

# BYLAWS

Version 1.0 (March 9, 2012)



**PBAT**

**Prescribed Burn Alliance of Texas**

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*Taking the WILD out of Fire*

**BYLAWS**  
**OF**  
**PRESCRIBED BURN ALLIANCE OF TEXAS**

These Bylaws (“*Bylaws*”) govern the affairs of the Prescribed Burn Alliance of Texas, a Texas non-profit corporation (the “*Corporation*”).

**ARTICLE I**  
**PURPOSE**

1.01 The Corporation shall exist for the purpose of promoting the common good and general welfare of the people in Texas by educating, training, and practicing safe prescribed burn techniques that reduce or eliminate fuel load build-up in open spaces, providing fire protection and/or prevention from wild or unexpected fires in and near these burned open spaces. Prescribed burning is a useful tool for improving wildlife habitat and improving quality of vegetation to support native species in open spaces in addition to improving public safety. To advance its purpose, the Corporation may receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, may use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The Corporation shall be and is a non-profit corporation under the laws of the State of Texas.

**ARTICLE II**  
**OFFICES**

2.01 *Principal Office.* The Corporation’s principal office in Texas will be located at the Texas A&M Institute of Renewable Natural Resources, 2632 Broadway, Suite 301 South, San Antonio, Texas 78215. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors (the “*Board*”) may determine. The Board may change the location of any office of the Corporation.

2.02 *Registered Office and Registered Agent.* The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organization Code (the “*TBOC*”), as may be amended from time to time.

**ARTICLE III**  
**MEMBERS**

3.01 *Classes of Members.* The Corporation shall have two classes of Members: Regular Members and Honorary Members.

3.02 (a) *Eligibility; Regular Member.* Texas Prescribed Burn Associations, Co-ops, and Initiatives (“*PBAs*”) or other non-governmental organizations with goals and objectives similar to PBAs are eligible to be Regular Members (“*Regular Members*”) of PBAT. In order to be a Regular Member of PBAT, an organization must agree to the Bylaws and policies of PBAT and must evidence that acceptance through a majority vote of their membership or their directors. A PBA may apply for Regular Membership in PBAT by

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submitting a letter of intent to join to the president of the Corporation. Applications for Regular Membership shall be approved by a majority vote of the voting membership of the Board of Directors of the Corporation at the next regularly scheduled Board meeting following receipt of the application. Each Regular Member will appoint two designated representatives who shall be the primary contact between the PBA and the Corporation and who are eligible to represent the Regular Member at membership meetings and to vote on its behalf. Designated representatives shall be individuals who are over the age of 18 years of age and who are active members of their PBA. The number of Regular Members and the eligibility and qualifications of membership may be fixed from time to time by action of the Board of Directors. No decrease in the number of membership shall shorten the term of any member.

*(b) Eligibility; Honorary Member.* An organization or person who has made a substantial contribution to the furtherance of the activities of the Corporation is eligible to be an Honorary Member of PBAT. Honorary members shall be selected by the affirmative majority vote of the Board of Directors. Honorary Members shall be entitled to all of the privileges as a PBAT Regular Member without the necessity of payment of dues, excluding the right to vote.

3.03 *Membership Fees and Dues.* The Board may set and change the amount of an initiation fee, if any, and the dues payable to the Corporation by Regular Members. Dues are payable upon admission to membership and as set by the Board.

3.04 *Voting Rights.* Each Regular Member is entitled to one (1) vote on each matter submitted to a vote of the members. A Regular Member may change its designated representatives at any time by giving written notice to the secretary. If both of the designated representative of a Regular Member are present at a meeting, they are only entitled to one (1) vote on each matter submitted, and that vote shall be exercised as they, amongst themselves, determine.

3.05 *Terminating Members.* The occurrence of any of the following events shall result in the termination of membership: the dissolution, liquidation, or resignation of a member. A member that fails to comply with the Bylaws and policies of the Corporation may be expelled from the Corporation by a majority vote of the Board with no further cause of action.

3.06 *Resignation.* Any member may resign from the Corporation by submitting a written resignation to the secretary of the Board. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

3.07 *Reinstatement.* A former member may submit a written request for reinstatement of membership. The Board or a committee designated by the Board to handle the matter may reinstate membership on any reasonable terms that the Board or committee deems appropriate.

