BYLAWS OF SAFARI CLUB INTERNATIONAL

(As amended on August 20, 2025)

A non-profit corporation exempt from income tax as an organization described in Section 501(c)(4) of the Internal Revenue Code of the United States of America.

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1. NAME, MISSION AND PURPOSES

1.1 The name of the corporation is "Safari Club International" ("SCI"). Its mission is to protect the freedom to hunt and to promote sustainable use wildlife conservation worldwide.

1.2 Its purposes and objectives are:

a. To advocate, preserve and protect the rights of all hunters;
b. To promote safe, legal and ethical hunting and related activities;
c. To monitor, support, educate or otherwise take positions on local, national and international legislative, executive, judicial or organizational endeavours that foster and support these purposes and objectives, within the limits imposed by law and regulation;
d. To inform and educate the public concerning hunting and related activities; and
e. To conduct any other activities set forth in SCI's Articles of Incorporation.

2 MEMBERS

2.1 Any individual, family or business may apply for membership provided that they:

a. Subscribe to the above purposes and objectives;
b. Are of good moral character;
c. Demonstrate an active interest in hunting and wildlife conservation;
d. Agree to be bound by these bylaws, SCI's policies and procedures, and Sportsmen's Code of Ethics, and to face disciplinary consequences if they breach that code; and
e. Pay such fees as the SCI Board of Directors ("the Board") may determine.

2.2 Lapsed memberships may be renewed provided any amounts owed to SCI are paid. Applications for membership or for renewal may be rejected by the Executive Committee. The CEO, in consultation with and approval from the EC, shall decide the number of and categories of membership, as well as the membership and special dues. Membership shall automatically lapse for non-payment of the membership dues 60 days after invoicing. Certificates of membership may be issued as the Executive Committee may decide and shall be signed by the President and the Secretary.

2.3 A member may resign by notice in writing to the Secretary. Membership dues are not refundable, and any amounts due to SCI shall remain payable.

2.4.1 Membership may be denied, terminated, suspended or made subject to special terms by SCI in the following circumstances:

a. A violation of the following provisions of SCI's Sportsmen's Code of Ethics:
   i. To comply with all game laws;
   ii. To abide by any policy on hunting approved under these Bylaws;
   iii. To provide all possible assistance to enforcement officers authorized to enforce game laws;
   iv. To reflect in word and behaviour only credit upon the world community of sportsmen and women.
b. Conduct in relation to a hunt or a contract or agreement for a hunt;
c. Non-payment of amounts due to SCI or SCI Foundation;
d. Publication of any defamatory communication relating to SCI, SCI Foundation, a member of SCI or staff of SCI or SCI Foundation;
e. Failure to maintain a duty of confidence as required by these bylaws or the rules of procedure for the Ethics and Code of Conduct Committee (in this Article, the "Ethics Committee");
f. Financial dishonesty in dealings with SCI or SCI Foundation;
g. Conduct that has a materially adverse effect on the purposes or reputation of SCI or SCI Foundation; or
h. A conviction of or a plea of guilty or nolo contendere to any felony or a misdemeanor involving moral turpitude or fraud.

2.4.2 No complaint shall be considered if more than three years has elapsed from the time of the alleged violation to the date the Complaint is made. This period (a) does not begin to run, in the case of a prosecution for a violation of a game law, until the prosecution, including appeals, has resulted in a final

adjudication; and (b) does not begin to run until the person or committee making the Complaint could reasonably have known of the alleged violation.

2.4.3 A conviction of or final ruling for a violation of a game law in any court, tribunal or other forum with jurisdiction over game laws where the punishment includes a loss of hunting privileges for five years or more, a prison sentence of 30 days or more, or a fine of at least US$5,000 (or equivalent in any foreign currency at the time of conviction) shall result in automatic expulsion from SCI. Membership may be reinstated if the conviction or final ruling is set aside or reversed.

2.4.4 Suspension pending conclusion of a case

(a) Mandatory Suspension. Subject to approval of the Executive Committee, any member against whom the Ethics Committee has opened a case involving:

(i) a charge alleging grounds for action under Article 2.4.3;

(ii) a charge alleging a crime of moral turpitude;

(iii) misconduct in relation to the duties of a Director of SCI or SCI Foundation; or

(iv) misconduct in the handling of funds of SCI or SCI Foundation;

shall be temporarily suspended.

(b) Discretionary Suspension. Subject to approval of the Executive Committee, a member found by the Ethics Committee to be engaged in conduct harmful to SCI, or its members or staff, or to the SCI Foundation or its staff, may be temporarily suspended.

(c) The Ethics Committee shall offer a hearing to any member who has been suspended. A hearing shall be held as soon as the Ethics Committee is able to convene, and in any event within four weeks of the initiation of the case. If the person charged declines, does not accept, or does not respond to the offer of a hearing, or if the Ethics Committee considers he has failed to cooperate in scheduling or holding the hearing, the suspension shall go into or remain in effect.

(d) A suspension under this Article will remain in effect until the conclusion of the case.

2.4.5 Unless a case is dismissed by the Ethics Committee, the final decision in the case will be made by the Board. In reaching its decision, the Board may accept, reject in whole or in part or modify any recommendation by the Ethics Committee, and the Board is not required to state the reasons for its decision. There is no right for a person charged or his representative to appear before the Board. The decision of the Board is final, unless the person charged files a written request for reconsideration with the Ethics Committee within 30 calendar days of the final decision. A request for reconsideration must be based on newly discovered facts or evidence, which must be clearly stated in detail in the request. The Ethics Committee shall consider the request in its sole discretion. Only one request for reconsideration from a final decision of the Board is permitted.

2.4.6 A person charged may accept the finding and the sanction proposed by the Ethics Committee, in which event the case is concluded. In making its recommendation for sanction, the Ethics Committee, in its sole discretion, may offer a lesser sanction than that originally proposed.

2.4.7 All cases involving an alleged violation under this Article shall be governed by the SCI Policies and Procedures.

2.5 A member who has been expelled is not eligible for reinstatement.

3 BOARD OF DIRECTORS

3.1 The property, affairs, business and policies of SCI are managed by the Board, which consists of:

a. The Officers;
b. The Past Presidents' Council members;
c. Regional Representatives;
d. Presidents of SCI or SCI Foundation chapters which are in good standing in accordance with SCI's Policies and Procedures;
e. Up to 20 Directors-at-Large;
f. Up to 8 International Directors; and
g. By reason of their offices, the chairs of the standing and ad hoc committees (without vote).

3.2 Any Board member (other than a past President or Chapter President) who does not attend at least one Board meeting in any calendar year will be suspended from the Board for the following calendar year. The Chief Executive Officer shall monitor attendance and shall report to the Executive Committee in September of each year. The suspension is automatic but may be waived by the Executive Committee if it considers there is just cause.

3.3 If it is determined that a chapter is not in good standing when notice of a Board meeting is given, the president of that chapter shall only be entitled to attend that Board meeting as a director if the chapter comes into good standing more than 30 days before the meeting.

3.4 If any Director-at-Large, International Director or Regional Representative is unable or unwilling to serve, the Board may appoint a substitute nominated by the President and approved by the Executive Committee to serve without vote on a temporary basis until his election is confirmed at the next meeting of the Board.

