

BY-LAWS OF
CLEAR, CLEAN COLORADO RIVER ASSOCIATION

ARTICLE 1 NAME AND PURPOSE

1.1 NAME

The name of this non-profit corporation is the Clear, Clean Colorado River Association, herein also referred to as the "Association" or the "corporation".

1.2 PURPOSE

The corporation is organized and shall be operated exclusively for charitable and educational purposes. More specifically, the corporation is organized and shall be operated exclusively for the purpose of promoting and advancing the preservation, conservation and protection of plant and animal life and resources of, in and along the Colorado River of Texas and its estuaries, for the benefit and enjoyment of the general public. The corporation shall be operated exclusively for such purpose, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda or otherwise attempting, to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 2 BOARD OF DIRECTORS

2.1 NUMBER, TENURE, ELECTION AND VACANCIES

The affairs of the corporation shall be managed by a Board of Directors, which is also sometimes referred to as "the Board", consisting of not more than 20 members, the number of which may be changed by an amendment to these by-laws. At the first Annual Board Meeting, one-third of the Board shall be appointed for a one year term, one-third for a two year term, and one-third for a three year term. Thereafter, each member shall serve a three year term expiring at the annual Board meeting or until his/her successor is duly elected and qualified.

Any member of the Board may be removed at any time, with or without cause by a majority vote of the members of the Board. A vacancy shall be declared in any seat on the Board upon the death, removal or resignation of the occupant thereof, or upon the disability of any occupant rendering him permanently incapable of participating in the management and affairs of the corporation.

The Board shall be a self-perpetuating body. In the event of a vacancy, the successor to a member shall be elected by a majority of the remaining members of the Board. In the event the number of members of the board is increased by amendment to these by-laws, any position to be filled by reason of said increase shall be filled by a majority vote of the members of the Board.

The number of members on the Board may be increased or decreased by an amendment of these by-laws, but no decrease in the number of the members of the Board shall shorten the term of any member of the Board then serving.

2.2 MEETINGS

The annual meeting of the Board of Directors and all other meetings of this corporation shall be held at such place and at such time as may be directed by the Chairman of the Board, the President or by any three members of the Executive Committee who also serve on the Board. Notice of at least 24 hours of each meeting of the Board shall be given to each member of the Board either orally, by mail or by telegram. A

letter shall be deemed to be recieved four (4) days after it is deposited in the United States mail, postage prepaid, addressed to the last known address of the member of the Board. Notice by telegram shall be deemed recieved one (1) day after the telegram is sent. Attendance of a member of the Board at a meeting shall constitute a waiver of notice of such meeting, except when a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice of such meeting, except as provided elsewhere in these by-laws.

2.3 QUORUM

The lesser of (a) a majority of the members of the Board and (b) eleven (11) shall constitute a quorum for the transaction of business at all meetings. Presence of a quorum may not be established by proxy.

If a quorum shall not be present at any meeting of the Board, the members of the Board present at such meeting may adjourn the meeting from time to time without notice until a quorum shall be present.

2.4 ACTION, VOTING BY PROXY

The act of a majority of the members of the Board present at any meeting at which a quorum is present shall be the act of the Board, unless a larger number of the Board may vote at any meeting at which a quorum is present by a proxy executed in writing by the member. No such proxy shall be valid three months after the date of its execution, and each such proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

2.5 WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Board, a Waiver thereof in writing executed by the person or persons entitled to such notice, before or after the time stated therein, shall be the equivalent to the giving of notice.

ARTICLE 3 GENERAL OFFICERS

3.1 ELECTION

The officers of this corporation shall be a Chairman of the Board, President, two (2) Vice Presidents, Secretary, Treasurer, Assistant Secretary/Treasurer and such other officers as may be determined and selected by the Board. The Board, at its first meeting and annually thereafter at the annual meeting shall elect the officers. Each officer so elected shall hold office until his successor is elected and qualifies or until his resignation, removal or death. Election of an officer shall not of itself create contract rights.

3.2 ATTENDANCE AT MEETINGS

The Chairman of the Board, and in his/her absence the President or other officer shall call meetings of the Board to order, and shall act as chairperson of such meetings.

3.3 DUTIES

The principal duties of the several officers are as follows:

(a) Chairman of the Board. Shall preside at all meetings of the Board and perform such additional duties as may be prescribed by the Board.

(b) President. Shall be the chief executive officer of the corporation, and subject to the control of the Board, shall have general charge and

supervision of the administration of the affairs and business of the corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the corporation when authorized to do so by the Board, and shall perform such other duties as may be assigned by the Board. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board.

