**BY-LAWS**

**OF**

**GREAT LAKES REGIONAL SPORTING CLUB**

**DBA**

**DSC GREAT LAKES REGIONAL CHAPTER**

**ARTICLE I**

**OFFICES**

**Section 1.1 Principal Office.** The headquarters of the DSC Great Lakes Regional Sporting Club (the “Club” and/or “Chapter”) shall be located either within or without the State of Michigan as the Board of Directors may determine. The Board of Directors shall file the appropriate legal documents so as to enable the Club to do business as DSC Great Lakes Regional Chapter.

**Section 1.2 Registered Agent.** The Club shall have and continuously maintain in the State of Michigan a registered agent (the then current Club/Chapter President). The name and address of the registered agent may be changed from time to time by the Board of Directors as new members assume the role of Club/Chapter President.

**ARTICLE II**

**MEMBERS**

**Section 2.1 General.** Membership in the Club/Chapter is open to any person who is interested in the purposes of the Club as defined herein (Promote the North American Model of Wildlife conservation; educate youth and the general public about the role that hunting plays in wildlife management; and, to engage in programs and projects designed to encourage and protect the right hunt) and who completes the membership application process determined by the then current Club/Chapter Board of Directors.~~.~~ Additionally, the Club/Chapter Board of Directors shall have the sole, unilateral and final decision-making authority, with or without any specific reason, to determine admission of any applicant to the Club/Chapter. Any person desiring to be a member of the Club/Chapter shall also be encouraged, but not required, to become a member of the Dallas Safari Club. The Club/Chapter Board of Directors shall determine specific membership classes that may be applicable from time to time.

**Section 2.2 Dues.** The amount of said dues and the date said dues are payable will be determined exclusively by the Club/Chapter Board of Directors.

**Section 2.3 Termination of Membership.** . Membership shall be terminated for failure to pay dues to the Club/Chapter as determined by the Board of Directors; Additionally, the /Chapter Board of Directors shall establish a standing Ethical Standards Committee comprised of three members of the Club/Chapter. A member of the then current Club/Chapter Board of Directors shall be appointed as Chair of said committee whose sole responsibility shall be to review alleged violations of the standards listed herein and/or attached as an exhibit to these by-laws that are alleged to have occurred not more than two years prior to the allegations being filed with the committee actions of a member that are in conflict with the primary purposes of the Club/Chapter or Dallas Safari Club; actions of a member that result in conviction of state, federal or international wildlife regulation – in any jurisdiction; or, actions of a member that violate the Ethical Standards attached to these by-laws or reflect negatively on the Club/Chapter, Dallas Safari Club and/or members of either organization. The Ethical Standards Committee shall, after completing a detailed review of any and all allegations, submit a written report to the full Club/Chapter Board of Directors along with a recommendation to dismiss the alleged violation without further action by the Board of Directors and/or to recommend disciplinary action up to and including termination of membership to the Club/Chapter Board of Directors. A member shall be informed of the person(s) making allegations against them and shall have the right to present information on their own behalf (legal representation shall not be permitted). Upon termination of membership for any reason, all remaining paid dues shall be forfeited.

**Section 2.4 Annual Meetings.** An annual meeting of the members shall be held for the purpose of electing directors and for the transaction of any and all such other business which may be brought before the membership by the Board of Directors or itemssubmitted to the Club/Chapter President by an individual member a minimum of forty-eight (48) hours in advance of ~~to~~ the scheduled meeting. The annual meeting will be held in the State of Michigan at a date and location as determined by the Board of Directors, but in no event later than June 30, of each calendar year. Written or printed notice of the annual meeting stating the place, day, and hour of the meeting shall be posted, not less than ten nor more than fifty days before the date of the meeting. Notice of the annual meeting shall be posted on the Club/Chapter website and also may be, but not required, to be delivered by mail, fax, email, or included in a copy of the Club's/Chapter’s newsletter or magazine if such newsletter or magazine mailed to members not less than ten nor more than fifty days before the date of the meeting.

**Section 2.5 Special Meetings.** A special meeting of the members shall be held at such place in the State of Michigan as may be designated in the notice of the meeting. Special meetings of the members may be called by the President or a majority of the members of the Board of Directors or by petition of ten percent or more of the members entitled to vote at a meeting of members. Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered to members not less than ten nor more than fifty days before the date of the meeting. Notice of a special meeting of the membership shall be posted on the Club’s/Chapter’s website and may be, but required to be, delivered by mail, fax, email, or included in a print publication issued by the Club’s/Chapter’s if such newsletter or magazine is mailed to members not less than ten nor more than fifty days before the date of the meeting.