3.08 *Transferring Membership.* Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or otherwise ceases to exist.

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3.09 *Certificate of Membership.* The Board may cause to be issued non-transferrable certificates, cards or other instruments permitted by law evidencing membership in the Corporation.

### **ARTICLE IV MEETINGS OF MEMBERS**

4.01 *Annual Meeting.* The Board shall hold an annual members' meeting at such time that the Board designates. Annual meetings shall occur every twelve months. At each annual members' meeting, the Board shall present an annual report giving the financial status of the Corporation, an annual budget for adoption by the membership, annual statistics on burns, membership and current contact information, dues collected and not collected, any proposed changes to dues, and, on a bi-annual basis, the proposed slate of officers for the following year.

4.02 *Special Meetings.* Special meetings of the members may be called by the president, the Board, or not less than one-tenth (1/10<sup>th</sup>) of the voting members.

4.03 *Place of Meeting.* The Board may designate any place, inside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board.

4.04 *Notice of Meetings.* Written or printed notice of any members' meeting, including the annual meeting, will be delivered to each record member not less than ten (10) nor more than sixty (60) days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be the date on which notice is mailed to the members entitled to notice of the meeting. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. Notice may be provided by electronic mail or facsimile as provided by law and shall state the place, day and time of the meeting.

4.05 *Eligibility to Vote at Members' Meetings.* A member in good standing is entitled to vote at a meeting of the members of the Corporation through its designated representatives. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting.

4.06 *Quorum.* Members holding one-half (1/2) of the votes that may be cast at a meeting who attend the meeting in person or by proxy will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once a quorum is reached without further notice.

4.07 *Actions of Membership.* The vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless the TBOC, the Corporation's Certificate of Formation or these Bylaws require a greater number. A member is present for purposes of a quorum if it is represented by a designated representative in person, by proxy, or through the submission of an email vote received by the secretary. Voting will be by ballot or voice.

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4.08 *Proxies.* A member entitled to vote at a meeting of members of the Corporation may vote by proxy. All proxies must be in writing, bear the signature of both the designated representative and an officer of the regular member giving the proxy, and must specify the date on which they are executed. No proxy is valid after eleven (11) months from the date of its execution, unless the proxy specifically states a later date. Proxies are not valid if they purport to be valid to an indefinite date in the future or if they purport to be valid for more than five (5) years from their date of execution.

4.09 *Voting by Mail.* The Board may authorize members to vote by mail or by electronic ballot on the election of Directors and officers or on any other matter that the members may vote on.

### **ARTICLE V BOARD OF DIRECTORS**

5.01 *Management of Corporation.* The Board will manage corporate affairs, and will have the power to conduct the business of the Corporation as enumerated by these Bylaws or as approved by the membership. All actions beyond the duties of the Board enumerated in these Bylaws or outside the authority granted to the Board by the membership shall require the prior approval of a majority of the membership evidenced by a duly adopted resolution of the members or by amendment to these Bylaws.

5.02 *Qualifications, Number, and Tenure of Directors.* Directors of the Corporation shall be the officers, as defined at Article VI, and the Standing Committee Chairs, as defined at Article VII (the “*Directors*”). Directors need not be Texas residents. The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Certificate of Formation. Thereafter, the number of Directors will be a number determined by the membership that is not less than eight (8). Directors may serve for an unlimited number of terms. Each Director will serve for a term of two (2) years. A decrease in the number of Directors may not shorten the term of an incumbent Director.

5.03 *Vacancies.* The membership, through a majority vote, will fill any vacancy of an officer resulting from the death, resignation or removal. The Board will fill any vacancy of a Standing Committee chair, as provided in Article VII. A Director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

5.04 *Annual Meeting.* The annual meeting of the Board may be held at such time as the Board designates. The annual Board meeting will be held immediately after, and at the same place as, the annual members’ meeting.

5.05 *Regular Meetings.* The Board may provide for regular meetings by resolution stating the time and place of such meetings, held inside Texas.

