

**BY-LAWS OF
SAFARI CLUB INTERNATIONAL
MICHIGAN INVOLVEMENT COMMITTEE
(as last amended March 24, 2004)**

1. NAME - The name of this organization shall be Safari Club International Michigan Involvement Committee and it shall be known as SCI MIC for convenience.

2. ORGANIZATION - SCI MIC is a Michigan non-profit corporation organized pursuant to Act 162, Public Acts of 1982, as amended, on a non stock basis with membership composed of representatives of each of the chapters of Safari Club International located within the State of Michigan.

3. PURPOSES - The purposes of SCI MIC are the coordination of support by Safari Club International and its Michigan based constituent chapters of: 1) designated activities and programs of the Michigan Department of Natural Resources which shall hereafter be called the "MDNR"; 2) scholarships and grants to graduate students pursuing advanced degrees in wildlife related fields at Michigan based institutions of higher education; and 3) such other wildlife conservation and education activities as may be approved by SCI MIC.

4. BOARD OF DIRECTORS - The business and affairs of SCI MIC shall be managed by a Board of Directors.

A. NUMBER AND TERM OF OFFICE - The number of Board of Director members shall be equal to the number of chapters of Safari Club International located in the State of Michigan which elect, by their respective governing boards, to participate by designating a representative and, at the discretion of such participating chapter, an alternate.

Such representative and his or her alternate shall serve as a member of SCI MIC until his or her successor is designated by the constituent Safari Club International chapter governing board.

Notwithstanding the fact that alternative representatives may have been designated, each constituent chapter shall have only one (1) vote on each matter to be decided by the Board of Directors.

B. MDNR PARTICIPATION - A representative from the MDNR designated by its Wildlife Division Chief, or his or her alternate, if an alternate is designated at the discretion of the MDNR Wildlife Division Chief, shall be invited to participate in SCI MIC meetings as a non-voting representative in order to coordinate SCI MIC activities with the MDNR.

C. MEETINGS - Meetings of the Board of Directors may be called at any time by the President or the Secretary or by a majority of the Board of Directors. Members of the Board of Directors shall be notified in writing of the time, place and purpose of all meetings of the Board of Directors at least seven (7) days prior to the meeting.

D. QUORUM - A majority of the members of the Board of Directors then in office constitutes a quorum for the transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, provided that amendments of these By-Laws by the Board of Directors requires the vote of not less than a majority of the members of the Board of Directors then in office.

E. PARTICIPATION BY TELEPHONE - Members of the Board of Directors or any Committee designated by the Board of Directors may participate in a meeting of the Board of Directors or Committee by means of conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

F. ACTION BY UNANIMOUS WRITTEN CONSENT - The Board of Directors may, in the absence of a meeting, take action by unanimous written consent. Such action shall become effective on the date on which the last Director then in office shall sign his or her consent unless a different date shall be specified as the effective date of such action.

5. OFFICERS - The Board of Directors shall, at the regular meeting held in the third calendar quarter of each year and from time to time at any other regular calendar quarter meeting as may be necessary in order to fill any vacancy or vacancies, select a President, a Secretary and a Treasurer from among its members who shall serve as such until their successors shall be chosen.

A. PRESIDENT - The President shall preside at all meetings of the Board of Directors and perform such other duties as may be delegated by the Board of Directors.

B. SECRETARY - The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, attend to the giving and receiving of all notices and perform such other duties as may be delegated by the Board of Directors.

The Secretary shall preside at meetings of the Board of Directors in the absence of the President.

C. TREASURER - The Treasurer shall have custody and control of all money, funds and property of SCI MIC, maintain financial records of such money, funds and property, making all entries and reconciling statements and execute drafts to pay out money only upon the order of the Board of Directors. In addition, the Treasurer shall prepare quarterly financial reports for the members of the Board of Directors. The Treasurer shall handle investments of excess funds in short-term money market securities and maintain all records associated with such investments. The Treasurer shall be responsible for the preparation of all appropriate tax forms required to be filed with the Internal Revenue Service and the Michigan Department of Treasury and shall perform such other duties as may be delegated by the Board of Directors.

The Treasurer shall preside at meetings of the Board of Directors in the absence of the President and the Secretary.

The Board of Directors shall have the power at any time by a two-thirds (2/3rds) vote of the entire Board of Directors to remove any Officer, either for cause or without cause.

6. SEPARATE FUND - All monies of SCI MIC shall be maintained in a separate, segregated fund or funds, in such bank or banks as may be designated by the Board of Directors, upon the recommendation of the Treasurer, and all expenditures shall be made from such funds and from no other source. The individuals elected as officers of SCI MIC shall be "authorized signers" on SCI MIC bank accounts.

7. DISBURSEMENTS - Disbursements shall be made only upon the order of the Board of Directors. No funds of SCI MIC shall inure to the benefit of, or be distributable to members of its Board of Directors, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse members of the Board of Directors for their out-of-pocket expenses incurred in furtherance of the objectives of SCI MIC. No authorized signer may sign a check drawn on an SCI MIC account which is payable to him or herself.

8. FISCAL YEAR - The fiscal year of SCI MIC shall end on December 31.

9. PROHIBITED ACTIVITIES - No member of the Board of Directors shall, in the name of SCI MIC,

lobby for, or against, any political party or candidate for public office or on behalf of, or in opposition to, any ballot initiative. No funds of SCI MIC shall be used in support of, or in opposition to, any candidate for public office or on behalf of, or in opposition to, any ballot initiative.

10. INDEMNIFICATION -

A. A volunteer Director, as defined in Act 162, Public Acts of 1982, as amended, (the “Act”), or a volunteer officer is not personally liable to SCI MIC or its members for monetary damages for a breach of the Director’s or officers fiduciary duty. However, this provision shall not eliminate or limit the liability of the Director or officer for any of the following:

- (a). a breach of the Director’s or officer’s duty of loyalty to the corporation or its members,
- (b). acts or omissions not in good faith or that involve misconduct or a knowing violation of law,
- (c). a violation of section 551(1) of the Act,
- (d). a transaction from which the Director or officer derived an improper personal benefit,
- (e). an act or omission occurring before the effective date of this Article, or
- (f). an act or omission that is grossly negligent.

B. SCI MIC assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer Director, volunteer officer, or other volunteer occurring on or after the date of its incorporation incurred in the good faith performance of the volunteer Director’s, volunteer officer’s, or other volunteer’s duties *provided* all of the following conditions are met:

- (a). the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- (b). the volunteer was acting in good faith,
- (c). the volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct,
- (d). the volunteer’s conduct was not an intentional tort,
- (e). the volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the insurance code of 1956, Act 218 of the Public Acts of 1956.

C. In the event that the Act is amended to further eliminate or limit the personal liability of volunteer Directors, volunteer officers, or other volunteers, then the liability of a Director, officer, or other volunteer of SCI MIC shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal, modification, or adoption of any provision in these by-laws which is inconsistent with this Article shall not adversely affect any right or protection of a Director or officer or other volunteer of SCI MIC existing at the time of such repeal, modification or adoption.”

11. AMENDMENT TO THESE BY-LAWS - A majority of the members of the Board of Directors may alter, amend, repeal or make additions to these By-Laws.

12. DISSOLUTION - SCI MIC may be dissolved by the affirmative vote of the majority of the members of the Board of Directors. Upon liquidation, dissolution, winding-up or abandonment of this organization, funds and assets of SCI MIC shall be transferred or conveyed by the Board of Directors to the MDNR or to the SCI Foundation or to one or more constituent chapters provided such foundation or constituent chapters are tax exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code.