

BYLAWS OF THE COASTAL BEND WILDLIFE HABITAT EDUCATION PROGRAM

ARTICLE I. NAME, PURPOSE AND OFFICES

1.01 Name.

The name of this non profit corporation shall be the Coastal Bend Wildlife Habitat Education Program organized under the Texas Non Profit Corporation Act.

The Coastal Bend Wildlife Habitat Education Program will operate under the name Wildlife in Focus (hereafter referred to as the Photo Contest).

1.02 Purpose.

The mission of the Photo Contest is to promote wildlife & habitat conservation in Texas.

The Photo Contest will use four programs to achieve this mission, **Wildlife Photo Contest, Wildlife In Focus Book, Kritters 4 Kids, and the Wildlife In Focus Benefactor's Photo Exhibit.** Each of these programs has its own goals.

Wildlife Photo Contest was created to educate the general public and landowners about the rich and diverse wildlife of the Coastal Bend through photography. Sponsor funded prize money is awarded during each contest to attract talented wildlife photographers and local landowners who share equally in the winnings. The Photo Contest encourages landowners to protect habitat by providing a rewarding experience participating in the Photo Contest. The contest is open to any landowner within the designated service area surrounding Corpus Christi, Texas.

Wildlife In Focus is a one of a kind photography book of the photos from our Wildlife Photo Contest. The books capture an intimate and artistic view of the Coastal Bend Wildlife as seen thru the eyes of the landowner and photographer.

Kritters 4 Kids is a schools education program, which combines our photography book with an activity guide that meets the Texas Education standardized testing requirements for students. The curriculum educates our children about Coastal Bend ecosystems and the threat of urbanization.

Wildlife In Focus Benefactor's Photo Exhibit is a museum quality traveling exhibit showcasing the winning images of the most recent photo contest and our proud sponsors. The exhibit travels throughout our designated service area in Texas. It is free of charge, and serviced through the help of numerous volunteers of the Photo Contest.

1.03 Principal office.

The principal office of the Photo Contest shall be within Nueces County, Texas. The Photo Contest may have other such offices or places of business, either within or

outside the State of Texas, as the business of the Photo Contest may require and as the Board of Directors may establish.

1.04 Registered Office and Registered Agent.

The Photo Contest shall comply with the requirements of the Texas Non Profit Corporation Act and maintain a registered office and registered agent in Texas. The registered office of the Photo Contest need not be identical to its principal office. The registered office and registered agent may be changed by the Board of Directors in compliance with the provisions of the law.

ARTICLE II. MEMBERS AND TRUSTEES

2.01 Members.

Members shall be individuals or organizations interested in supporting the Photo Contest and its mission and goals. Any applicant may be denied membership, or ousted after membership has been established, by a vote of at least two thirds (2/3) of the members of the Board of Directors who are present and voting.

2.02 Honorary Trustees.

The Board of Directors may elect one or more Honorary Trustees in recognition of distinguished support and efforts on behalf of wildlife and habitat conservation of the Coastal Bend of Texas. Honorary Trustees shall have all the rights, privileges and duties of members. The term of office shall be determined by the Board of Directors.

2.03 Advisory Board Members.

The Board of Directors may elect one or more Advisory Members from various government agencies, academic institutions, or other individuals with particular expertise. Advisory Members shall have all the rights, privileges and duties of members. The term of office shall be determined by the Board of Directors.

2.04 Ex-Officio Trustees.

Ex-Officio Trustees are Trustees by virtue of holding the office designated below. Ex-Officio Trustees shall have all the rights, privileges and duties of members. Each Ex-Officio Trustee shall be a Trustee only as long as he or she holds one of the following designated offices:

United States Senator from Texas

United States Representative whose Congressional District includes all or part of the program area of the Photo Contest

Texas State Senator whose District includes all or part of the program area of the Photo Contest

Texas State Representative whose District includes all or part of the program area of the Photo Contest

County Judge of a county within the program area of the Photo Contest

Mayor of a city or town within the program area of the Photo Contest as shall be decided by the Board of Directors.

ARTICLE III. DIRECTORS

3.01 Members for Purposes of Corporate Law.

The Directors of the Photo Contest shall be members in good standing with the Photo Contest.

3.02 General Powers.

The business and affairs of the Photo Contest shall be managed under the direction of its Board of Directors which shall have all lawful powers necessary or appropriate to accomplish its purposes. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors shall determine the policies of the Photo Contest, and exercise all the powers of a non-profit corporation under the Texas Non Profit Corporation Act. Such Powers may include, but are not limited to, retaining and setting appropriate compensation for an Executive Director and other staff as may be necessary. The Board of Directors may delegate to officers, committees and members of the Photo Contest other powers and duties, in addition to those specifically provided in these Bylaws.