(c) Vice Presidents. In the order of their election shall discharge the duties of the President in the event of his/her absence or disability for any cause whatever, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Shall perform such additional duties as may be assigned by the President or by the Board of Directors.

(d) Secretary. Shall have charge of the records and correspondence of the corporation under the direction of the President and shall be custodian of the seal of the corporation. He/she shall discharge such other duties as shall be assigned by the President or the Board.

(e) Treasurer. Shall have general charge of the finances of the corporation under rules and regulations as established by the Board or President.

(f) Assistant Secretary/Treasurer. Shall perform such duties as shall be assigned by the Treasurer, Secretary, or President.

3.4 VACANCIES

Whenever a vacancy shall occur in any general office of the corporation, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until the next annual meeting and until his successor is elected and qualifies.

3.5 REMOVAL OF OFFICERS

Any officer elected or appointed by the Board may be removed by the Board at any time, without cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE 4 EXECUTIVE COMMITTEE

4.1 MEMBERS

The Board shall establish an Executive Committee which shall consist of not more than seven (7) persons, each of whom shall be a member of the Board and who shall be elected by the Board.

4.2 POWERS

The Executive Committee shall have the authority of the Board in the management of the corporation, to the full extent permitted by law.

4.3 MEETING

The Executive Committee shall meet at such times and at such places as the President or Chairman of the Board shall direct. Notice of at least 24 hours of each meeting of the Executive Committee shall be given to each member of the Board either personally, by telephone, by mail or telegram. A letter shall be deemed to be received four (4) days after it is deposited in the United States mail, postage prepaid, addressed to the last known address of the member of the Executive Committee. Notice by telegram shall be deemed received one (1) day after the telegram is sent. Attendance of a member of the Executive Committee at the meeting shall constitute a waiver of notice of such meeting, except when a member of the Executive Committee attends a

meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee need be specified in the notice of such meeting, except as provided elsewhere in these by-laws.

4.4 QUORUM

Seven members of the Executive Committee shall constitute a quorum. If a quorum shall not be present at any meeting of the Executive Committee, the members of the Executive Committee present at such meeting may adjourn the meeting from time to time without notice until a quorum shall be present.

4.5 ACTION, VOTING BY PROXY

The action of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee, unless a larger number is required by the provisions of these by-laws. A member of the Executive Committee may vote at any meeting at which a quorum is present by a proxy executed in writing by a member. No such proxy shall be valid three months after the date of its execution, and each such proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

4.6 WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Executive Committee, a waiver thereof in writing executed by a person or persons entitled to such notice, before or after the time stated therein, shall be the equivalent to the giving of notice.

ARTICLE 5 EXECUTIVE DIRECTOR

5.1 APPOINTMENT

The Executive Committee on behalf of the association may employ an Executive Director to serve as the overall administrator of the association under the terms and conditions as set forth by the committee.

5.2 AUTHORITY AND RESPONSIBILITY

If and when employed, the Executive Director shall be the chief executive of the Association responsible for all management functions. The Executive Director shall manage and direct all activities as prescribed by the Executive Committee and shall be responsible to said committee. The Executive Director shall hire staff, define staff duties, supervise their performance and establish their responsibilities as shall be in the best interest of the Association.

ARTICLE 6 LOCAL CHAPTERS

For the mutual benefit of all and to further the advancement of Association objectives, the Board in its discretion may establish local chapters in such form, upon such terms and conditions, and with such authority and responsibility as the Board shall determine, from time to time. When established, local chapter President will serve as an Ex officio member of the Board of Directors.

ARTICLE 7 MEMBERS

7.1 RIGHTS AND CLASSES

Membership in the Association is open to all persons who agree with the principles and guidelines of this Association as provided in the

Articles of Incorporation and Bylaws. There shall be three classifications of membership: General, Sustaining, and Affiliate. All are non-voting members and the right to appoint the Board of Directors and Officers of the Association is delegated to the Board of Directors. Members have full rights in the local chapters when said chapters are approved.

7.2 GENERAL MEMBERS

General membership in the Association is open to all persons who agree to abide by the By laws of this Association.

7.3 SUSTAINING MEMBERS

Sustaining Membership is open to those persons interested in a more direct relationship with the principles and purposes of the association. Sustaining Membership is limited to those persons who live or work near the Colorado River or enjoy a more direct benefit from the river.

7.4 AFFILIATE MEMBERS

Affiliate Membership is open to those organizations which share and desire to support the purposes and principles of this Association.

ARTICLE 8 AMENDMENTS

These by-laws may be amended by the Board at any meeting by a majority vote of the members present and voting, a quorum being present. Provided, however, advance notice of such proposed amendment shall be given to each member at least two (2) days in advance of such meeting.