5.06 *Special Meetings.* Special Board meetings may be called by, or at the request of, the chair or any two (2) Directors. A person or persons authorized to call special meetings of the Board may fix any place within or without Texas as the place for holding a special meeting. The person or persons calling a special meeting will inform the secretary of the Corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the Directors, as these Bylaws require.

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5.07 *Notice.* Written or printed notice of any meeting of the Board will be delivered to each Director not less than three (3), nor more than twenty (20) days before the date of the meeting. The notice will state the place, day, and time of the meeting, who called it, and the purpose or purposes for which it is called. Notice may be provided by regular mail, facsimile or electronic mail.

5.08 *Quorum.* A majority of the number of Directors then in office constitutes a quorum for transacting business at any Board meeting. If a quorum is never present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting once a quorum is reached without further notice.

5.09 *Duties of Directors.* Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

5.10 *Interested Directors.* Contracts or transactions between Directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every Director with any direct or indirect interest in the transaction must disclose all material facts concerning the transaction, including all potential benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Directors in accordance with the TBOC.

5.11 *Actions of Board of Directors.* The vote of a majority of Directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by the TBOC, the Corporation's Certificate of Formation or by some other provision of these Bylaws. For the purpose of determining the decision of the Board, a Director who is represented by proxy in a vote is considered present.

5.12 *Proxies.* A Director may vote by proxy. All proxies must be in writing, must bear the signature of the Director giving the proxy, and must bear the date on which the proxy was executed by the Director. No proxy is valid after three (3) months from the date of its execution.

5.13 *Compensation.* Directors may not receive salaries for their services. The Board may adopt a resolution providing for paying Directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director will be reasonable and commensurate with the services performed.

5.14 *Removing Directors.* The Board may vote to remove a Director at any time, without cause. A meeting to consider removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the Director will be on the agenda. At the meeting, the Director may present evidence of why he or she should not be removed and

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may be represented by an attorney at and before the meeting. Also, at the meeting, the Corporation will consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of fifty-one percent (51%) of the entire Board.

### **ARTICLE VI OFFICERS**

6.01 *Officer Positions.* The Corporation's officers shall consist of a president, a vice-president, a secretary, and a treasurer, and may consist of such other officers and assistant officers as the membership may deem necessary. Officers must be active members of a member PBA. The membership may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two (2) or more offices, except for president and secretary.

6.02 *Election and Term of Office.* The Corporation's officers will be elected biannually by the membership at the annual membership meeting, and the term of office shall be two (2) years. If officers are not elected at this time, they will be elected as soon thereafter as possible. Each officer will hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office, except as limited by these Bylaws.

6.03 *Removal.* Any officer elected or appointed by the Directors may be removed by the membership with or without cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

6.04 *Vacancies.* The membership shall elect a person to fill a vacancy in any office for the unexpired portion of the officer's term.

6.05 *President.* The president is the Corporation's chief executive officer and chairman of the Board. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president. An individual may serve as president for a maximum of two (2) consecutive terms, and may serve as president for additional terms in the future after stepping down for at least one year.

6.06 *Vice-president.* During the absence or disability of the president of the Corporation, the 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. An individual may serve as vice-president for a maximum of two (2) consecutive terms, and may serve as vice-president for additional terms in the future after stepping down for at least one year.

6.07 *Treasurer.* The treasurer shall:

- (a) Have charge and custody of—and be responsible for—all the Corporation's funds and securities.

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- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or chair directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$500 without the signature of the treasurer and of one other officer. Any expenditure of more than two hundred and fifty dollars (\$250) must be approved by a resolution of the Board before a distribution is made, provided that a line item in a budget approved by the membership does not need additional approval by resolution.
- (e) Maintain the Corporation's financial books and records.
- (f) Conduct an annual audit of the financial records of the Corporation and present the results of the audit to the membership at the annual membership meeting. This audit may be done by the members and is not required to be done by a certified public accountant.
- (g) Perform other duties as assigned by the chair or the Board.
- (h) If the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board.
- (i) Perform all of the duties incident to the office of treasurer.

