

**AMENDED BY-LAWS
OF
SEGUIN CONSERVATION SOCIETY**

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**AMENDED BY-LAWS
OF
SEGUIN CONSERVATION SOCIETY**

ARTICLE I

Offices

The principal office of the Corporation in the State of Texas shall be located at 703 Johnson Avenue, Seguin, Texas 78155. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Members

Section 1: Classes of Members

The Corporation shall have one (1) class of members divided into Individual, Family, Business/Organization and Patron categories. The qualifications and rights of the members of such class shall be as follows:

Members shall be those individuals who apply for membership in the corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.

Section 2: Election of Members

There shall be no election of Members.

Section 3: Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4: Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 5: Resignation

Any member may resign by filing a written resignation with the Secretary.

Section 6: Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7: Transfer of Membership

Membership in this Corporation is not transferable or assignable.

Section 8: Membership Year

The membership year of the Corporation shall begin on January 1, and end on December 31 in each year.

ARTICLE III

Meetings of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held in August of each year with the exact day and time being determined by the Board and determined in advance with proper and legal notice being given to all members in accordance with Texas State law for the purpose of transacting any business as may come before the meeting.

Section 2: Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than two thirds of the members having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise

called, the place of meeting shall be the registered office of the corporation in the State of Texas but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, which postage thereon prepaid.

Section 5: Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6: Quorum

The members holding 10 votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of execution, unless otherwise provided in the proxy.

Section 8: Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

Section 9: Voting by Mail

Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV

Board of Directors

Section 1: General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Texas or members of the corporation.

Section 2: Number, Tenure and Qualifications

The number of Directors shall be twenty-one (21). Each Director shall hold office for three (3) years or until a successor shall have been elected and qualified with one-third (1/3) or seven (7) of said Board of Directors being elected annually at the Membership Meeting. A director may serve on the Board for not more than two (2) consecutive terms, and may be eligible to serve as a Board Member after the lapse of one (1) year from the expiration of the Board members last term.

A Director may be elected to a third term on the Board to allow them the opportunity to complete a second term as president. A Director may be elected to a third term on the Board to allow a Vice President to succeed to the office of President

A member elected to fill the vacancy of a Director shall complete the term for which one had been elected, after which such person shall be eligible for re-election for two (2) additional consecutive terms. **Amended 4/24/2006**

Section 3: Regular Meetings

A regular monthly meeting of the Board of Directors shall be held at 5:30 p.m. on the fourth Monday of each month except December and August, without other notice than this by-law. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution. **Amended 6/23/03 Amended 2/26/2007**

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them.

Section 5: Notice

Notice of any special meeting of the Board of Directors shall be given at least 5 hours previously thereto by phone, fax, e-mail or written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6: Quorum

Seven (7) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a seven (7) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting

For the Board of Directors to approve a measure at a meeting at which a quorum is present, the measure must receive the affirmative votes of a majority of Directors present, and must receive the affirmative votes of at least seven (7) Directors. A measure meeting these requirements shall be the act of the Board of Directors. **Amended 6/23/03**

Section 8: Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 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 3/4 of the Directors.

Amended 6/23/2003

Section 11: Removal

Any Board of Director elected or appointed to the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Removal shall be without prejudice to the contract rights, if any, of the Director so removed. Further, if any Director is absent for three (3) consecutive monthly meetings without a valid excuse given to the Secretary, then that Board Member's position will be considered vacated and such vacancy will be filled by vote of the Board.

Section 12: Executive Committee

From time to time, actions requiring approval of the Board of Directors may be necessary before the next regularly scheduled meeting. To provide for expeditious handling of such actions without calling a special meeting, and in accordance with Article VI, Section 1, the Board of Directors hereby appoints the President, Vice President, Secretary and Treasurer to a Committee of Directors to be known as the Executive Committee, and authorizes the committee to exercise the powers of the Board of Directors in all matters except the following: (1) amending of by-laws, (2) filling vacancies on the Board of Directors, (3) creating new offices or deleting existing offices, and (4) electing or removing officers. Actions may be taken by this committee only by unanimous consent of all its members. This committee shall report its actions taken since the last meeting of the Board of Directors at the next meeting. **Amended 6/23/2003**

ARTICLE V

Officers

Section 1: Officers

The officers of the corporation shall be elected from those individuals comprising the Board of Directors and shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except

the office of President and Secretary.

Section 2: Election and Term of Office

The officers of the corporation shall be elected at the first meeting following the annual election of new Board Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3: Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Removal shall be without prejudice to the contract rights, if any, of the officer so removed. Further, if any officer is absent for three (3) consecutive monthly meetings without a valid excuse given to the Secretary, then that officer's position will be considered vacated and such vacancy will be filled by vote of the Board.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Further, the President shall be an ex-officio member of all committees except the Nominating Committee.

Section 6: Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and

when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7: Treasurer

The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Notwithstanding aforesaid terms on length of office, the treasurer's term shall be at the discretion of the Board of Directors, and shall be an ex-officio member of the Board of Directors.

Section 8: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9: Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

Committees

Section 1: Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have

and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2: Other Committees

There shall always exist the following Standing Committees:

Ways and Means - Duties shall be to implement fund-raising projects as approved by the Board.

House & Grounds - Duties shall be to supervise the maintenance of Society properties, to keep the Board informed of such, and make recommendations regarding improvements. Each property shall be assigned a separate chairman from the membership of this Committee.

Nominating Committee - Appointment of three or more persons selected from the general membership. The Committee shall present in August two slates of nominees: 1) one nominating Directors to replace those whose terms have expired and any who have forfeited the position due to absence, as referenced above, and 2) one nominating officers of the Board of Directors.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the

members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 4: Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof but in any event, the President shall submit the Director to the Board for approval.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of 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 Vice President of the corporation.

Section 3: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XII

Adoption of By-laws

The foregoing Amended By-laws of this Corporation are hereby adopted by the undersigned, being all the Directors of such Corporation named in the Articles of Incorporation on January 28, 2002.

- 1) Paula Ledbetter, President
- 2) Barry Duncan, Vice President
- 3) Dawn Butrym, Secretary
- 4) Gregory Ander
- 5) Stephen K. Tschoepe
- 6) N Masterson
- 7) Faye Story
- 8) Jeffery C. Koehler
- 9) Charlene Zegub
- 10) Dotsy Dwyer
- 11) Cristin Ledbetter
- 12) Mary Koehler
- 13) James Deatherage

14) Kevin Kolb

15) Mike Hallmark

16) Don Keil

17) Helen Kolb

18) _____

19) _____

20) _____

21) _____