

**AMENDED AND RESTATED BYLAWS  
OF  
THE CONNEMARA CONSERVANCY FOUNDATION  
A Trust Formed Under the Laws of Texas**

Revised March 16, 2009

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**PREAMBLE**

These bylaws are subject to, and governed by, the Texas Trust Code (the "Trust Code") and the Declaration of Trust (the "Declaration") of The Connemara Conservancy Foundation (the "Foundation"). In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Trust Code or the provisions of the Declaration, such provisions of the Trust Code or the Declaration, as the case may be, will be controlling.

**ARTICLE ONE: OFFICES**

1.01 Registered Office and Agent. The registered office and registered agent of the Foundation will be as designated from time to time by the appropriate filing by the Foundation in the office of the Secretary of State of Texas.

1.02 Other Offices. The Foundation may also have offices at such other places within the State of Texas, as the Board of Trustees may from time to time determine or the operations of the Foundation may require.

**ARTICLE TWO: TRUSTEES**

2.01 Management. The property and operations of the Foundation will be managed by the Board of Trustees, and subject to the restrictions imposed by the Trust Code, the Declaration, these bylaws, or other applicable law, the Board of Trustees may exercise all the powers of the Foundation.

2.02 Number; Election; Term; Qualifications. The number of trustees which will constitute the Board of Trustees will be not less than seven. The first Board of Trustees will consist of the number of trustees named in the Declaration. Thereafter, the number of trustees which will constitute the entire Board of Trustees will be determined by resolution of the Board of Trustees at any meeting thereof, which resolution will be filed of record in the Deed Records of Dallas County, Texas, but such number of trustees will never be less than seven. On the date these bylaws are adopted, the Board of Trustees will be divided into three classes designated as Class A, Class B and Class C, respectively, all as nearly equal in number as possible, with each trustee then in office receiving the classification that at least a majority of the Board of Trustees designates. The initial term of office of the trustees of Class A will expire at the first regular meeting of the Board of Trustees in 2000, of Class B will expire at the first regular meeting of the Board of Trustees in 1999, and of Class C will expire at the first regular meeting of the Board of Trustees in 1998, and in all cases as to each trustee until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. At the first regular meeting of the Board of Trustees of each year, beginning in 1998, each trustee elected to succeed a trustee whose term is expiring will hold his or her office until the first regular meeting of the Board of Trustees in the third year after his or her election and until his or her earlier death, resignation or removal. No trustee need be a resident of the State of Texas or a citizen of the United States.<sup>1</sup>

2.03 Changes in Number. No decrease in the number of trustees constituting the entire Board of

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<sup>1</sup> Last sentence removed: - May 2007

Trustees will have the effect of shortening the term of any incumbent trustee. Any trusteeship to be filled by reason of an increase in the number of trustees will be filled by the affirmative vote of a majority of the trustees then in office.

2.04 Removal. At any meeting of the Board of Trustees,<sup>2</sup> any trustee may be removed, with or without cause, by a vote of two-thirds of the trustees then in office.

2.05 Vacancies. Any vacancy occurring in the Board of Trustees will be filled by the affirmative vote of a majority of the remaining trustees though less than a quorum of the Board of Trustees.

2.06 Place of Meetings. The Board of Trustees may hold its meetings and may have an office and keep the books of the Foundation, except as otherwise provided by law, in such place or places within or without the State of Texas as the Board of Trustees may from time to time determine.

2.07 Regular Meetings. Regular meetings of the Board of Trustees may be held at such times and places as may be designated from time to time by the President of the Board of Trustees and communicated to all trustees; provided that the Board of Trustees will hold not less than two regular meetings per year. The President will give written notice of each regular meeting, including the time and place of such meeting, to each trustee at least ten days before such meeting.

2.09 Special Meetings: Notice. Special meetings of the Board of Trustees will be held whenever called by the President or by a majority of the Board of Trustees. The President will give written notice of each special meeting, including the time and place of such meeting, to each trustee at least ten days before such meeting. The business to be transacted at, and the purpose of, any special meeting of the Board of Trustees will be specified in the notice or waiver of notice of any special meeting.

2.10 Quorum: Majority Vote. At all meetings of the Board of Trustees, a majority of the trustees, fixed in the manner provided in these bylaws, will constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the trustees present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The act of a majority of the trustees present at a meeting at which a quorum is in attendance will be the act of the Board of Trustees, unless the act of a greater number is required by law, the Declaration, or these bylaws.