**Section 2.6 Quorum of Members.** At any annual or special meeting, the number of members in good standing who are physically present or who join the meeting by telephone or other electronic means as approved by the Board of Directors shall constitute a quorum for a regular or special meeting of the general membership of the Club/Chapter.

**Section 2.7 Participation in Meetings.** All members in good standing shall have the right to attend meetings of the general membership, special meetings or annual meetings of the Club/Chapter. Each member in good standing shall be entitled to vote at a meeting of members and shall be entitled to one vote on each matter submitted to a vote at such meeting. Club/Chapter Directors ~~are to~~ shall be elected by a majority vote of the members physically present at such meeting where elections are conducted. There shall be no cumulative or proxy voting on any matter before the membership at any time.

**Section 2.8 Evidence of Membership.**  The Club/Chapter may, but is not required to, issue cards, certificates or other indicia of membership to all members.

**ARTICLE III**

**DIRECTORS**

**Section 3.1 Board of Directors.** The number of directors constituting the Board of Directors of the Club/Chapter ~~is~~ shall bethirteen (13) and shall include twelve (12) elected members and the immediately preceding Past-president of the Club/Chapter who is authorized by these by-laws to serve as a voting member of the Club/Chapter Board of Directors until such time another individual assumes the position of immediate Past-President.

**Section 3.2 Power of Directors**The Board of Directors shall manage and control of the business and affairs of the Club/Chapter. In the management and control of the property, business and affairs of the Club, the Board of Directors is hereby vested with all of the powers possessed by the Club/Chapter itself so far as this delegation of authority is not inconsistent with the laws of the State of Michigan, with the Articles of Incorporation of the Club, or with these by-laws.

**Section 3.3 Term of Office**. Directors shall be elected for a three-year term. To the extent possible, the terms of the Directors shall be arranged so approximately one-third expire each year. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. All directors may serve until their respective successors are elected and assume office.

**Section 3.4 Nomination of Directors.** Annually, the Club/Chapter President, subject to the approval of the Board of Directors, shall appoint a Nominating Committee whose function ~~it will~~ shall be to present a slate of nominees containing at least one nomination for each position on the Board of Directors to be filled by election of the members at their annual meeting. Only then current members of the Board of Directors shall serve on the nominating committee. Any ten members of the Club/Chapter, who are in good standing and eligible to vote at any meeting of members may sign a petition calling for the inclusion of one or more additional nominees on the ballot to be presented to the members at the annual meeting provided that said nominee(s) is (are) member(s) in good standing for a minimum of fourteen (14) days prior to the date of election. Such petition must be submitted to the President fourteen (14) days in advance of the annual meeting in order for it to be effective. All nominees for a position on the Club/Chapter Board of Directors are required to be a member in good standing and eligible to vote in both the Club/Chapter and Dallas Safari Club for a minimum of fourteen days prior to the date of election.

**Section 3.5 Meeting of Directors.** Regular meetings of the Board of Directors of the Club/Chapter shall be held at least four times each calendar year. The President shall provide the date, time and place ~~for the holding~~ of each regular meeting~~s~~, unless otherwise directed by the Board of Directors. ~~Written or printed~~ Notice of meetings of the Club/Chapter Board of Directors, stating the place, day, and hour of the meeting shall be mailed, faxed, or emailed to all directors not less than ten nor more than fifty days before the date of the meeting. Additionally, any meeting or occasion at which every director is present shall be a legal meeting for the transaction of business. A quorum of the Board of Directors shall be seven (7) members. Members of the Club/Chapter Board of Directors shall be recognized as present and included in the quorum count if they are present physically, by telephone or other electronic means as may be approved by a majority of the Board of Directors at their organizational meeting.

**Section 3.6 Special Meetings of Directors**. Special meetings of the Board of Directors may be held at any time or place whenever called by the President or by three or more directors with five days actual notice thereof being given to each director, or such meetings may be held at any time without formal notice provided all of the directors are present or, if not present, have waived notice thereof in writing. Such special meetings shall be held at such time and place as the notice thereof shall specify. Any meeting at which every director is present shall be a legal meeting for the transaction of business.

**Section 3.7 Quorum of Directors**. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, at every regular or special meeting, but a lesser number may adjourn any meeting from time to time and the same may be held without further notice. When a quorum is present at any meeting, a majority vote of the directors in attendance shall decide any issue brought before such meeting in the absence of an express provision to the contrary in these by-laws.

**Section 3.8 Voting**. Each director, deemed to be present and part of the quorum count, shall be entitled to one vote on each issue or motion brought before the Board of Directors.