3.5 The Board shall set a minimum Reserve in respect of a Fiscal Year, and may approve circumstances in which the Reserve may fall below that minimum. [1] If the Board does not set a minimum Reserve before the start of a Fiscal Year, it shall do so during that Fiscal Year, and until it does so the last minimum Reserve, if any, and approved circumstances for a reduction, if any, shall apply.

[1] Parliamentarian's Note: On February 2, 2017, the Board set the reserve level at $9,000,000. On August 22, 2020, the Board temporarily suspended the minimum Reserve in order to allow the EC to manage SCI's cash position. The Finance Committee must review the situation monthly, at every Finance Committee meeting, and report to the Board at every Board meeting. On August 30, 2023, the Board changed the Reserve level to $8,000,000.

3.6 The Board shall establish, and may modify from time to time, the responsibilities of a Director-at-Large.

3.7 Each Regional Representative shall be the principal liaison between SCI, SCI Foundation and the chapters in a designated geographical region, identified by a region number. He shall organize new chapters in the region, and assist the President in his duties in the region.

3.8 An International Director shall in co-ordination with the Regional Representative help start new chapters and visit and guide chapters in the region, and at the request of the President or the Regional Representative, represent SCI at meetings of national or international hunting or conservation organizations.

3.9 Board Meetings.

3.9.1 The Board shall have three regular meetings each year, in the winter in association with the SCI Annual Hunters' Convention, in the spring, and in the summer. Special Board meetings may be called by the President or by 25% of Board members.

3.9.2 The Secretary shall give notice to Board members at least 30 days before a regular meeting and 15 days before a special meeting, except notice of the date of a regular meeting set by the Board is not required. The notice shall state the place, date, time and purpose of the meeting, whether it is being made at the direction of the Board or the President, and the rules relating to proxy voting. A Board member may waive notice in writing at any time and shall be considered to have waived notice if he attends the meeting without protesting the lack of notice.

3.9.3 The quorum is one third of Board members entitled to vote on the date of the meeting. If there is no quorum at the beginning of a meeting, the President or the Board may recess the meeting until a quorum is present, or the President may adjourn the meeting. A quorum shall be presumed unless it is raised in a point of order immediately after the meeting is called to order. Chairs of standing and ad hoc committees not otherwise members of the Board shall not count towards a quorum.

3.9.4 A Board member may participate in a Board meeting by remote means such as conference telephone or videoconference hook-up where all participating Board members can simultaneously hear each other during the meeting. This shall not apply to meetings held at the annual SCI Hunters' Convention, and it is subject to the Board member notifying the Chief Executive Officer in writing at least two weeks before the date of the meeting.

3.9.5 The following matters shall be considered at a regular Board meeting:

a. The minutes of the preceding Board meeting shall be read and approved as corrected. The Board may waive this requirement;
b. The Treasurer shall make a report of receipts, expenditures and the financial condition of SCI; and

c. Such other matters as may be submitted to the President or Secretary.

3.9.6 A Board member attending a meeting in more than one capacity shall cast one vote only. Cumulative voting is prohibited and Board members other than Chapter Presidents may not appoint a proxy. Chapter Presidents may appoint a proxy who is an officer or board member of the relevant chapter if they cannot attend a Board meeting, or they will attend and vote in another capacity. If a Chapter President cannot appoint a proxy he may appoint the Board of Directors of the Chapter as his attorney-in-fact to appoint a proxy. If the proxy is a member of more than one chapter, he must have been a member of the Chapter President's chapter for at least six months. This shall not apply if the Chapter President's chapter was chartered in the six months prior to the meeting. The Chapter President or his attorney-in-fact must complete an appointment form and return it to the Secretary. The form will be valid for one month unless it specifies a different period.

3.9.7 Any proposed motion or resolution that is not procedural must be submitted prior to the meeting in writing. Except for meetings in executive session, the motion or resolution, and any amendments to the motion or resolution other than those considered minor by the chairman, must be visually displayed before discussion and voting.

3.9.8 The Board may act by written signed consent of all Board members entitled to vote. The resolution must record the action and may be recorded in one or more documents, and shall take effect as a vote of the Board on the date that the last Board member signs, unless another date is specified in the resolution. A Board member may revoke consent by delivering a signed revocation of consent to the President or Secretary before the last Board member signs the consent.

3.9.9 The Secretary shall keep written minutes of Board meetings. The minutes may record the matters discussed and action taken, including any motion and its maker, and if requested, the names of Board members who voted against the motion. The minutes shall not record the discussion of the matter except where a Board member has requested that his position be stated in the record. Once approved by the Board, the minutes shall be the official record, and any other records shall be destroyed, provided that attachments to the motions which contain the substance of matters considered by the Board, including ballots, shall be retained as necessary to explain the action of the Board and shall be considered a part of the minutes. The Secretary shall publish the bylaws on proxy voting annually in the Official Journal containing the Election Commission report.

3.10 The Board shall arrange for the preparation of a five-year Long Range Strategic Plan for SCI. The plan shall be approved by the Board and shall be reviewed and updated annually.

4 OFFICERS

The Officers of SCI shall consist of the following:

4.1 The President.

4.1.1 Subject to the authority of the Board and the Executive Committee, the President shall:

a. Provide leadership, policy guidance and management direction;
b. Prepare agendas for and preside at all meetings of the Board and the Executive Committee;
c. Sign official correspondence of SCI and execute documents that are legally binding on SCI and may delegate authority to do so to another Officer or the Chief Executive Officer;
d. Represent SCI and speak on its behalf;
e. Create new standing or special committees and nominate chairmen;
f. Be a voting member of all Committees except the Election Commission, the Audit Committee and the Sables; and
g. Perform other duties assigned to him by the Board or the Executive Committee.

4.1.2 A President shall not serve more than two terms.

4.2 The President-Elect.

The President-Elect shall:

a. Assist the President in the performance of his duties as requested by the President;
b. Assist the President in formulating the SCI Budget for the next Fiscal Year or such longer period as may be necessary;
c. Assist the President with long-term planning; and
d. Assume the duties of President if the President is absent, or unable or unwilling to act.

4.3 The Deputy President-Elect

If the President is elected for a second term, the Board may elect a Deputy President-Elect, who shall assist the President and President-Elect in the performance of the President's duties and shall have such other duties as the President, President-Elect the Executive Committee or the Board shall assign to him.

4.4 Vice-Presidents and the President of the Sables

There shall be six vice-presidents who shall perform such duties as the President, the Executive Committee or the Board may assign. The President of the Sables has the same duties as a vice-president.

4.5 The Secretary

The Secretary shall:

a. Ensure that notices of meetings of the Board and the Executive Committee are properly given;
b. Keep a permanent record of the meetings of the Board and Executive Committee;

c. Keep a permanent record of actions of the Board and the Executive Committee that are not so recorded;
d. Maintain a register of SCI members containing so far as is reasonably possible a valid mail address, e-mail address, telephone number or other relevant contact details and;
e. Conduct and maintain records of all correspondence of SCI and communications with members.