2.11 Procedure: Minutes. At meetings of the Board of Trustees, business will be transacted in such order as the Board of Trustees may determine from time to time. The President will preside at the meeting and the Secretary will act as secretary of the meeting. The Secretary will prepare minutes of each meeting and, after the minutes are ratified by the Board of Trustees, place such minutes in the minute books of the Foundation.

2.12 Presumption of Assent. A trustee who is present at any meeting of the Board of Trustees at which action on any matter is taken will be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the Secretary of the meeting before the adjournment thereof or forwards any dissent by certified or registered mail to the Secretary within two business days after the adjournment of the meeting. Such right to dissent will not apply to a trustee who voted in favor of such action.

2.13 Compensation. Trustees, in their capacity as trustees, will receive no compensation for attending meetings of the Board of Trustees or any committee thereof, but may be reimbursed for his or her reasonable expenses of attendance, if any, for attending such meetings. No trustee will be precluded from serving the Foundation in any other capacity or receiving compensation therefor.

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<sup>2</sup> Unnecessary phrase removed: "*called expressly for that purpose*" – May 2007

## ARTICLE THREE: COMMITTEES

3.01 Designation. The Board of Trustees may, by resolution adopted by a majority of the entire Board of Trustees, designate executive and other committees, including but not limited to finance, board development, fundraising, land, meadow, and outreach committees.<sup>3</sup>

3.02 Number; Qualification; Term. Each committee will consist of one or more trustees and one or more non-trustees appointed by resolution adopted by a majority of the entire Board of Trustees. The number of committee members may be increased or decreased from time to time by resolution adopted by a majority of the entire Board of Trustees. Each committee member will serve as such until the earliest of (i) his or her resignation as a committee member or as a trustee, or (ii) his or her removal as a committee member or as a trustee.

3.03 Authority. Each committee, to the extent expressly provided in the resolution establishing such committee, will have and may exercise all of the authority of the Board of Trustees in the management of the property and operations of the Foundation. Notwithstanding the foregoing, however, no committee will have the authority to:

- (i) Amend the Declaration or these bylaws;
- (ii) Buy, sell, lease, or otherwise acquire or dispose of real property of the Foundation;
- (iii) Fill vacancies in the Board of Trustees;<sup>4</sup>
- (iv) Electing or removing officers;<sup>5</sup> or
- (v) Altering or repealing any resolution of the Board of Trustees which by its terms provides that it will not be amendable or repealable.

3.04 Committee Changes: Removal. The Board of Trustees will have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.<sup>6</sup>

3.05 Meetings. Meetings of any committee may be held at such times and places as may be designated from time to time by the chair of the committee and communicated to all members thereof. The chair of each committee will give notice of each meeting, including the time and place of such meeting, to each member at least ten days before such meeting.

3.06 Quorum; Majority Vote. At meetings of any committee, a majority of the total number of members will constitute a quorum for the transaction of business. The committee chair is responsible for designating the total number of committee members.<sup>7</sup> If a quorum is not present at a meeting of any committee, a majority of the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The act of a majority of the members present at any meeting at which a quorum is in attendance will be the act of a committee, unless the act of a greater number is required by law, the Declaration, or these bylaws.

3.07 Minutes. Each committee will cause minutes of its proceedings to be prepared and will report the same to the Board of Trustees. The minutes of the proceedings of each committee will be delivered to the Secretary for placement in the minute books of the Foundation.

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<sup>3</sup> List of committees edited to reflect current active committees - May 2007

<sup>4</sup> Phrase removed: "or of any committee" – May 2007

<sup>5</sup> Phrase removed: "or committee members" – May 2007

<sup>6</sup> Last sentence removed – May 2007

<sup>7</sup> Sentences added for clarification – May 2007

3.08 Responsibility. The designation of any committee and the delegation of authority to it will not operate to relieve the Board of Trustees or any trustee of any responsibility imposed upon it or such trustee by law.