**Section 3.9 Removal.** Any director may be removed by the vote of two-thirds of all members of the Board of Directors, at any regular or special meeting, whenever in the judgment of the Board of Directors the best interests of the Club will be served thereby. Members of the Club/Chapter Board of Directors, absent from two consecutive Board meetings, shall be removed from the Board. The then remaining term of office of an individual removed from the Board of Directors shall be filled by another Club/Chapter member appointed by a majority vote of the Board.

**Section 3.10 Informal Action by Directors**. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

**Section 3.11 Advisory Directors**. The Board of Directors may, in its sole discretion, appoint one or more Advisory Directors. An Advisory Director must be a member of the Club/Chapter but shall have no right to vote on any issue or motion brought before the Board of Directors. The term of office of any Advisory Director shall be determined by the Board of Directors but in no event shall such term exceed one year. Advisory Directors may serve consecutive terms, without limit, as appointed by the Club/Chapter Board of Directors.

**ARTICLE IV**

**EXECUTIVE COMMITTEE**

**Section 4.1 Executive Committee.** The Board of Directors may, but is not required to, in its sole discretion, appoint an Executive Committee. Members of the Executive Committee shall serve until the next annual meeting or until ~~sooner~~ such time the Executive Committee is dissolved by a vote of a majority of all members of the Board of Directors. Members of the Executive Committee must be duly elected/appointed members of the Board of Directors. The President of the Club shall be a member of and chairman of the Executive Committee. Vacancies in the Executive Committee shall be filled by majority vote of the Board of Directors.

**Section 4.2 Executive Committee to Report to Board.** All action by the Executive Committee (should one be established) shall be reported to the full Board of Directors not later than the next official meeting of the Board and such action shall be subject to revision or alteration by the Board.

**Section 4.3 Procedure.** The Executive Committee shall fix its own rules or procedures and shall conduct meetings where and as provided by such rules or by resolution of the Board.

**ARTICLE V**

**OFFICERS**

**Section 5.1 Number.** The officers of the Club shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be a current member of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors at any duly constituted meeting, regular or special, of such Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 5.2 Election and Term of Office.** The officers of the Club shall be elected annually by the Board of Directors at their first meeting after the annual meeting of members and shall hold office for a term of two years or until their respective term on the Board of Directors expires and successors are elected and assume office.

**Section 5.3 President**. The President shall be chief executive officer of the Club and preside at all meetings of the members when present, and, unless some other person is thereunto specifically authorized by vote of the Board of Directors, shall, with the Secretary or any duly authorized officer of the Club, sign and execute in the name of the Club, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated to an agent of the Club. The President shall perform all duties commonly incident to his/her office and shall perform such other duties as the Board of Directors shall from time to time designate. Additionally, the President shall serve as an ex-officious member of all standing committees (excluding the nominating committee).

**Section 5.4 Vice Presidents.** The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. In the event of a vacancy in the position of President of the Club/Chapter, the Vice President shall immediately fill that role for the duration of the preceding President’s term of office.

**Section 5.5 Secretary**. The Secretary shall keep correct minutes of all meetings of the Board of Directors and shall perform all of the duties commonly incident to this office, and shall perform such other powers as the Board of Directors shall from time to time prescribe.

**Section 5.6 Treasurer,** The Treasurer shall have the care and custody of the funds of the Club/Chapter, and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to this office. He/she shall keep accurate books of accounts of the Club's/Chapter’s transactions, which shall be the property of the Club/Chapter, and together with all its property in his/her possession, shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall hold his/her office at the pleasure of the Board of Directors and shall in every way be subject to its order. An Assistant Treasurer may be appointed by the Board of Directors to help the Treasurer perform the duties of treasurer, and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to the office of Treasurer.

**Section 5.7 Executive Director.** The Board of Directors may, in its sole discretion, engage an ~~full-time~~ Executive Director or other employees upon such terms and for such salary as the Board of Directors may determine. The Executive Director shall perform such tasks and discharge such duties as the Board of Directors may from time to time prescribe.

**Section 5.8 Salaries.** No officer, director, or member, other than the Executive Director or other employees shall receive any compensation for services rendered. Upon authorization of the Board of Directors, any officer, director or member may be reimbursed for out-of-pocket expenses incurred while carrying out specifically assigned tasks or duties for the Club.

Section 5.9 Removal. The Club/Chapter Board of directors may, at any regular meeting, or at any special meeting called for the purpose, by an affirmative vote of a majority of all members of the Board of Directors, with or without cause, remove any officer.