4.6 The Treasurer

The Treasurer shall:

a. In consultation with the Chief Financial Officer and the Audit Committee, have charge of the books of account of SCI and assist the firm of Certified Public Accountants engaged to make an annual audit of the books of account of SCI, prepare a statement of financial condition as of the close of each financial year, and provide a copy of that statement, together with a certificate of audit, to each member of the Board; and
b. Place SCI's funds with banks designated by the Finance and Investment Committee and ratified by the Executive Committee.

4.7 Other Officers

The Board may elect such other Officers as it considers necessary. The President, the Executive Committee and the Board may assign such other duties to the Officers as they see fit.

5 THE EXECUTIVE COMMITTEE

5.1 The Executive Committee consists of the President, the President-Elect, the Deputy President-Elect (if any), the Secretary, the Treasurer, the President of the Sables, and Six Vice-Presidents. It is a managerial committee of the Board which, subject to the following limitations, exercises the powers of the Board when the Board is not in session, and oversees the activities of all committees. The following matters require a resolution of the Board and cannot be undertaken by the Executive Committee:

a. Any changes to these bylaws;
b. Appointing or removing of Board members;
c. Fixing the compensation of Officers, Board members or key personnel of SCI;
d. Amending or repealing any resolution of the Board that the Board has reserved to it;
e. Making a fundamental change of view or basic policy of SCI;
f. Purchasing, selling or mortgaging real property of SCI, or authorizing major construction projects, with a value in excess of $100,000;
g. Any transaction that would, if all the payments contemplated by the transaction were made at the time the transaction was approved by the Executive Committee, reduce the Reserve below the minimum set by the Board;
h. Resolving to recommend the disposal of all or substantially all of SCI's assets;
i. Presenting a petition for judicial dissolution, or adopting any plans or merger, or consolidation or for non-judicial dissolution;
j. Authorizing indemnification of any officer, director, employee or member of the Past President's Council; or

k. Any changes to the Life Hunter Advocate Society rules of procedure.

5.2 The Executive Committee may retain outside corporate legal counsel, or utilize in-house legal counsel to advise the Executive Committee, the Board, the Committees and the Chief Executive Officer.

5.3 In the case of an Officer being unable or unwilling to serve, the Executive Committee may elect a substitute on an interim basis, subject to the following:

a. The appointment is subject to confirmation by the Board at the next Board meeting;
b. The Secretary and Treasurer may be replaced by a Vice-President;
c. The President-Elect shall be replaced by the Deputy President-Elect, if any, or if none, a Vice-President; and
d. The President (if there is no President-Elect willing or able to assume his duties) may be replaced by the Deputy President-Elect, if any, or if none, the Treasurer, Secretary or a Vice-President, on the basis of such conditions as the Executive Committee and the Board shall make. If there are none able and willing to serve, the Secretary shall perform the duties of the President on a temporary basis without election by the Executive Committee, but subject to such conditions as the Executive Committee may make.

5.4 Executive Committee Meetings

5.4.1 Regular Executive Committee meetings may be fixed by the Executive Committee or called by the President. Special Executive Committee meetings may be called by a majority of Executive Committee members or by the President. Notice shall be given to Executive Committee members stating the place date and time of the meeting, whether it is being called by the President or a majority of the members of the Executive Committee, and for special meetings, shall be in writing stating the object of the meeting. No notice is required for a meeting fixed by the Executive Committee. An Executive Committee member may waive notice in writing at any time and shall be considered to have waived notice if he attends the meeting without protesting the lack of notice.

5.4.2 Executive Committee members may not appoint a proxy. If there is no quorum at the beginning of a meeting, the President or a majority of the Executive Committee members present may recess the meeting until a quorum is present or adjourn the meeting. A quorum shall be presumed unless it is raised in a point of order immediately after the meeting is called to order.

5.4.3 The Executive Committee may act by written signed consent of all Executive Committee members entitled to vote. The consent must record the action and may be recorded in one document or several, and shall take effect as a vote of the Executive Committee on the date that the last Executive Committee member signs, unless another date is specified in the resolution. An Executive Committee member may revoke consent by delivering a signed revocation of

consent to the President or Secretary before the last Executive Committee member signs the consent.

5.4.4 The Secretary shall keep minutes of Executive Committee meetings. The minutes shall record the matter discussed and action taken, including any motion and its maker, and if requested, the names of Executive Committee members who voted against the motion. The minutes shall not record the discussion of any matter except where an Executive Committee member has requested that his position be stated in the record. Once approved by the Executive Committee, the minutes shall be the official record, and all other records shall be destroyed, provided that attachments to the motions which contain the substance of matters considered by the Executive Committee may be retained as necessary to explain the action of the Executive Committee and shall be considered a part of the minutes.

6 PAST PRESIDENTS' COUNCIL

6.1 The Past Presidents' Council ("the Council") consists of all past Presidents of SCI and the SCI Conservation Fund. It has the authority periodically to review the condition, official acts, operations and objectives of SCI, and to make recommendations to the Executive Committee and the Board.

6.2 Membership of the Council shall be for life, unless a member resigns from the Council. A member who resigns from the Council may later resume membership of the Council. Resignation from or resumption of membership of the Council shall be effective on the date the member notifies the Secretary of that resignation or resumption.

6.3 If the Council is dissatisfied with any Board or Executive Committee action or inaction it may request in writing that the Board review the matter. The Board shall reply within 90 days. If the Council remains dissatisfied it shall provide the Secretary with copies of the request and any response, and the Secretary shall place the matter for reconsideration on the agenda for the next regular Board meeting.

6.4 Subject to 6.2, a member of the Council is a Board member for life, and as such shall be given notice of all Board meetings.

7 CHAPTERS

7.1 An entity may be granted a charter as a chapter of SCI by the Executive Committee. The Executive Committee may establish requirements for granting a charter. In accepting the charter the entity agrees to be bound by these bylaws and SCI's policies and procedures. The charter, any written agreement between SCI and the chapter, these bylaws and the SCI policies and procedures shall represent the whole agreement between SCI and the chapter. The Board may, by a 2/3 majority vote, revoke the charter for failure to comply with the written agreement, the policies and procedures or these bylaws, or for any act or situation considered detrimental, damaging or injurious to SCI.

7.2 Fundraiser and Contribution Requirements

All chapters must conduct at least one fundraiser per year and contribute to SCI, or a subsidiary body established under Article 9.10.5, the greater of 30% of the profits of the most profitable fundraiser and the minimum set by the policy of the Membership and Chapter Development Committee. Contributions from chapters with tax-exempt status under Section 501(c)(3) of the U.S. Internal Revenue Code or the equivalent laws, rules or regulations of another country will be received by SCI in accordance with chapter minimum contribution requirements set forth in these Bylaws and SCI's Policies and Procedures. The Board may waive the contribution requirement for a chapter (but not financial reporting obligations) only in the event of inability to pay. A chapter's request for waiver of the contribution requirement must first be submitted to and approved by the Membership and Chapter Development Committee. The Board may approve the donation of funds to a chapter. A chapter's request for funds must first be submitted to and approved by the Finance and Investment Committee.

7.3 SCI may collect chapter dues on behalf of chapters in North America, and, if collected, shallpromptly pay them to the relevant chapters. International chapters shall collect any chapter dues from their members.