#### **ARTICLE FOUR: OFFICERS**

4.01 Number: Titles: Election: Term: Qualification. The officers of the Foundation will be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Foundation may also have such other officers, including but not limited to an Executive Director, as the Board of Trustees may from time to time elect or appoint. The Board of Trustees will elect a President, Vice President, Treasurer, and Secretary at its first meeting at which a quorum will be present before the first regular meeting of the Board of Trustees of each fiscal year of the Foundation or whenever a vacancy exists.<sup>8</sup> The Board of Trustees then, or from time to time, may also elect or appoint one or more other officers as it will deem advisable. Each officer will hold office for two years<sup>9</sup> and thereafter until his or her successor has been elected or appointed and qualified. Any person may hold any number of offices. Each officer shall be a trustee, but need not be a resident of the State of Texas or a citizen of the United States.

4.02 Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Foundation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer will not of itself create contract rights.

4.03 Vacancies Any vacancy occurring in any office of the Foundation may be filled by the Board of Trustees.

4.04 Authority. Officers will have such authority and perform such duties in the management of the Foundation as are provided in these bylaws or as may be determined by resolution of the Board of Trustees not inconsistent with these bylaws.

4.05 Compensation. The compensation, if any, of officers will be fixed from time to time by the Board of Trustees.

4.06 President. The President of the Foundation will have general management and control of the property and operations of the Foundation in the ordinary course of its business with all such powers with respect to 'such general management and control as may be reasonably incident to such responsibilities, including, but not limited to, the power to employ, discharge, or suspend employees and agents of the Foundation, to fix the compensation of employees and agents, and to suspend, with or without cause, any officer of the Foundation pending final action by the Board of Trustees with respect to continued suspension, removal, or reinstatement of such officer. The President may agree upon and execute all deeds, division and transfer orders, bonds, contracts, and other obligations in the name of the Foundation, provided that the written approval of the Board of Trustees will be required with respect to (a) any transaction involving the assignment, sale, purchase, transfer or encumbrance of real property by or to the Foundation, or (b) the expenditure of more than \$500 in any single transaction that was not provided for in the budget approved by the Board of Trustees for the Foundation's then-current fiscal year.

4.07 Vice Presidents. Each Vice President will have such powers and duties as may be prescribed by the Board of Trustees or as may be delegated from time to time by the President, and (in the order as designated by the Board of Trustees, or in the absence of such designation, as determined by the length of time each has held the office of Vice President continuously) will exercise the powers of the President

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<sup>8</sup> Adjusted to elect officers before the new fiscal year – May 2007

<sup>9</sup> Term changed to two years – May 2007

during that officer's absence or inability to act. As between the Foundation and third parties, any action taken by a Vice President in the performance of the duties of the President will be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

4.08 Treasurer. The Treasurer will have custody of the Foundation's funds and securities, will keep full and accurate accounts of receipts and disbursements, and will deposit all moneys and valuable effects in the name and to the credit of the Foundation in such depository or depositories as may be designated by the Board of Trustees. The Treasurer will audit all payrolls and vouchers of the Foundation, receive, audit, and consolidate all operating and financial statements of the Foundation and its various departments, will supervise the accounting and auditing practices of the Foundation, and will have charge of matters relating to taxation. Additionally, the Treasurer will have the power to endorse for deposit, collection, or otherwise all checks, drafts, notes, bills of exchange, and other commercial paper payable to the Foundation and to give proper receipts and discharges for all payments to the Foundation. The Treasurer will perform such other duties as may be prescribed by the Board of Trustees or as may be delegated from time to time by the President.

4.09 Secretary. The Secretary will maintain minutes of all meetings of the Board of Trustees and of any committee thereof or written consents in lieu of such minutes in the Foundation's minute books, and will cause notice of such meetings to be given when requested by any person-authorized to call such meetings. The Secretary may sign with the President, in the name of the Foundation, all contracts of the Foundation and affix the seal of the Foundation thereto. The Secretary will have charge of such books and papers as the Board of Trustees may direct, all of which will at all reasonable times be open to inspection by any trustee at the office of the Foundation during business hours. The Secretary will perform such other duties as may be prescribed by the Board of Trustees or as may be delegated from time to time by the President.

## **ARTICLE FIVE: GENERAL PROVISIONS RELATING TO MEETINGS**

5.01 Notice. Whenever notice is required to be given to any trustee or committee member, it will be given (a) in person, (b) in writing, by facsimile, electronic mail or postage prepaid U.S. mail addressed to such person, at his or her address as it appears on the books of the Foundation, or (c) by any other method permitted by law. Notices will be deemed to be delivered and given five days after the day when the notice is transmitted or deposited in the United States mail as provided above.