**Section 5.10 Board of Directors Vacancies**. Should any office become vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may by a majority vote of all members of the Board of Directors choose a successor who has been a member in good standing for a minimum of fourteen (14) days prior to the appointment to the Board.

**Section 5.11 Bonds of Officers.** The Board of Directors may secure the fidelity of any or all officers by bond or otherwise, in such terms and with such surety or sureties or conditions as shall be required by the Board of Directors.

**Section 5.12 Nominating Committee.** The President, subject to approval of the Board of Directors, shall appoint a Nominating Committee whose function it will be to present a slate of nominees containing at least one nomination for each Officer's position to be filled by election of the Board of Directors. Only current members of the Board of Directors may serve on the nominating committee.

**Section 5.13 Conflicts of Interest** Each member of the Board of Directors shall execute a document acknowledging the Club’s/Chapter’s Conflict of Interest Policy during the annual meeting.

**ARTICLES VI**

**MISCELLANEOUS**

**Section 6.1 Fiscal Year.** The fiscal year of the Club shall begin on July 1 and end on June 30 of each calendar year.

**Section 6.2 Contracts.** The Board of Directors may authorize any officer or officers of or any agent or agents for the Club, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club~~,. and~~ Such authority may be general or confined to specific instances.

**Section 6.3 Checks, Drafts, Orders. Notes and Other Evidences of Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club/Chapter, shall be signed by such officer or officers of, or agent or agents for the Club/Chapter and in such manner as shall from time to time be determined by resolution or the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Club.

**Section 6.4 Deposits.** All funds of the Club/Chapter shall be deposited to the credit of the Club/Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 6.5 Gifts.** The Board of Directors may accept on behalf of the Club/Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Club/Chapter.

**ARTICLE VII**

 **INDEMNIFICATION**

Each person who may ~~have~~ serve~~d~~ as a director or officer of the Club/Chapter shall be indemnified by the Club/Chapter against liabilities imposed upon him/her or expenses reasonably incurred by him/her in connection with any claim made against him/her on any action, suit or proceeding to which he may be a party by reason of his being, or having been, such director or officer including such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement to avoid expenses of litigation; provided, however, that no director or officer shall be indemnified with respect to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for will-full negligence or misconduct in the performance of duty or with respect to any matters which shall not be deemed reasonable payment for avoiding expenses of litigation, or with respect to matters for which such indemnification shall be in addition to any other rights to which directors or officers may be entitled.

ARTICLES VIII

**OTHER COMMITTEES**

In addition to Nominating Committees, the Executive Committee, and the Ethical Standards Committee, the Board of Directors may establish such other permanent and/or temporary committees as it deems appropriate, and the members thereof (who need not be directors of the Club/Chapter) shall be appointed by the President with the approval of the Board of Directors.

**ARTICLE IX**

**AMENDMENTS**

These by-laws may be altered, amended or repealed at any annual or special meeting of the members by the affirmative vote of a majority of the members present and in good standing and who are entitled to vote at such meeting at which a quorum is present, provided notice of the meeting includes an intention to alter, amend or repeal these by-laws at such meeting.

**CERTIFICATE OF SECRETARY**

The undersigned, being the Secretary of the Great Lakes Regional Sporting Club/ DSC - Great Lakes Regional Chapter of Dallas Safari Club, Inc. hereby certifies that the foregoing by-laws were duly adopted by the members of said Club/Chapter at a meeting at which a quorum of members was present by a majority vote of members present.

In Witness Whereof, I have signed this certificate so as to be effective on this the \_\_\_\_\_ day of (MONTH), 2020.

Secretary’s Signature \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Exhibit B**

**DSC Code of Ethics**

**DSC CODE OF ETHICS**

1. Honor and follow the Articles, Bylaws, mission and vision of DSC and any and all rules and policies adopted by DSC from time to time.

2. Fully comply with all applicable laws, rules and regulations adopted by the jurisdiction in which the hunt takes place.

3. Conduct oneself in a manner that brings honor to DSC.

4. Conduct oneself in the field to bring honor to hunters, game and habitat.

5. Honor and comply with all laws, rules and regulations with respect to the import and export of game products.

6. Take no action to disparage or demean DSC or its representatives.

7. Take no action to interfere with the conduct of DSC operations or activities or the furtherance of DSC’s mission and vision.