7.4 A chapter shall have no dealings whatsoever with any person whose membership of SCI has been revoked, shall have no dealings with a person whose SCI membership has been suspended during the period of suspension, and shall adopt any other sanction resulting from a case before the Ethics and Code of Conduct Committee in its dealings with any member. "Dealings" includes allowing such a suspended or terminated member to be a member of the Chapter; to hold office in the Chapter; to advertise or sell goods and services, either directly or indirectly, at a Chapter function or activity; or to sponsor, donate or otherwise participate in Chapter functions and activities, either directly or indirectly. The President shall notify the primary chapter of any member of the final result of any such case against him.

8 SABLES

8.1 The Sables division of SCI has a separate membership governed by the Sables Cannons, but officers, directors, members of the Governing Board and Representatives of Sables must be regular members of SCI and on nomination must complete SCI standard questionnaires regarding conflicts of interest and wildlife offence convictions.

8.2 The Sables Cannons shall be complementary to and in consonance with these bylaws. The purpose of the Sables is to further the understanding of outdoor heritage, including the positive role of hunting, through the creation and support of wildlife and conservation educational programs that are consistent with the educational missions and purposes of SCI and SCI Foundation. Funds raised by Sables, net of associated expenses, shall be expended on these purposes.

8.3 Members of Sables shall be treated as SCI members for the purposes of attending the SCI Hunters' Convention and entering animals in the SCI Record Book.

9 STANDING AND SPECIAL COMMITTEES

9.1 Committees are advisory to the Board and the Executive Committee. The President or the Board shall assign responsibility in respect of particular areas of SCI activity to standing or special committees.

9.2 The standing committees of SCI are as follows:

a) Audit;
b) Awards and Recognition;
c) Bylaws;
d) Canada;
e) CITES;
f) Communications;
g) Convention;
h) Ethics and Code of Conduct;
i) Europe Committee
j) Finance and Investment;
k) Governmental Affairs;
l) International Affairs and Development;
m) Membership and Chapter Development; and
n) Record Book and World Hunting Awards.

9.3 The President, Executive Committee or Board may establish special or ad hoc committees as required. A special committee shall lapse at the filing of its final report, or if later, the end of the Fiscal Year in which it was established unless extended by the Executive Committee or the Board. If extended, the mandate may be modified and a new chairman appointed.

9.4 No committee shall exercise the powers reserved to the Board and set out in Article 5.1a through 5.1j, or a power delegated to another committee, unless otherwise directed by the Board or these Bylaws. A committee may assign a member to represent it on a second committee provided the chairman of the second committee consents. A committee may exercise corporate authority only if all of its members are Board members and the Board has resolved to delegate authority to it.

9.5 Each committee shall develop policies and procedures to govern its work, which must be approved by the Executive Committee and published in the SCI Policies and Procedures. Standing committees, including the Sables, shall report to the Board at a regular Board meeting at least once a year, and shall provide a written report to the Secretary. Special committees shall report at such time as the President, the Executive Committee or the Board shall direct.

9.6 Chairmen of committees shall be selected by the Executive Committee as follows:

a. The President may nominate chairs for all or some of the committees;
b. The remaining Executive Committee members may nominate others;

c. If there is more than one nominee for a committee and no nominee achieves a majority, the nominee with the fewest votes shall drop out in each round of voting until a nominee achieves a majority;
d. When there is no more than one nominee for each committee, the Executive Committee votes to approve those nominees ; and
e. If there is no nominee for a committee, or no nominee is approved, the current chair shall remain in office until a successor is selected.

9.7 A chairman's term shall begin at the end of the meeting at which he is appointed and he shall serve at the pleasure of the Executive Committee or until the next chairman's term starts. A chairman of a committee shall appoint a vice-chair and members who shall serve at the pleasure of the chairman or until a successor takes office. Chairmen and all other committee members are eligible for reappointment.

9.8 The quorum for committee meetings shall be a majority of its members.

9.9 Each committee shall have professional support as is reasonable and appropriate, under the direction of the Chief Executive Officer.

9.10 Special Provisions for Certain Standing Committees

9.10.1 Ethics and Code of Conduct Committee

a. The Ethics and Code of Conduct Committee shall have seven members appointed by the Executive Committee who shall serve three-year terms. A three-year term may be extended if no new appointment has been made, and may be reduced by up to 30 days to allow a new member to take office. The terms shall be staggered so that every third year three members are appointed and in other years two members are appointed. The committee shall elect one of its members as chairman each Fiscal Year and may remove a member for cause at any time. In the event of a vacancy the new member shall serve until the end of the vacated term.
b. The Policies and Procedures of the committee shall include written rules of procedure governing the handling of cases, including confidentiality requirements. The committee may initiate complaints at its discretion based on any information that comes to the committee's attention that indicates there may be a violation within Article 2.4. The Chief Executive Officer shall provide a professionally qualified person to provide support and advice to the committee. That person shall perform an initial review of all complaints to confirm that it is appropriate for the committee to consider the matter and that the committee's policies and procedures are followed and shall report his findings to the committee for a determination.
c. When recommended by the committee and approved by the Executive Committee, a member who has been sanctioned for a reason set out in Article 2.4 or found in violation of a governmental hunting law or regulation in any province state or country that is punishable by a sentence of imprisonment or a fine of $10,000 or more shall not be given any award that is selected and granted by an award committee or sub-committee (which does not include the SCI Trophy Awards and World Hunting Awards).

9.10.2 Audit Committee

a. The audit committee shall consist of five members, one appointed by the President who shall serve as the chairman, one chosen by the Executive Committee, who shall serve terms of one year, and three members elected by the Board for staggered terms of three years, one such member being elected each year at the first Board meeting following the annual convention. The committee shall meet a minimum of four times annually, in person or by other means that allow all parties to interact.
b. The detailed responsibilities and authority of the committee are set out in the Appendix, which is an integral part of these bylaws. The audit committee shall be independent of the Board, the Executive Committee and any other committee. A member of the committee may serve on the Board or on another committee, but not the Executive Committee. Committee members may not hold any external position, in business or otherwise, which could affect their independence. They may obtain reimbursement for reasonable expenses incurred on behalf of SCI.
c. The Committee may request reports from the Chief Executive Officer, President, or Chief Financial Officer, and may retain experts to advise or assist it, including outside counsel, accountants, financial analysts or others at SCI's cost, with their remuneration fixed by the committee.

9.10.3 Finance and Investment Committee

a. The Finance and Investment Committee comprises the President, President-Elect, the Treasurer, the Chairman of the Board of Advisors of the SCI Foundation 100 Hunter Legacy Fund, three other SCI members with finance or accounting training or experience, the Chief Executive Officer and Chief Financial Officer. The Chief Executive Officer and the Chief Financial Officer have no vote. Members of the Audit Committee may not serve on this committee.
b. The committee shall be responsible for the following:
(1) The financial integrity of SCI;
(2) Co-ordination of the annual budget process;
(3) Depositing SCI corporate funds in appropriate financial institutions, consulting and co-ordinating with the Treasurer and Chief Financial Officer;
(4) Formulating an approach to cash management which is firm, decisive, discreet and conservative, taking into account all relevant considerations;
(5) Formulating and reviewing corporate investment policy to provide for a balance of quality, marketability and diversity of investments to ensure the preservation of principal, a minimum Reserve and adequate cash flow, and making recommendations and reporting to the Executive Committee and the Board.