6.08 *Secretary.* The secretary will:

- (j) Give all notices as provided in the Bylaws or as required by law.
- (k) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.
- (l) Maintain custody of the corporate records.
- (m) Keep a register of the mailing address and e-mail address of each member, Director, officer, and employee of the Corporation.
- (n) Perform duties as assigned by the president or the Board.
- (o) Perform all duties incident to the office of secretary.

## **ARTICLE VII COMMITTEES**

7.01 *Establishing Committees.* The Board, by resolution adopted by a majority of the Directors in office, may adopt a resolution establishing one (1) or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The

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Board shall designate each committee as either a Standing Committee (“*Standing Committee*”) or a temporary committee in the resolution establishing the committee. A committee will include one (1) or more Directors and may include persons who are not Directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

No committee has the authority of the Board to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation’s property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation’s assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest.
- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Take final action on a matter requiring membership approval.

7.02 *Authorization of Standing Committees.* The following Standing Committee is authorized: Nominating. The Board will define the activities, classification, and scope of authority of each committee by resolution.

7.03 *Term of Office.* Each committee member will continue to serve on the committee until the next annual members’ meeting and until a successor is appointed. However, a committee member’s term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member’s term.

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7.04 *Chair and Vice-Chair.* One (1) member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair of a Standing Committee shall also be a Director of the Corporation. The chair and vice-chair will be appointed by the president, with approval of the Board. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of—and is subject to all the restrictions on—the chair.

7.05 *Notice of Meetings.* Written or printed notice of a committee meeting will be delivered to each member of a committee not less than three (3) or more than twenty (20) days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

7.06 *Quorum.* One-half (1/2) of the number of committee members then serving on such committee shall constitute a quorum for transacting business at any meeting of the committee. No action may be approved without the vote of at least a majority of the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the committee chair may adjourn and reconvene the meeting once a quorum is reached without further notice.

7.07 *Actions of Committees.* The vote of a majority of committee members present and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by the TBOC, the Corporation's Certificate of Formation or by some other provision of these Bylaws.

7.08 *Proxies.* A committee member may not vote by proxy.

7.09 *Compensation.* Committee members may not receive salaries for their services. The Board may adopt a resolution providing for reimbursing committee members for expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

7.10 *Rules.* Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## **ARTICLE VIII TRANSACTIONS OF CORPORATION**

8.01 *Contracts.* The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

8.02 *Deposits.* All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the treasurer selects.

8.03 *Gifts.* The Board may accept, on the Corporation's behalf, any contribution, gift,

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bequest, or devise for the general purposes or for any special purpose of the Corporation. Acceptance of any grant or gift – restricted or unrestricted – does not imply any form of endorsement by the Corporation for the source, services, products, or policies. Nor does it imply any benefit to be granted by the Corporation. The Corporation may refuse any gift where, in the judgment of the Board of Directors, the acceptance of the gift may be injurious to the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation’s federal and state tax status.

8.04 *Loans.* The Corporation may not make any loan to a Director or officer of the Corporation.

### **ARTICLE IX BOOKS AND RECORDS**

9.01 *Required Books and Records.* The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all Bylaws and adopted policies, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, Directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation’s assets, liabilities, and net worth at the end of the most recent fiscal year.
- (f) A financial statement showing the Corporation’s income and expenses for the most recent fiscal year.
- (g) All rulings, letters, and other documents relating to the Corporation’s federal, state, and local tax status.
- (h) The Corporation’s federal, state, and local tax information or income tax returns for each of the Corporation’s most recent tax year.

9.02 *Inspection and Copying.* Any member, Director, officer, or committee member of the Corporation may inspect all the corporate books and records required to be kept under these Bylaws upon written demand stating the purpose of the demand. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a

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reasonable time, no later than three (3) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed fifteen cents (15¢) per page. The Corporation will provide requested copies of books or records no later than five (5) working days after receiving a proper written request.

### **ARTICLE X FISCAL YEAR**

10.01 *Fiscal Year.* The Corporation's fiscal year will begin on the first day of January and end on the last day in December in each year.