3.03 Board of Directors.

The Board of Directors shall consist of the Officers and Directors-at-Large, all of whom may vote on all matters. Members of the Board of Directors are herein collectively referred to as Directors. There shall be at least 5 but not more than 25 Directors. The exact number of Directors shall be established by the Board of Directors.

3.04 Terms of Office.

Directors shall have two-year terms of office. Terms of office shall commence on January 1 of the year following the election, and terminate on December 31 of the next year.

Directors normally shall serve 3 consecutive full terms; however, at the discretion of the majority of the board a Director can be invited to serve additional terms. After an absence from the Board of Directors of at least one year, a former Director may be re-elected to the Board.

3.05 Removal, Vacancies and Elections.

- .1 Removal** At any regular or special meeting called for the purpose, any Director or Trustee may, by vote of two thirds of the Directors, be removed from office, with or without cause, and another person may be elected in the place of the person so removed to serve for the unexpired portion of the term. Any Director or Trustee subject to such removal shall be so notified and shall be entitled to appear before and be heard by the Board of Directors.
- .2 Vacancies** Any vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors present at a meeting of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term.

- .3 Elections** The Board of Directors shall elect the replacements for all outgoing Directors and any new Director positions the Board of Directors chooses to create. Such elections will be held at the annual meeting of the Board of Directors.

Director candidates shall be nominated by the Nominating Committee. The Nominating Committee shall present its recommendations in writing to the Board of Directors at least thirty days before the election. Director candidates may also be nominated by any Director, if the nomination is supported by the majority of the Board of Directors and such nomination is presented to the Board of Directors at least twenty days before the election.

Each candidate receiving an affirmative majority vote of the Directors shall be elected to the Board of Directors.

3.06 Meetings of the Board of Directors.

- .1 General** The meetings of the Board of Directors shall be open to all Directors and Members.
- .2 Regular Meetings of the Board of Directors** A regular annual meeting of the Board of Directors shall be held once a year at a time and place to be determined by the Board of Directors. Other regular meetings shall be held on such dates and at such times as may be designated by the Chair of the Board, the Executive Committee, or the Board of Directors. The Board may adopt such rules as it deems appropriate to facilitate the conduct of the meetings.
- .3 Special Meetings of the Board of Directors** Special meetings of the Board of Directors may be called by the Secretary at the direction of the President, a majority of the Executive Committee, or one third of the Board of Directors.
- .4 Notice** Notice of the place, day, and hour of every regular meeting shall be given to each member not later than ten days before the date of the meeting:
- a. By notice in writing, mailed postage prepaid, and addressed to the member's last known post office address according to the records of the Photo Contest; or
 - b. By personal, telephonic or electronic notification; or
 - c. By notice in writing, delivered to the member's residence or usual place of business.

Notice of the place, day and hour of any special meeting shall be given at least five days before any such meeting by any of the methods prescribed for notice of regular meetings.

Attendance of a member at a regular or special meeting shall constitute a waiver of notice of such meeting, except where a member 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.

.5 Quorum A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting of the Board of Directors.

Members of the Board of Directors may participate in a meeting of the Board of Directors by a conference telephone call or other communication system in which all participants can hear each other simultaneously. Members so participating shall be considered present and be counted toward the quorum requirement and may vote.

Members may delegate their vote to another Director or to a member by written proxy. Members who have delegated their vote by written proxy shall be considered present and be counted toward the quorum requirement and their vote shall be counted.

Except as otherwise provided in these Bylaws, the action of a majority of the voting board members present at any meeting at which a quorum is present shall be the action of the Board of Directors.

3.07 Conflict of Interest

Any Director with a direct or indirect financial interest in any contract or transaction with the Corporation must disclose this conflict. The Director in question may participate in Board discussions pertaining to such contract or transaction but may not vote on the approval of the contract or transaction.

3.08 Compensation.

Directors and members shall receive no fee or compensation for their attendance at any regular or special meeting of the Board of Directors, but nothing herein shall be construed to preclude any Director or member from serving the corporation in any other capacity and receiving compensation therefore. Furthermore, by resolution of the Board of Directors, Directors and Trustees may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Photo Contest.

3.09 Informal Action by Directors.

Any action of the Board of Directors may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by two thirds of the Directors.