9.10.4 SCI Canada Committee

a. The committee shall consist of the chairman, who shall be a Canadian citizen, the current SCI President, one Board member, each Canadian chapter president and the Chair of the SCI Canada Foundation. The President shall appoint the chairman and the Board member. The chairman is eligible for reappointment.

b. The committee shall hold one annual meeting in Canada, and other meetings in Canada or elsewhere at the discretion of the chairman. A committee member may participate in a meeting by remote means such as conference telephone or videoconference hookup where all participating committee members can simultaneously hear each other during the meeting.

c. The Canada Committee shall:

(1) Establish and maintain an office in Canada to be known as "SCI Canada" and have jurisdiction over all issues arising in relation to it, overseeing and managing all aspects of its operation. The Chief Executive Officer shall on the selection recommendation of the committee recruit a Canada Operations Manager, who shall take leadership and guidance from the committee. He shall serve as staff liaison to the committee, and shall be an ex officio member without a vote.
(2) Guide and direct the SCI Canada Foundation ("SCIF Canada") to the extent allowed by Canadian law. SCIF Canada may have a panel of scientific advisers, being Canadians specializing in wildlife biology, management and related disciplines, appointed on such terms as the Board of SCIF Canada may decide.

d. The Board of directors of SCIF Canada shall comprise nine persons as follows: a chairman, who shall be a Canadian citizen serving on the committee, the current President of SCI Foundation, two SCI Foundation nominees, three Canadian members of SCI, and one chapter president or past chapter president from each of Eastern and Western Canada. The chairman shall be nominated by the chair of the committee, the SCI Foundation nominees shall be nominated by the SCI Foundation President and ratified by the Board of SCI Foundation, the Canadian members shall be appointed by the committee, and the chapter presidents or past chapter presidents shall be elected by all Canadian chapter presidents.

e. The committee may establish, oversee and manage any subsidiary bodies and establish such policies, procedures and practices as are necessary for its operations, and shall be responsible for co-ordination and consistency between SCI Canada, SCI and SCI Foundation.

9.10.5 Europe Committee

a. The committee shall consist of the following members: the chairman, who shall be a citizen of a European country and a member of a European chapter in good standing; the European Regional Representatives; the current SCI President and President-Elect; the SCI Chief Executive Officer; one additional member of the SCI Executive Committee, as appointed by the SCI President; International Directors who are citizens of a European country; Presidents of European chapters in good standing; and the chair or co-chairs of the International Affairs and Development Committee.

b. The committee or the Executive Committee of SCI may invite other persons who are SCI members to join the committee or to attend committee meetings in an observer, advisory, or honorary capacity, but they will not have a vote.

c. A committee member qualifying for membership on more than one ground shall have one vote only.

d. The mission and purpose of the committee is to: ensure that SCI activities in Europe fulfill the mission statement of SCI; advise the Executive Committee on all matters of concern to the committee; propose and finance conservation, education and humanitarian projects; and increase the membership and influence of SCI in Europe.

e. The committee shall oversee and manage the Spanish association set up to carry out its activities, Comité Europeo del Safari Club Internacional, registered with number 627728 with the Spanish Ministry of the Interior ("the Association"), and shall be responsible for coordination and consistency between the Association, the committee and other committees of SCI, and the SCI Foundation to the extent possible under applicable laws and as permitted by these Bylaws.

f. The chair of the committee shall be the President of the Association subject to confirmation for each year by the Executive Committee.

g. The chair of the committee, acting as President of the Association, may appoint officers of the Association for terms of up to four years. An officer's term shall lapse if not confirmed annually by the Executive Committee of SCI, or if the individual no longer qualifies under Article 9.10.5.a.

h. The SCI Chief Executive Officer shall on the selection recommendation of the chair of the Europe Committee make provision for one professional support operative located in Europe. The chair shall direct the activities of the operative in coordination with the head of the Chapter Service Specialist Team, to whom the operative shall report. Those activities may not include support to persons who are not members of SCI.

10 CHIEF EXECUTIVE OFFICER AND STAFF

10.1. The Chief Executive Officer shall provide overall managerial direction and leadership to the staff of SCI and shall be responsible for the day-to-day administrative operations of SCI. The President, the Board, the Executive Committee, but not other individual Board or Executive Committee members, may assign duties to him. He is a non-voting member of the Board and the Executive Committee, and may attend executive sessions of meetings only when a resolution is passed to that effect. He is accountable to and shall report to the President, the Executive Committee and the Board. The Chief Executive Officer is employed by the Board in its sole discretion, and the Board shall decide his compensation. He shall have a written contract of employment which shall include all relevant terms and conditions, and which

shall be approved by the Executive Committee and ratified by the Board at the first Board meeting after it is executed.

10.2. All staff of SCI report to the Chief Executive Officer, and he shall be responsible for all employment issues including engagement, management and dismissal of staff. No other person is authorized to engage, manage or dismiss staff, except as the Chief Executive Officer may delegate in writing if he is incapacitated. Any member of SCI wishing to raise a matter relating to a staff member shall provide details to the President, who shall refer the matter to the Chief Executive Officer, and any member of staff wishing to raise a matter relating to any SCI member shall provide details to the Chief Executive Officer, who shall refer the matter to the President.

11 ELECTIONS

11.1 Elections of Officers and other elected Board members shall take place annually at the first regular Board meeting following the SCI convention. Elections shall be conducted by the Election Commission, assisted by other persons as necessary. The Election Commission shall be comprised of a Regional Representative, elected by the Regional Representatives, a chapter president, elected by the Chapter Presidents, and a member of the Executive Committee, elected by the Executive Committee. The Election Commission members shall be elected during the week of the summer Board meeting, and they shall elect a chair as soon as possible. The President shall not participate in any discussions of the Election Commission regarding any candidate.

11.2 A member of SCI other than the President in his final term may stand for election or re-election as an Officer or other elected Board member provided he satisfies the following requirements:

a. He is at least 25 years old;
b. He has been an SCI member for at least three years;
c. He is a Member in Good Standing;
d. The following documents have been filed with the Secretary 60 days before the election, or such later date as the Election Commissioners may decide in accordance with SCI's policies and procedures:

    (1) A written petition, signed by a minimum number of Board members as follows:

        President: 50;
        President-Elect, Treasurer and Secretary: 30;
        Vice-President: 25;
        Director-at-Large: 10; and
        International Director: 5.

    The petition may be comprised of a single document or multiple documents provided each document clearly refers to the candidate. Each signature must be accompanied by the name and Board position of the signatory in type or printed.

(2) Detailed statements not exceeding 600 words for publication on the SCI website. Statements may include the type and length of SCI membership; SCI, SCI Foundation and SCI chapter activities including positions and dates; and any other relevant information.