### **ARTICLE XI INDEMNIFICATION**

11.01 *Right to Indemnification.* The TBOC permits the Corporation to indemnify its present and former Directors and officers to the extent and under the circumstances set forth therein. In addition, in some circumstances, indemnification is required by the TBOC. The Corporation hereby elects to and does hereby indemnify its present and former Directors, officers employees and agents to the fullest extent permitted or required by the TBOC promptly upon request of any such person making a request for indemnity hereunder. Such obligation to so indemnify and to so make such determination may be specifically enforced by resort to any court of competent jurisdiction. Further, the Corporation shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceedings to the fullest extent permitted by the TBOC and subject to the conditions thereof.

11.02 *Insurance.* The Corporation may maintain insurance, at its expense, to protect itself and/or any Director, officer, employee or agent of the Corporation against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBOC.

11.03 *Amendments.* Any repeal or amendment of this ARTICLE XI by the Board or the members of the Corporation or by changes in applicable law, or the adoption of any other provision of these Bylaws inconsistent with this ARTICLE XI, will, to the extent permitted by applicable law, be prospective only (except to the extent such amendment or change in applicable law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

11.04 *Contract Rights.* The rights provided to indemnification pursuant to this ARTICLE XI shall be contract rights and such rights shall continue as to an individual who has ceased to be a Director, officer, agent or employee and shall inure to the benefit of the that individual's heirs, executors and administrators.

11.05 *Severability.* If any provision or provisions of this ARTICLE XI shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this ARTICLE XI shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this ARTICLE XI

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(including, without limitation, each such portion of this ARTICLE XI containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

### **ARTICLE XII NOTICES**

12.01 *Notice by Mail, E-mail, or Facsimile Transmission.* Any notice required or permitted by these Bylaws to be given to a member, Director, officer, committee member of the Corporation may be given by mail, e-mail or facsimile transmission. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If transmitted by facsimile, a notice is deemed delivered on successful transmission of the facsimile to the person at his or her facsimile telephone number as it appears on the corporate records. A person may change his or her mailing address, e-mail address, and/or facsimile telephone number in the corporate records by giving written notice of the change to the secretary of the Corporation.

12.02 *Signed Waiver of Notice.* Whenever any notice is required by law or under the Certificate of Formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

12.03 *Waiving Notice by Attendance.* A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

### **ARTICLE XIII SPECIAL PROCEDURES CONCERNING MEETINGS**

13.01 *Meeting by Telephone or other Remote Communications Technology.* The members, Board of Directors, and any committee of the Corporation may hold a meeting by means of:

- (a) Conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or
- (b) Other suitable electronic communications system, including videoconferencing technology or the Internet, only if the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

13.02 *Decision without Meeting.* Any decision required or permitted to be made at a meeting of the members, Board, or any committee of the Corporation may be made without a meeting. Action may be taken without a meeting when there are signed written consents by the number of members, Directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Multiple matters may be combined on a single written consent, and each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, email, or similar transmission by a member, Director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the

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member, Director, or committee member. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

13.03 *Proxy Voting.* A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

### **ARTICLE XIV AMENDING BYLAWS**

14.01 *Amending Bylaws.* These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the affirmative vote of sixty-seven percent (67%) of the Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions, the text of any existing provisions proposed to be altered, amended, or repealed, and a summary of the rationale for the proposed changes to those provisions.

### **ARTICLE XV DISSOLUTION**

15.01 *Distribution upon Dissolution.* Upon dissolution of the Corporation, the net assets, after payment of all fixed obligations of the Corporation, shall be distributed by the Board of Directors in such manner, or to such organization or organizations for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended, as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by a district court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes and to such exempt organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

### **ARTICLE XVI MISCELLANEOUS PROVISIONS**

16.01 *Legal Authorities Governing Construction of Bylaws.* These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

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16.02 *Legal Construction.* To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to non-profit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

16.03 *Headings.* The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

16.04 *Number.* All singular words include the plural, and all plural words include the singular.

16.05 *Seal.* The Corporation shall not have a corporate seal.

16.06 *Power of Attorney.* A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

16.07 *Parties Bound.* These Bylaws will bind and inure to the benefit of the members, Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Prescribed Burn Alliance of Texas and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on \_\_March 9, 2012.

Dated: March 10, 2012.



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Print Name: J D (Dave) Redden  
Secretary of the Corporation