3.10 Indemnity.

The Directors comprising the Board of Directors of the Photo Contest shall not be liable to the Photo Contest, or its members for monetary or any other damages for an act or omission done by a Director in the Director's capacity as member of the Board of Directors, and the Photo Contest shall indemnify, defend, and protect each Director accordingly. This section shall not eliminate or limit the liability of a Director for:

- a. A breach of a Director's duty of loyalty to the Photo Contest; or
- b. An act or omission not done in good faith, or an act or omission that involves intentional misconduct, or a knowing violation of law; or
- c. A transaction from which a Director received an improper benefit to the detriment of the Photo Contest, whether or not the benefit resulted from an action taken within the scope of the Director's office; or

- d. An act or omission for which the liability of a Director is expressly provided for by statute.

3.11 Duties and Liability of Board of Directors.

The Directors shall exercise ordinary business judgment in managing the affairs of the Photo Contest. The Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Photo Contest. The Board of Directors shall not take any action that they reasonably believe to be opposed to the Photo Contest's best interests. A Director may abstain from voting for personal, business, or any reason.

ARTICLE IV. OFFICERS

4.01 In General.

The officers of the Photo Contest shall consist of a President, Treasurer and Secretary; at the discretion of the board a Vice President and such other officers as may be elected in accordance with the provisions of this Article.

The officers shall be elected by the Board of Directors from its continuing and newly elected members at the annual meeting. Officers' terms of office shall commence on January 1 of the year following the election, and terminate on December 31 of the same year. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.02 President.

The President shall be the Chair of the Board of Directors and Executive Committee, and shall have such other duties as the Board of Directors assigns. The President shall have all powers ordinarily exercised by the chairman of the board of directors of a corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee.

The President shall have authority to execute, with the Secretary or any other property officer of the corporation authorized by the Board of Directors, all deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws or by statute to some other officer or agent of the corporation. The President shall direct the activities of the Wildlife Photo Contest and its programs including its staff, if any, and shall have other such duties as the Board of Directors assigns.

4.03 Vice President.

In the absence of the President, or in the event of the President's inability to act, the Vice President- Wildlife Photo Contest shall perform the duties of the President, and when so acting shall exercise all the powers of the President. .

4.04 Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate records; and shall in general perform all duties incident to the office of Secretary and other duties assigned by the Board of Directors.

4.05 Treasurer.

The Treasurer shall have custody of and be responsible for all funds and securities of the Trust; receive, monitor and give receipts for all monies pertaining to the Photo Contest; approve all deposits and all such monies in the name of the Photo Contest; and shall in general perform all duties incident to the office of Treasurer and/or other duties assigned by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of this surety shall be borne by the Photo Contest.

4.06 Compensation.

Officers shall receive no compensation for their services, but, by resolution of the Board of Directors, may be allowed reimbursement for their expenses reasonably incurred on behalf of the Photo Contest.

4.07 Removal.

The Board of Directors shall have the power to remove any officer, with or without cause, at any regular or special meeting when in the Board's judgment the best interests of the Photo Contest, will be served thereby. Any officer subject to such removal shall be so notified and shall be entitled to appear before and be heard by the Board of Directors.

4.08 Vacancies and Elections.

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

ARTICLE V. COMMITTEES

5.01 Executive Committee.

The Executive Committee shall be elected by the Board of Directors and shall consist of the officers, e.g., the President, Vice President, Secretary, and Treasurer.

Absent specific direction of the Board of Directors, the Executive Committee shall have the authority granted to the Board of Directors in these Bylaws, including the authority to determine the policies of the Photo Contest, and to manage the business and affairs of the Photo Contest. Any action approved by a majority of the Executive Committee shall be effective as an action of the Board of Directors, except that the Executive Committee shall not have the authority to:

- a. Amend, alter, or repeal the Bylaws;

- b. Appoint a Director or Member to a regular term or to fill a vacancy or remove any Director or Member from office.
- c. Appoint a Director or Member to the Executive Committee.
- d. Purchase, accept, sell, or relinquish any interest in real property.

Exigent administrative or legal proceedings must be approved by two thirds of the members of the Executive Committee, who are present and voting. At least three of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

The Executive Committee members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if Executive Committee members leave the meeting, 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 Executive Committee members required to constitute a quorum.

The Executive Committee shall meet upon the call of its Chair or upon the call of a majority of the members of the Executive Committee. At each regular or special meeting of the Board of Directors, the Executive Committee shall report to the Board of Directors all actions taken since the last Board of Directors' meeting.