(3) The Declaration of Ethical Standards, Duties of Loyalty and Conflicts of Interest, and the SCI/SCI Foundation Policy Regarding Staff and Volunteers, and a completed SCI questionnaire regarding conflicts of interest and wildlife offense convictions;

e. For candidates for each of the following positions, these additional requirements must be satisfied:

(1) For Regional Representative, he shall have been a member in good standing for at least three years, and except for regions in Asia, he shall be a resident of a nation in the region;
(2) For Director-at-Large, he shall have been a member in good standing for three years, and
(i) a chapter president for at least one year or chapter Board member for at least three years, or
(ii) Chair or Co-Chair of a standing committee of the SCI Board for at least two years, or
(iii) shall have been a Director-at-Large on January 23, 2025;
if the candidate served as chapter president or on a chapter board, that chapter must be in good standing at the time that the candidate files his documentation for election for the first time as a Director-at-Large.
(3) For Vice-President, he is a life member of SCI and shall have been a Board member for at least two years;
(4) For Secretary or Treasurer, he is a life member of SCI, shall have served as a Board member for at least two years, and shall have either completed at least two years of Executive Committee service or is a current Executive Committee member who has completed at least one previous year of Executive Committee service; and
(5) For President-Elect or Deputy President-Elect, he is a life member of SCI, shall have been a Board member for at least two years prior to Executive Committee service, and shall have either previously completed at least three years of Executive Committee service or is a current Executive Committee member who has completed at least two previous years of Executive Committee service;

f. For the purposes of e(4) and e(5), above, a year of Executive Committee service means the year between annual elections for service prior to July 1, 2013, and Fiscal Years thereafter, and the required number of years may be served concurrently or otherwise.

11.3 SCI's policies and procedures may supplement this section.

11.4 The Election Commission shall make available to candidates forms or other aids to assist them in demonstrating the requirements of Article 11.2. The Election Commission shall review the submissions

immediately following the closing date for submissions and notify candidates of any failure to meet the requirements of Article 11.2. A candidate shall have seven days from notification to cure the defect. The Election Commission shall publish in the Official Journal at least 30 days before the election a list of candidates and the statements provided under Article 11.2 (d)(2), certifying they have met the requirements of Article 11.2. It shall publish those statements and the additional material provided on the SCI website without editing.

11.5 The following election procedures shall apply:

a. Elections of Officers shall take place in the following order: President-Elect, Secretary, Treasurer, each on a separate ballot, and three Vice-Presidents on a single ballot;
b. Ballots shall allow for a "yes" or "no" vote;
c. If a candidate for an Officer position running unopposed fails to get a majority of votes cast, the position shall be considered vacant and may be filled in accordance with Article 5.3;
d. If there are three or more candidates for an Officer position and no candidate gets a majority of votes cast, the two candidates getting the most votes will remain on the ballot and there shall be a second vote;
e. For all other elected Board positions, the candidates getting the most votes shall win; and
f. If a candidate is unsuccessful, he may be nominated from the floor for election to any other position for which the requirements of Article 11.2 are satisfied.

11.6. The President and President-Elect shall serve one-year terms, unless the President runs successfully for a second one-year term immediately following his current term.

11.7 An Officer or elected Board member shall take office on the first day of the Fiscal Year following that year in which he is elected, except as follows. The President-Elect shall become President at the end of the President's final term, or earlier, if the President is unable or unwilling to continue. The Deputy President-Elect shall become the President-Elect when the President-Elect becomes President.

11.8 An Officer or elected Board member, except for the Secretary, Treasurer, Vice-Presidents, Directors-at-Large and Regional Representatives, shall serve a one year term. The Secretary, Treasurer, and the Vice Presidents shall each serve two year terms, unless during his term he stands for election as President, President-Elect, Deputy President-Elect, Secretary or Treasurer, in which case his term will end on the first day of the Fiscal Year following that election whether or not he is elected, unless he has been nominated from the floor pursuant to 11.5(f) and has been re-elected. If a Secretary or Treasurer leaves office in these circumstances and is not re-elected a successor may be appointed under 5.3, and if a Vice-President leaves office in these circumstances and is not re-elected his successor shall be the unsuccessful candidate for vice president that received the highest number of votes.

11.9 Directors-at-Large and International Directors shall serve two-year terms.

11.10 The terms of the Secretary, the Treasurer, the Vice Presidents, the International Directors and the Directors-at-Large shall be staggered. In the first election following the approval of the amendment

adding International Directors to this provision, the four candidates receiving the highest number of votes will serve two-year terms and the four candidates receiving the next highest votes will serve one-year terms. Thereafter, four candidates will be elected each year to serve two-year terms.

11.11 A Regional Representative shall serve a two-year term unless a shorter term is proposed by the Membership and Chapter Development Committee. The terms of Regional Representatives shall be staggered with the Representatives for even-numbered Regions being elected in one year and the Representatives for odd-numbered Regions being elected in the next year. The election procedures shall be adjusted as necessary to establish the staggering.

12 CONDUCT

12.1 All Board members owe a duty of loyalty, duty of care and a duty of good faith and fair dealing to SCI. Every new Board member shall upon taking office take an oath of office prescribed by the Board, which shall remain in effect so long as he is a Board member.

12.2 The Board shall adopt a conflicts-of-interest policy to protect SCI in respect of transactions or arrangements that might benefit the private interests of Board members, SCI staff and other interested persons. Any Board member who has a potential conflict of interest in a transaction or arrangement to be considered at a Board or the Executive Committee meeting shall nonetheless be counted for the purposes of the quorum.

12.3 No Officer or Director of SCI may hold any similar national or international office with any other national or international hunting or conservation organization with similar purposes and objectives without approval of the Executive Committee. Board members have an ongoing obligation to report appointments to the Executive Committee.

12.4 No Board or Committee member shall use his position to benefit his business interests directly or indirectly. Subject to this, he may respond to inquiries from SCI members regarding his business, but shall not use SCI letterhead.

12.5 All real and personal property of SCI is to be used only to further the exempt interests, activities and mission of SCI and no SCI member or staff shall receive any of SCI's net earnings, except as authorized by the Board for transactions consistent with these bylaws, the conflicts-of-interest policy and any other conditions or limitations adopted by the Board. No elected Board member shall receive compensation in respect of his position but expenses authorized by the Board shall be reimbursed. An elected Board member may receive compensation from SCI in another capacity provided it is fully disclosed and in accordance with the conflicts-of-interest policy.

12.6 All Board and Committee members must maintain confidentiality in relation to information that should, in the interests of SCI, remain confidential. This shall include matters discussed in executive session of any meeting, member lists, mailing lists, financial matters, chapter matters, intellectual property, and advocacy and fundraising plans and sensitive matters. All Board and Committee members and staff shall execute any confidentiality agreement requested by SCI.

12.7 A Board member may be suspended or removed from office for cause and the office declared vacant by a two-thirds majority vote of the Board. In the event of suspension or removal, the Ethics and Code of Conduct Committee shall consider whether further sanctions are appropriate in respect of the Board member's SCI membership. "Cause" for this purpose shall include violation of the duty of loyalty, duty of care, or duty of good faith and fair dealing to SCI, gross negligence or wilful misconduct in acting or failing to act as an Officer or Board member, and violation of the conflict of interest policy or financial dishonesty with respect to dealings with SCI or SCI Foundation.

13 LIABILITY

Provided it is permitted by law, in the absence of gross negligence or wilful misconduct, SCI shall not take legal action for monetary damages against an Officer or other Board member or Committee member for breach of fiduciary duty, and shall indemnify and hold harmless any serving or past Officer, Board member or Committee member against whom legal action is threatened or taken in that capacity, to the fullest extent permitted by law. This indemnity is not exclusive of any other rights. SCI may, subject to Board approval, purchase and maintain insurance or indemnities on behalf of SCI and on behalf of the Officers, Board members, Committee members, staff and agents in respect of legal action threatened or taken against them in any capacity. No Officer, Board member or Committee member shall be liable for any liability or obligation of SCI solely by reason of serving as such. Any amendment or repeal of this Article shall not adversely affect any right or protection existing prior to that amendment or repeal.

