (e) to determine the construction to be given these By-Laws in case any uncertainty as to the meaning or requirements of any of them, (f) to fill vacancies in elective or appointive offices, and (g) to perform any act reasonably necessary for the good of the corporation not forbidden by law.

SECTION 6. VACANCIES. In case of any vacancy on the Board of Directors, the remaining Directors, although less than a quorum, by affirmative vote of a majority

thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant until election of his successor.

SECTION 7. REMOVAL OF DIRECTORS. The Board of Directors by affirmative vote of two-thirds of the members of the Board attending any regular or special meeting provided a quorum is established for such meeting, may remove a Director (a) whose membership has been terminated; (b) whose conduct is deemed detrimental to the principals of this organization or Safari Club International or (c) who fails to perform the duties of a member of the Board of Directors of this corporation, after such Director is given forty-eight (48) hours notice in person or by mail, email, fax or telephone of the meeting and of the proposed removal, and has an opportunity to be heard at such meeting.

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 any other capacity and receiving compensation therefor.

## **ARTICLE IX**

### **Officers**

SECTION 1. NAMES OF OFFICERS. The Officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer.

SECTION 2. LIMITATIONS OF POWERS. No Officer may receive compensation for his service other than reimbursement of duly authorized expenses.

SECTION 3. QUALIFICATIONS. To be eligible to hold any of the offices in this corporation, a person must be a dues paying member with dues fully paid and must have been such for at least one year before his election or appointment.

SECTION 4. ELECTION AND TERM OF OFFICE. Officers shall be elected for a term of one year. Any person may be elected to hold one or more offices for two or more terms.

SECTION 5. REMOVAL OF OFFICERS. 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 two-thirds of the Directors attending any regular or special meeting provided a quorum is established for such meeting, after such Officer is given forty-eight hours' notice in person or by mail, email, fax or by telephone of the meeting and of the proposed removal, and has an opportunity to be heard at such meeting.

SECTION 6. VACANCIES. A vacancy in any office for any reason shall be filled by a two-thirds (2/3) vote of the Board of Directors for the unexpired part of the term.

SECTION 7. 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 the signing thereof is delegated by the Board of 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.

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 a Vice President, and if all Vice Presidents also shall be absent or unable or unwilling to act, the Secretary shall perform the President's duties. A Vice President shall perform such other duties as the President or the Board of Directors shall assign to him.

c. Treasurer. If required by Resolution of the Board of Directors, the Treasurer shall give a bond for the faithful performance of his duties in such sum and with such security or surety as the Board may determine. 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, (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 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.

d. Secretary. The Secretary shall (1) cause to be kept 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 meetings 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, (8) prepare agendas for all meetings of members and Directors, and (9) perform such other duties as the Board of Directors may specify.



## **ARTICLE X**

### **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 XI**

### **Indemnification**

SECTION 1. RIGHT TO INDEMNIFICATION. Subject to the limitations and conditions as provided in this Article XI each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative (hereinafter a "Proceeding"), or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding, by reason of the fact that he or she, or a person of or entity whom or which he or she is the representative, is or was a Director and/or Officer of the corporation or while a Director and/or Officer of the corporation is or was serving at the request of the corporation as a manager, member, employee, director, officer, venture, proprietor, trustee, payee, agent, or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the corporation to the fullest extent permitted both by the Act, as the same exist or may hereafter be amended, against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses, attorneys' fees (including, without limitation, attorneys' fees and experts' fees and expenses) actually incurred by such person in connection with such Proceeding, and indemnification under this Article XI shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article XI shall be deemed contract rights, and no amendment, modification or repeal of this Article XI shall have the effect of limiting or denying any such rights with respect to actions taken or Proceedings arising prior to any such amendment, modification or repeal. It is expressly acknowledged that the indemnification provided in this Article XI could involve indemnification for negligence or under theories of strict liability but may not extend to any matter for which indemnification is precluded by the Act.

SECTION 2. ADVANCE PAYMENT. The right to indemnification conferred in this Article XI shall include the right to be paid or reimbursed by the corporation the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 1 above who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a Proceeding, shall be made only upon delivery to the corporation of a written affirmation by such person of his or her good faith belief that he has met the standard of conduct necessary for indemnification under this Article XI and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article XI or otherwise.

SECTION 3. BOARD OF DIRECTORS. The corporation, by adoption of a resolution of the Board of Directors, may indemnify and advance expenses to an employee or agent of the corporation to the same extent and subject to the same conditions under which it may indemnify and advance expenses to Directors and/or Officers under this Article XI, and the corporation may indemnify and advance expenses to persons who are not or were not Directors and/or Officers, employees or agents of the corporation but who are or were serving at the request of the corporation as a manager, director, officer, venture, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person to the same extent that it may indemnify and advance expenses to Directors and/or Officers under this Article XI.

SECTION 4. APPEARANCE AS A WITNESS. The right to indemnification and the advancement and payment of expenses conferred in this Article XI, the corporation may pay or reimburse expenses incurred by a Director and/or Officer, employee or agent in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

SECTION 5. NONEXCLUSIVITY OF RIGHTS. The right to indemnification and the advancement and payment of expenses conferred in this Article XI shall not be exclusive of any other right which a Director and/or Officer or other person indemnified pursuant to Section 3 above may have or hereafter acquire under any law (common or statutory), or this Agreement, agreement, vote of the Board of Directors or otherwise.

SECTION 6. INSURANCE. The corporation may purchase and maintain insurance, including but not limited to trust funds, letters of credit or self-insurance, at its expense, to protect itself and any person who is or was serving as a Director, Officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, member, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint

venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under this Article XI, if insurance coverage exists, then that insurance satisfies the obligation to indemnify.

SECTION 7. SAVING CLAUSE. If this Article XI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify and hold harmless each Director and/or Officer or any other person indemnified pursuant to this Article XI as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article XI that shall not have been invalidated and to the fullest extent permitted by applicable law.

SECTION 8. LIMITATION ON LIABILITY. No Director and/or Officer (to the extent permitted by law) shall be personally liable, as such, for any action taken unless: (i) such Director and/or Officer breached or failed to perform the duties of his office; and (ii) the breach or failure to perform constituted self-dealing, willful misconduct, or recklessness. The foregoing shall not apply to any responsibility or liability under a criminal statute or liability for the payment of taxes under federal, state, or local law.

## **ARTICLE XII**

### **Amendments**

After sixty days written notice to the membership the Articles of Incorporation and By-Laws may be repealed or amended, or new Articles or By-Laws may be adopted by a vote of a majority of the membership. The By-Laws may also be amended, or repealed by the Directors as provided by law, subject to the power of the members to change such action.

## **ARTICLE XIII**

### **Fiscal Year**

The fiscal year of this corporation shall end on June 30 of each calendar year.

## **ARTICLE XIV**

### **Seal**

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

## **ARTICLE XV**

### **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, Officers, Agent or Agents 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 XVI**

### **Rules of Order**

Except as otherwise provided in these By-Laws, or prohibited by Pennsylvania 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 XVII**

### **Corporate Stationery**

SECTION 1. LIMITATIONS. The President, Secretary and Treasurer shall be responsible for the custody of the official stationery.

## **ARTICLE XVIII**

### **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 XXIX**

### **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 gift 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 corporation. 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 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.