5.02 Nominating Committee and Election of Members.

The Nominating Committee shall be composed of five members of the Board of Directors appointed by the Executive Committee. The Nominating Committee shall nominate Directors, Delegate and Advisory Trustees, and Officers.

5.03 Other Committees.

The Executive Committee may appoint other committees to perform the activities necessary to pursue the goals of the Trust.

5.04 Term of Office.

Each member of every committee shall continue in office at the discretion of the Executive Committee.

5.05 Committee Chair.

Each committee shall be chaired by a member or trustee appointed by the Executive Committee.

5.06 Quorum.

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.

5.07 Rules.

Each Committee may adopt rules for its own government consistent with the Article of Incorporation, with these Bylaws, with rules adopted by the Board of Directors, and with any applicable law of the State of Texas.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS, GIFTS, AND REAL PROPERTY

6.01 Contracts.

The Board of Directors may, by simple majority vote, authorize in writing any officer(s) or agents(s) of the Photo Contest, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Photo Contest, except for contracts and instruments pertaining to real property. Such authority may be general or confined to specific instances.

6.02 Checks, Drafts, Etc.

The procedures for issuing checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of or regarding the Photo Contest shall be determined by the Board of Directors.

6.03 Deposits.

All funds of the Photo Contest shall be deposited to the credit of the Photo Contest, in such banks or other depositories as the Board of Directors may select.

6.04 Gifts

The Board of Directors may accept on behalf of the Photo Contest, by simple majority vote, any contribution, gift, bequest, or devise for the general purposes, goals, or for any special purpose of the Photo Contest, except for gifts of interest in real property. Acceptance of gifts of interest in real property shall be consistent with the requirements of paragraph 6.05.

6.05 Real Property

The Board of Directors may, by a vote of two thirds of the members of the Board of Directors present at a regular or general meeting called for the purpose, authorize in writing any officer(s) or agents(s) of the Photo Contest, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Photo Contest to purchase, accept, sell, or relinquish any interest in real property.

ARTICLE VII. BOOKS AND RECORDS

The Photo Contest, shall keep correct and complete books and records, and shall keep minutes of all proceedings by the Board of Directors. Committees acting by the authority of the Board of Directors shall keep their own minutes. A record of the names and addresses of the Directors and Trustees entitled to vote shall be kept at the registered and principal office of the Photo Contest.

ARTICLE VIII. POSITIONS OF THE TRUST

No individual director, trustee, officer, member, or committee of the Photo Contest may make a public statement or take a position before the Federal Government, State of Texas, local government, or Federal, State, or local government agency,

media, or other entity on behalf of the Photo Contest unless authorized to do so by a vote of two-thirds (2/3) of the Board of Directors.

ARTICLE IX. PROGRAMS OF THE Photo Contest

9.01 Photo Contest Program.

The Photo Contest shall conduct a photography competition consistent with the mission of the Photo Contest. The geographic area of this program shall be conducted in the Texas of the counties agreed upon by the Board of Directors. The rules and policies of the Photo Contest Program shall be established by the Board of Directors.

9.02 Other Programs

The Photo Contest shall establish other programs consistent with the mission of the Photo Contest at the discretion of the Board of Directors. The rules and policies of other programs of the Photo Contest shall be established by the Board of Directors.

9.03 Program Revenues and Expenses

Revenues generated and expenses incurred by each of the programs of the Photo Contest shall be accrued to each program respectively. Each program shall be responsible, on an equal basis, for the administrative costs of the Photo Contest.

At any regular or special meeting of the Board of Directors called for the purpose, assets and liabilities, including cash, may be transferred among the programs by a vote of two thirds of the Directors.

ARTICLE X. FISCAL YEAR

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

ARTICLE XI. BYLAWS

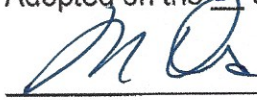
These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a two thirds vote of the Directors present at any regular meeting or special meeting called for that purpose. These Bylaws shall not be altered, amended, or repealed, nor shall new Bylaws be adopted at any regular or special meeting, unless the notice of such meeting includes an explanation and notice of the proposed altering, amending or repealing of these Bylaws.

ARTICLE XII. DISSOLUTION


Upon dissolution of the Photo Contest, its assets, both real and personal, shall, after all just debts have been paid, be dedicated to an appropriate public agency or such other organization which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereinafter may be amended.

These Bylaws shall go into effect upon adoption by the Board of Directors.

Adopted on the 13 day of May 2013, Corpus Christi, Texas.



President



Vice President



Secretary



Treasurer