14 AMENDMENT OF ARTICLES, BYLAWS, POLICIES AND PROCEDURES

14.1 The Board may amend the articles of incorporation and bylaws of SCI by a two-thirds majority and the policies and procedures of SCI by a simple majority. Any Board member or Committee may initiate an amendment by submitting to the Bylaws Committee a signed written document setting forth the amendment and reasons for the amendment. Within 60 days of receipt the Bylaws Committee shall in a meeting or by email review the proposal and may revise it only to the extent necessary to correct it as to form, grammar, language and compatibility with the articles of incorporation, bylaws, purposes, objectives, practices and procedures of SCI. The Bylaws Committee may also initiate an amendment. The Bylaws Committee shall submit the proposed amendment, together with any original amendment, to the Executive Committee with a recommendation within 60 days of the meeting. The Executive Committee shall consider the amendment within 45 days of receipt, and if approved, shall put it to the Board at the next regular meeting or a special meeting of the Board. If it is not approved, it shall be returned to the Bylaws Committee, which shall either revise it and resubmit it to the EC, or return it to the proposer.

14.2 Submission to the Bylaws Committee and approval of the Executive Committee is not required if the proposed amendment is submitted to the Secretary in a written document signed by at least 25 Board members.

14.3 Notice of any proposed amendment must be given to each Board member or published in the Official Journal not less than 20 days and not more than 90 days before the meeting at which it is considered, together with the name of the proposer and the reason for the proposed amendment. Copies of the proposed amendment may be obtained from the Secretary. Notice is not required in respect of germane amendments to the proposed amendment made from the floor at the Board meeting.

14.4 The SCI policies and procedures, but not the articles of incorporation or bylaws, may be established or amended by the Executive Committee by a three-fourths majority, subject to amendment or nullification by the Board. A proposed amendment to the SCI policies and procedures to be made by the Executive Committee shall be notified to the members of the Executive Committee at least 20 but not more than 60 days before the meeting at which it will be considered.

14.5 Any amendment to the articles of incorporation or bylaws or SCI policies and procedures shall be published in the Official Journal within 60 days of adoption by the Board.

15 GENERAL AND MISCELLANEOUS

15.1 Votes of the Board, the EC, Committees and any other meetings shall pass by a simple majority of those present and voting, unless otherwise specified in these bylaws or required by law or the latest edition of Robert's Rules of Order, Newly Revised.

15.2 Once a quorum has been established or presumed in any meeting, it shall be considered to continue to exist until adjournment even if the number of Board members participating and entitled to vote falls below the number specified for a quorum.

15.3 The rules in the latest edition of "Robert's Rules of Order Newly Revised" shall apply to all meetings unless they conflict with the Bylaws or the SCI Policies and Procedures, in which case the Bylaws and the SCI Policies and Procedures shall prevail. The President may appoint an official parliamentarian of SCI who shall be a member and shall serve at the pleasure of the President.

15.4 Any meeting of the Board, the Executive Committee or any committee may be held in executive session, where it shall be open only to the members of that body and staff or visitors invited to attend. Executive sessions may be declared by the chairman or upon motion of the body. Matters relating to personnel, before the Ethics or Code of Conduct Committee or relating to litigation or obtaining legal advice shall normally be discussed in executive session. All persons attending an executive session shall keep all matters discussed strictly confidential. Minutes shall be kept of issues raised and decisions taken, but not the discussion, during executive sessions and shall be kept confidential, except from members of the body who met in executive session and the Board, and as otherwise required by law. The Chief Executive Officer may see minutes of the part of a meeting attended by him. If the Chief Executive Officer or a member of staff attends the executive session, the minutes should state their name or position. The minutes shall record that the chairman was charged with notifying persons needed to carry out an action taken in the session, and a note made subsequently that he did so.

15.5 A notice or other communication required under these bylaws may be sent by fax, electronic mail or by telephone provided the person to be notified by the call is spoken to in person. If sent by fax or electronic mail it shall be deemed received on the day it is sent, or if delivered by telephone, on the day on which the conversation takes place. If sent by mail it shall be deemed received five days after the postmark date. A notice sent to the contact information in the official SCI files shall be deemed to be valid.

15.6 The name of the organization is Safari Club International and may be designated "SCI" where appropriate. The official corporate seal bears the inscription "SAFARI CLUB INTERNATIONAL", shows Arizona as the state of incorporation, and 1999 as the date of incorporation. SCI is a non-profit corporation exempt from income tax as an organization described in §501(c)(4) of the Internal Revenue Code of the United States. The known place of business of SCI shall be in San Antonio, Texas, at 654 Richland Hills Drive, Suite #160, San Antonio, Texas, USA 78245. The headquarters of SCI shall be located in Washington, District of Columbia. SCI may have offices in such other locations as the Board may appoint.

15.7 The official emblem consists of two world globes, one of North and South America on the left, and the other of Europe, Asia and Africa on the right, upon which is superimposed a Kenya Masai warrior shield, behind which are two long war/hunting spears, and on top of which is superimposed a black-maned lion. The words "Conservation of Wildlife" encircle the globe of the Americas and the words "Protection of the Hunter" encircle the globe of Europe, Asia, and Africa. On top of the emblem, the word "International" is centred above the shield and spears and, at the bottom, the word "Board' is centred below the shield and spears. The official emblem to be used by the Chapters of SCI shall be the same black-maned lion, Masai warrior shield and long war/hunting spears, without the globes of the world on either side and without any wording. The Board may modify these emblems or adopt new ones. A chapter wishing to use any other emblem must submit it to the Executive Committee which shall consider it at its next meeting. If the Executive Committee considers it embodies the spirit of the purposes of SCI it shall submit it to the Board for approval at the next regular Board meeting. If not, the Executive Committee shall return it to the chapter with an explanation as to why it was not approved. The Board may ratify the use of an emblem used by a chapter if it was in use prior to the adoption of this provision.

15.8 SCI's Intellectual Property may not be used by any person unless authorized in writing by the Executive Committee or the Board, except that the Chief Executive Officer may authorize non-exclusive uses, and chapters may use it in accordance with a policy approved by the Executive Committee or the Board. Where it is used for marketing or other purposes having financial implications, terms and conditions shall be contained in a binding licensing agreement. SCI shall protect the use of its Intellectual Property, and where appropriate, shall take actions reasonably necessary to restrict its use to authorized purposes.

15.9 No one may spend any SCI funds or legally bind SCI unless authorized to do so by these bylaws or specific authorization of the Board. The Board may authorize any Officer or agent of SCI to execute and

deliver any binding contract or other legal instrument or note in the name of SCI, and the Board may delegate any representational authority it considers necessary, whether general or limited to specific instances.

15.10 The Treasurer and Chief Financial Officer shall be adequately bonded for the faithful performance of their fiduciary duties in an amount sufficient fully to protect both SCI and its members. It shall be a particular duty of the Treasurer and Chief Financial Officer to ensure that operational procedures of SCI are appropriate to maintain the Tax-exempt Status of SCI under §501(c)(4) of the Internal Revenue Code.