8. Achieve and maintain proficiency in hunting skills that evidences the appropriate respect for quarry and habitat.

**ADDITIONAL CODE PROVISIONS FOR DSC CHAPTERS**

1. Honor and follow the terms of the applicable Chapter Affiliation Agreement.

2. Honor and follow all DSC guidelines with respect to fundraising, allowable exhibitors and donations.\*

3. Honor and obey all applicable laws, rules and regulations with respect to fundraising activities.

*\* Item #2 as listed above in Exhibit B, DSC Code of Ethics, Additional Code Provisions For DSC Chapters is mutually understood to relate exclusively to outfitters/exhibitors who have been banned by DSC; who have been found to be guilty of any wildlife regulation violation in any jurisdiction; or, whose conduct in any respect would reflect negatively upon DSC , its Chapters, or members. The Chapter shall maintain complete authority relative to its fund-raising program and shall not be restricted in any manner by DSC other than the above stated provision.*

**ADDITIONAL CODE PROVISIONS FOR**

**OUTFITTERS, GUIDES AND PROFESSIONAL HUNTERS AND THEIR REPRESENTATIVES**

**ADDITIONAL GENERAL CODE PROVISIONS**

In addition to the provisions described above, the following shall be deemed a violation of the DSC Code of Ethics.

1. A conviction, a plea of *Nolo Contendre*, or a plea resulting in deferred adjudication for any felony or misdemeanor involving fraud or moral turpitude.

2. The use, publication or dissemination of false or misleading statements regarding DSC or its representatives.

**Exhibit C**

**What DSC and its Chapter Liaison Will Provide to Chapter**

The following is an example of some but may not be all of the things DSC and its staff will provide to the Chapters within our Chapter Network in supporting their Mission.

-The continuation of DSC’s tradition of sponsoring an annual hunting, fishing, and wildlife conservation exhibition and convention in Dallas, Texas.

-The ability of Chapters and their representatives to meet, greet, and otherwise interact with convention vendors representing themselves as a Chapter within a very select group of DSC’s Chapter network.

-The continuation of its tradition of promoting wildlife conservation science, advocating for hunters, and educating youth and adults about the sustainable use of wildlife resources and the North American Model of Wildlife Conservation.

-Discounts in our publications for advertising – print and digital. Consult special chapter rate sheet.

-Space in our publications (print and digital) for a digest of official Chapter news and/or articles relative to mission accomplishment. Articles by individuals about Chapter projects and/or member profiles may be considered for publication. From time to time, a spotlight article may be assigned to a professional journalist for publication in DSC outlets.

-DSC Publications invites all members to submit hunting adventure features, or other editorial. For material submitted by members and accepted for publication, professional editing services are available to all contributors. It is best to inquire with the editor prior to submission to get guidelines and deadlines.

-Inclusion in our social media network, for those items that are mission-focused and that meet our ethical and editorial standards.

-Special discounts only available to Chapters relative to programs or merchandise of DSC’s choosing.

-A staff liaison dedicated specifically to the Chapters. This person will provide a direct link from the Chapters to DSC and from DSC to the Chapters.

-This Chapter liaison will provide counsel on any Chapter related matter that may be needed. In addition, but not limited to, this liaison will provide pre-banquet counsel, banquet attendance, membership sales help at banquet, speak at the banquet about the value of membership in both DSC and the Chapter, post-banquet critiques, help in screening vendors for banquets and offering specific suggestions for vendors/donations, , Chapter leadership training, Chapter Board meeting attendance when requested via tele-conference or in person. In effect this liaison will act as a non-voting member of each of the Chapters Board of Directors offering expertise and experience in all Chapter related matters.

-The ability to link the Chapters website with DSC’s.

-Promotion of the Chapter Network by DSC, thereby promoting the good the Chapters are doing and encouraging others to join their Chapter.

-Chapter will NOT be a member of the DSC Board of Directors, thereby releasing them of any related fiduciary responsibilities.

-Chapter may direct the spending of up to 95% of the net results of the Chapters largest annual fundraiser, and 100% of any other net moneys raised annually. (Chapter is required to send DSC 25% of the net of their largest annual fundraising event, but they can direct where 20% of that will be spent in the DSC Foundation relative to Conservation, Education, or Hunting Rights Projects. See Chapter Affiliation Agreement IV.B.3 and 4).

-Chapter will have access to DSC's staff professionals and resources for counsel relative to marketing, promotion, membership, projects, and events.

-Chapter and Officers/Directors Liability Insurance.

-Participation in DSC's Convention Wait List Donation Program.

-Participation in our exclusive DSC Convention Exhibitors Solicitation Program.

-Free admittance to and exhibitor status for Chapter Board members at the Annual DSC Convention.

-Annual Chapter Training Seminar at DSC Convention including breakfast.