

BYLAWS
OF
SOUTH CENTRAL TEXAS PRESCRIBED BURN ASSOCIATION, INC.
(A Not-For-Profit Corporation)

ARTICLE I

GENERAL CORPORATE INFORMATION

The name of the Corporation shall be the South Central Texas Prescribed Burn Association, Inc., which shall be sometimes referred to as SCTPBA, Inc., the Association, or the Corporation.

The principal office of the Corporation shall be located at the Texas AgriLife Extension Service, Washington County, 1305 East Blue Bell Road, Suite 104, Brenham, Texas 77833. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

These Bylaws are subject to the provisions of the Certificate of Formation on file with the Texas Secretary of State. The Certificate of Formation shall prevail over any conflict between it and these Bylaws.

ARTICLE II

MEMBERS

1. (a) The persons signing the Certificate of Formation as Organizers shall be the first members of the Association, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Association or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Association shall be affixed to the Bylaws of the Association, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Association.

2. (a) The Annual Meeting of Members of the Association shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Association. The first Annual Meeting shall be held on a date within twelve months after the formation of the Association. Each successive Annual meeting shall be held on a date within approximately twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Association from time to time and by the members on such date or dates as shall be permitted by law.

(b) Any Annual or Special meeting of Members may be held at such place within or without the State as the Board of Directors of the Association may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Association.

(c) Annual or Special Meeting of Members may be called by the Board of Directors or by any officer of the Association instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail or by electronic mail (e-mail) not less than 10 days nor more than 50 days before the date of the meeting, to each member at the address recorded on the records of the Association, or at such other address which the member may have furnished in writing to the Secretary of the Association. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United State Post Office or when sent electronically. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixed a different record date for an adjourned meeting in which announcement of the time and place of the adjourned meeting was given at the meeting so adjourned, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of meeting shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set for any amendments to the Bylaws of the Association adopted by the Board of Directors, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be presented a list of record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefore, any member who has given written notice to the Association, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting.

3. At each Annual Meeting of members, the Board of Directors shall present an Annual Report giving the financial status of the Association, annual statistics on burns, membership and updated contact information, dues collected and not collected, and the proposed slate of directors for the following year. Such report shall be filed with the records of the Association and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. Meetings of the members shall be presided over by the President, or Vice-President. If neither is in office or present at the meeting, then by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Association shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

5. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. Except as provided by law, at least half of the Association membership entitled to vote at a meeting, shall constitute a quorum whether in person or by proxy for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum.

7. The Board of Directors of the Association shall fix a record date for the purpose of determining members entitled to: notice of meeting, vote, express consent or dissent from any proposal without a meeting, determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any

purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted.

8. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Association. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards, or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Association or a facsimile thereof.

ARTICLE III

BOARD OF DIRECTORS

1. The Association shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Association during his directorship. The initial Board of Directors shall consist of four persons. Thereafter, the number of directors constituting the entire Board shall be no less than four. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Organizers or named as the initial Board of Directors in the Certificate of Formation of the Association, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualify. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Association. The Board of Directors may remove any director thereof for cause only.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon request thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise

provided in the Certificate of Formation of the Association. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent provided in these Bylaws or in the Certificate of Formation of the Association provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meetings held to remove one or more directors, a quorum shall consist of a majority of the Directors, whether in person or by proxy other than the directors who are the subject of the removal. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Association shall be the act of the Board of Directors with the same force and effect as if same had been passed by unanimous vote at a duly called meeting of the Board. The resolution and vote may be held with electronic mail sent to an e-mail address designated by the President.

7. The President shall preside at all meetings of the Board of Directors. If there be no President or in his absence, any other director chosen by the Board shall preside.

8. Whenever the Board of Directors shall consist of more than four persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special

committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV

OFFICERS

1. The Board of Directors may elect or appoint a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. The Secretary and Treasurer offices may be held by the same person.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the Association, shall have the responsibility for the general management of the affairs of the Association, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Association, the Vice-President, or, if there be more than one, the executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Association, and shall deposit said funds in the name of the Association in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Association when counter-signed by the President. He may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by an Officer/Board Member.

(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He shall serve all notices for the Association which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Association.

ARTICLE V

FINANCIAL CONTROLS

1. Fiscal Year. The fiscal year shall be from January 1 through December 31.

2. Association Funds

(a) Signature Authority. The Treasurer or President shall sign all checks, drafts or other instruments for payment of money or notes less than \$1000.00 of the Association. The Treasurer or President and one other officer shall sign all checks, drafts or other instruments for payment of money or notes of \$1000.00 or greater of the Association.

(b) Expenditure Limits. Any expenditure of more than five hundred dollars (\$500.00) must be approved by a resolution of the Board of Directors unless included in the approved annual budget.

3. Audits. The Association will conduct an annual audit of the financial records of the Association prior to the annual meeting. The Treasurer will present the Association Financial Books to the Audit Committee. Results of the Audit will be reported at the Annual Membership Meeting. This audit may be done by the Members and not by a certified public accountant.

4. Gifts and donations.

(a) Authority. The Association is authorized to accept and receive contributions, donations, and grants from any and all sources.

(b) Endorsement. Acceptance of any grant or gift - restricted or unrestricted - does not imply any form of endorsement by the Association for the source, services, products, or policies. Nor does it imply any benefit - past, present, or future - to be granted by the Association. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

(c) Right of Refusal. It will be the general policy of the Association to accept contributions from any source. However, the Association retains the right to refuse any gift where, in the judgment of the Board of Directors, the reputation or perceived image of the grantor may be deemed injurious to the Association.

5. Net Earnings. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding, any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

DISSOLUTION

In the event of the dissolution of the Association, the assets of the Association, remaining after payment of or provision for all debts of the Association, shall be donated to the Texas Parks and Wildlife Foundation specifically for the continued support of Prescribed Burn and/or Wildlife Management Associations in the State, or in the event this organization does not exist at such time, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government, for public purpose.

ARTICLE VII

MISCELLANEOUS

1. The Association shall keep at the office of the Secretary/Treasurer, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all members.
2. (a) All Bylaws of the Association shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.

(b) The Board of Directors shall have the power to make, alter, or repeal, from time to time, Bylaws of the Association, except that the Board may not amend or repeal any Bylaw in which control thereof is vested exclusively in the members. If any Bylaw regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the Bylaw so made, amended, or repealed, together with a concise statement of the changes made.