15.11 Upon liquidation, discontinuance, dissolution, or abandonment of SCI, its property and assets shall be transferred or conveyed by the Board by way of gift to one or more domestic or foreign corporations, or foundations, associations, societies or organizations that are exempt from both federal and state income taxes and property taxation under §501(c)(3) or (c)(4) of the Internal Revenue Code, and are engaged in activities substantially similar to those of SCI. The transfer or conveyance shall be accomplished in accordance with the laws of the State of Arizona. Any other transfer or sale of the properties or assets of SCI to any other person shall be made for good and valuable consideration at fair market value, upon competitive bid, and only upon approval of the Board.

16 INTERPRETATION OF BYLAWS

16.1 In these bylaws:

> "CITES" means the Convention on International Trade in Endangered Species of Wild Fauna and Flora.
>
> "Fiscal Year" means 1 July to 30 June.
>
> "Intellectual Property" means the corporate seal, emblem, name, logo, trademark, member lists, donor lists, mailing lists or other intellectual property to which SCI or SCI Foundation has the rights.
>
> "Internal Revenue Code" means the Internal Revenue Code of the United States, as revised.
>
> "Member In Good Standing" means a member of SCI who has paid all amounts due to SCI within 60 days of invoicing, or such other period as the SCI policies and procedures may allow, continues to satisfy the membership requirements of 2.1 and any chapter of which he is a member, is not in breach of these bylaws or the policies of SCI, or the equivalent rules of any chapter, and who exercises wildlife conservation principles.
>
> "Official Journal" means the "Official Journal" section of any periodical for SCI members which is published in writing or electronically, and which shall be maintained to provide information to SCI members.
>
> "Person" means an entity or an individual.

"Reserve" means the daily balance of the SCI Investment Account;

"Tax-exempt Status" and "Exempt" means exempt under §501(c)(4) of the Internal Revenue Code.

16.2 Masculine and singular terms shall be read as including feminine and plural, the word "including" shall be considered to be without limitation and titles of sections are for identification only.

16.3 In the event of a conflict of laws or a difference in the interpretation of terms, the meaning of these bylaws shall be determined according to the laws and legal interpretation of the State of Arizona.

16.4 Any Officer or other Board or committee member wanting a determination of the meaning of a provision of these bylaws shall submit a request for determination to the Bylaws Committee. The written interpretation of the Bylaws Committee shall be consistent with the intent of the Board and applicable law, and shall be sent to the President and kept in SCI's records. The Board has ultimate authority to interpret these bylaws, provided that such interpretation is consistent with Arizona law.

APPENDIX – RESPONSIBILITY AND AUTHORITY OF THE AUDIT COMMITTEE

1.To select an independent firm of Certified Public Accountants ("the Audit Firm") to make an annual audit of the affairs of SCI and to perform non-audit services as required, and to fix the compensation of the Audit Firm within the budget approved by the Board. The committee shall have sole discretion regarding the selection, and shall also have sole authority to dismiss the firm. The committee shall review the Audit Firm's scope and audit plan prior to the commencement of the audit, discuss with the Audit Firm any relationships that may affect the firm's independence and act to assure the independence of the Audit Firm's activities and judgments.

2. To oversee all activities of the Audit Firm, including confirming the provision of any non-audit services is compatible with the Audit Firm's independence, and to approve engagements for services prior to commencement. The Audit Firm's activities shall include provision to the Committee of timely reports of all critical accounting policies and practices, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, effects of using such alternatives, and the treatment preferred by the Audit Firm, and other material written communications between the Audit Firm and Management.

3. To review the Audit Firm's reports on the adequacy of SCI's internal controls, including computerized information system controls and security, and SCI's compliance with applicable laws and regulations.

4. To obtain and review each year a report by the Audit Firm describing the Audit Firm's own internal quality control procedures, any material issues raised by the Audit Firm's most recent quality control review or investigation within the preceding five years and steps taken to resolve those issues, and all relationships between the Audit Firm and SCI.

5. To maintain an understanding of the complexities, structure, and internal controls of SCI, including the reporting of variances from those controls.

6. To oversee the integrity of SCI's financial statements.

7. To maintain awareness of legal and regulatory matters that may have a material impact on SCI's financial reporting and request the Audit Firm's advice on such matters.

8. To discuss significant risk exposures periodically with the Audit Firm, Management, the Executive Committee, the SCI Foundation Board and the Finance and Investment Committee and review the steps and programs that Management, the Executive Committee and the Finance and Investment Committee have taken to identify, monitor, control and report significant risk exposures.

9. To review and recommend approval of the financial information and documents containing SCI's annual financial statements that will be filed or that will be provided to the Board and other Officials and interested parties. This review shall include discussions, as appropriate, with the Audit Firm and, as required, Management regarding:

(a) an evaluation of the processes for assessment of material misstatements, identification of the notable risk areas, and their response to those risks,

(b) SCI's audited annual financial statements and related footnotes,

(c) any additions or changes in auditing or accounting principles suggested by the Audit Firm or Management,

(d) the internal control, compliance and management letters provided by the Audit Firm and SCI's response thereto,

(e) the qualitative judgment of the Audit Firm about the appropriateness, not just acceptability, of accounting principles, use of estimates, basis for determining the amounts of estimates, and financial disclosures,

(f) any significant difficulties or disputes that the Audit Firm encountered with Management during the course of the audit,

(g) any material financial arrangement of SCI that does not appear on the financial statements of SCI, and their related risks,

(h) the effect of regulatory and accounting initiatives as well as accounting principles and their alternatives that have a significant effect on SCI's financial statements,

(i) any transactions or courses of dealing with parties related to SCI that are significant in size or involve items or other aspects that differ from those that would likely be negotiated with independent parties, or that are relevant to understanding of SCI's financial statements,

(j) any other matters related to the annual audit, including those matters that are required to be communicated to the Committee under applicable law or regulation, generally accepted auditing standards and government audit standards.

10. To recommend to the Board whether the audited financial statements should be released,

11. To review the recommended minimum Reserve and to recommend approval or other action to the Board.

12. To oversee annual compliance audit requirements, if applicable.

13. To review and discuss with Management the policies and guidelines for risk assessment and management.

14. To carry out such other functions as are or may be required by law, by the bylaws, or by the Board.

15. To conduct or authorize investigations into any matters within its scope of responsibilities.

16. To review any transactions with related parties for conflicts and other issues, and the procedures used to identify related parties.

17. To review with Management SCI's policies to encourage the reporting of potential illegalities and questionable accounting, compliance or auditing matters,

18. To consider any emerging issues that the committee should become involved with in the future.

19. To report through its Chairman to the Board regularly, following its meetings, regarding the adequacy of the committee's mandate as established in these Bylaws, the findings of the committee on, among other things, the quality of SCI's financial statements, compliance with legal or regulatory requirements, performance and independence of the Audit Firm, the budget of the committee, and other matters relevant to the committee's functions and responsibilities.

20. In this Appendix Management shall mean the President, the Treasurer, Chief Financial Officer and Chief Executive Officer of SCI and comparable Officers of SCI Foundation as appropriate.