

DUPLICATE

BY-LAWS

05-21-70

OF

THE SAN ANTONIO CONSERVATION SOCIETY FOUNDATION

Article I. Offices

The principal office of the corporation in the State of Texas shall be located in the City of San Antonio, County of Bexar. 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 need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II. Members

The corporation shall have no members.

Article III. Board of Directors

Section 1. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. The Board of Directors shall always be the same as the Board of Directors of the San Antonio Conservation Society.

Section 3. (Regular Meetings.) Regular meetings of the Board of Directors shall be held each month with the exception of July, August, and December. 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.

Section 4. (Special Meetings.) Special meetings of the Board of Directors may be called by or at the request of the President or any five 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 five days previously thereto by written notice delivered personally or sent by mail or telegram to each director at her 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, with postage thereon prepaid. If notice be 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 transacted 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). A majority 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 majority 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). The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these by-laws.

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, shall be filled by the Board of Directors.

Section 9. (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 10. (Resignation.) Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 11. (Removal for Cause.) Any director may be removed from his office as director by majority vote of the remaining directors constituting a quorum upon a showing of good cause for such removal. Good cause

shall be found where such director shall have (a) failed to perform her duties as set forth in these by-laws, or (b) committed an act or omission deemed to be detrimental to the best interests and objectives of the corporation, or contrary to the purposes set forth in the Articles of Incorporation of the corporation. Such removal shall be considered and voted upon at a special meeting of the Board of Directors, and the notice for such meeting shall state the name of the director whose removal shall be considered. No removal shall be considered except upon the written request of two (2) directors. Any such director whose removal may be considered shall be entitled to appear at such special meeting and be heard by the Board of Directors at such meeting.

Article IV. Officers

Section 1. (Officers.) The officers of the corporation shall be the same as those of the San Antonio Conservation Society. 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 offices of President and Secretary.

Section 2. (Election and Term of Office.) The officers of the corporation shall be elected annually by the Board of Directors at the regular April meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until her

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, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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 all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. 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 have 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 she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. (Vice President.) In the absence of the President or in event of her disability 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 duties as from time to time may be assigned to her by the President or by the Board of Directors.

Section 7. (Treasurer.) If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of her duties in such sum and with such surety or sureties as the Board of Directors shall determine. She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies 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 VI of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the President or by the Board of Directors.

Section 8. (Secretary.) The Secretary shall keep the minutes of the meetings 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 and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the postoffice 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 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 be bonded 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 the 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 by the Board of Directors.

Article V. Committees

Section 1. (Committees of Directors.) The Board of Directors, by resolution adopted by the majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one 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; provided, however, 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; 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; executing any contract; 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 repealed 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 her by law.

Section 2. (Other Committees.) Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any members 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 her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. (Chairman.) The Chairman of each committee shall be appointed by the President subject to the approval of the Board of Directors and may serve in the same capacity for only two consecutive one year terms.

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 appoints.

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 VI. 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 any two of the President, First Vice President or Treasurer.

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 VII. Books and Records

The corporation shall keep correct and complete books and records of

account and shall also keep minutes of the proceedings of the corporation's Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time.

Article VIII. Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Texas Non-Profit Corporation."

Article IX. 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 by 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 X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of June and end on the last day of May in each year.

Article XI. Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and

reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XII. Exempt Activities

Notwithstanding any other provision of these by-laws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article XIII. 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 five days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Article XIV. Parliamentary Authority

The rules contained in "Robert's Rules of Order, Revised" shall govern this Society in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws of this Society..

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These By-Laws adopted by the Board of Directors on May 21, 1970.

Mrs. Brooks Martin

Mrs. Brooks Martin, President

Mrs. Howard Reischling

Mrs. Howard Reischling, Secretary

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