5.02 Waiver of Notice. Whenever by law, the Declaration, or these bylaws, notice is required to be given to any trustee or committee member, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time notice should have been given, will be equivalent to the giving of such notice. Attendance of a trustee or committee member at a meeting will constitute a waiver of notice of such meeting, except where such person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.03 Telephone and Similar Meetings. Trustees or committee members may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other. Participation in such a meeting will constitute presence in person at such meeting, except where a person participates in the 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.

5.04 Action Without Meeting. Any action which may be taken, or is required by law, the Declaration, or these bylaws to be taken, at a meeting of the trustees or any committee members may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by all of the trustees or committee members, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent will have the same force and effect, as of the date stated therein, as a unanimous vote of such trustees or committee members, as the case may be. The consent may be in one or more counterparts so long as each trustee or committee member signs one of the counterparts. The signed consent will be placed in the minute books of the Foundation.

## ARTICLE SIX: MISCELLANEOUS PROVISIONS

6.01 Reserves. The Board of Trustees may create out of funds of the Foundation legally available therefor such reserve or reserves out of the Foundation's surplus as the Board of Trustees from time to time, in its discretion, considers proper to provide for contingencies, to repair or maintain any property' of the Foundation, or for such other purpose as the Board of Trustees will consider beneficial to the Foundation. The Board of Trustees may modify or abolish any such reserve.

6.02 Operating Funds Reserve: The Foundation will maintain an Operating Budget reserve of a minimum of three months expenses commiserate with that year's annual budget. If Connemara expenses drop below the three month operating reserve, the Board of Trustees will adopt a short-term emergency fundraising plan to be developed in joint coordination between the Finance and Philanthropy Strategy Committees of the Board.

6.03 Operating Account Reimbursement from Temporarily Restricted Account: The Foundation may use funds from the Temporarily Restricted Account to reimburse the Operating Account for activity on currently protected properties for purposes of on-going easement protection and defense. Approved staff time over eight hours or contractor expenditures include: annual monitoring, assisting a landowner exercise reserved rights, mitigating a potential violation, defending an easement or fee land against a violation, educating successor landowners, and any other activity approved by the Board. Direct expenditures such as mileage and supplies may also be reimbursed if related to easement protection and defense. Expenses for annual monitoring do not need Finance or Board approval. Other reimbursement expenses require approval by the Finance Committee as well as documentation of the reimbursement in the Finance Committee board report for board meetings. Reimbursement over \$1,000 in aggregate requires approval of the Board.

6.04 Books and Records. The Foundation will keep at its principal office correct and complete books and records of account, minutes of the proceedings of its Board of Trustees and any committee thereof, and the names and addresses of trustees.

6.05 Fiscal Year. The fiscal year of the Foundation will be fixed by the Board of Trustees; provided, that if such fiscal year is not fixed by the Board of Trustees and"the Board of Trustees does not defer its determination of the fiscal year, the fiscal year will be the calendar year.

6.06 Attestation by the Secretary. With respect to any deed, deed of trust, mortgage, or other instrument executed by the Foundation through its duly authorized officer or officers, the attestation to such execution by the Secretary of the Foundation will not be necessary to constitute such deed, deed of trust, mortgage, or other instrument a valid and binding obligation against the Foundation unless the resolutions, if any, of the Board of Trustees authorizing such execution expressly state that such attestation is necessary.

6.07 Resignation. Any trustee, committee member, officer, or agent may resign by so stating at any meeting of the Board of Trustees or by giving written notice to the Board of Trustees, the President, or the Secretary. Such resignation will take effect at the time specified in the statement at the Board of Trustees' meeting or in the written notice, but in no event may the effective time of such resignation be prior to the time such statement is made or such notice is given. If no effective time is specified in the resignation, the resignation will be effective immediately. Unless a resignation specifies otherwise, it will be effective without being accepted.

6.08 Securities. The President or any Vice President of the Foundation will have the power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of an issuer which may be held or owned by the Foundation and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.

6.09 Amendment of Bylaws. The power to amend or repeal these bylaws or to adopt new bylaws is vested in the Board of Trustees, but is subject to the restrictions imposed by the Declaration, the Trust Code and other applicable law.

6.10 Invalid Provisions. If any part of these bylaws is held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, will remain valid and operative.

The Secretary of the Foundation, hereby certifies that the foregoing bylaws were amended and adopted by the Board of Trustees of the Foundation in a Board of Trustees meeting held on January 21, 2009.

Roslyn Miller, Secretary