

AMENDED BY-LAWS
OF
WILLIAMSON COUNTY CONSERVATION FOUNDATION, INC.

These Amended By-laws are recommended and adopted by the Board of Directors in a duly called meeting, held on the 8th day of April, 2009, and then subsequently approved by the Williamson County Commissioner's Court on the _____ day of _____, 20__ in accordance with bylaws in effect as of that date, being those bylaws adopted on the 8th day of October, 2002.

ARTICLE I
NAME

Section 1. The name of this corporation is WILLIAMSON COUNTY CONSERVATION FOUNDATION, INC.

Section 2. The location of its registered office shall be 350 Discovery Boulevard, Suite 207, Cedar Park, Texas 78613 and the principal place of its business shall be the same, until any change in such location shall be executed by the Board of Directors of the corporation. The name of its registered agent located at the registered office is Gary D. Boyd. Alternative the registered agent shall be the President of the Williamson County Conservation Foundation, Inc.(henceforth "WCCF"), or in his absence the ~~Vice-president~~Vice-President of WCCF.

Section 3. The corporation shall have no members.

ARTICLE II
DIRECTORS

Section 1. The Directors of the WCCF shall be appointed by the Williamson County Commissioners Court and the Court shall appoint two members of the Court to serve as Directors. The remaining Directors shall reside in Williamson County and shall be nominated and appointed by the Commissioner's Court. As much as possible, Directors shall be selected from various different areas of the county. The Directors serve at the pleasure of the commissioner's court.

Section 2. The Directors of this corporation shall have the general management of the business and affairs of the corporation. The Directors may act only as a board, and an individual Director has no such power as such. All corporate powers of the corporation will be exercised by the Board of Directors or under its authority, and the business and affairs of the corporation will be controlled by the Board of Directors, subject, however, to limitations that are imposed by law, the Articles of Incorporation, or these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the corporation to transact the general business, or any special business, of the corporation, and may give powers of attorney to agents of the corporation to transact any special business requiring that authorization.

Section 3. The corporation shall have not less than five directors. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease may have the effect of shortening the term of any incumbent Director. As of the date of the adoption of these bylaws the number of Directors shall be seven. Any vacancy on the board shall be filled by the Commissioner's Court to serve the unexpired term of the previously appointed director.

Section 4. A majority of the Directors qualified and acting including at least one directed who is a member of the Commissioners Court shall constitute a quorum.

Section 5. At the meeting next following the adoption of these bylaws the directors shall be divided by class by a drawing of lots such that terms of Directors are staggered thus: three with a one year term, four with a term of two years. Subsequently, all Directors will be appointed for two year terms. Each Director shall serve from his/her appointment for the period so designated by class and will hold office until their respective successors are elected, or until their death, resignation, or removal. Directors may be appointed by the Court for multiple terms.

Section 6. At the meeting next following the adoption of these bylaws, and an annual date thereafter, the Board of Directors shall elect from their number their officers for the following year; except, the presiding officer of the Board of Directors shall be also an elected member of the Court. Other officers may be elected as appropriate. The position of Secretary for the Board of Directors may be filled by a member of the Staff of WCCF or of the County to serve the duties and responsibilities of that position but shall have no vote in the business of the Board of Directors. For the purpose of electing each officer, each Director shall be entitled to one vote. Such meeting of the Board of Directors and any business of the corporation may be transacted thereat.

Section 7. The Board of Directors of this corporation may hold Special Meetings at any time, for any purpose. The President of the corporation or, if the President is absent or unable or refuses to act, by any Vice President or any two Directors. Notice of such special Meetings so called shall be given by the Secretary in either or by a combination of the following methods, to-wit:

(a) Actual notice in person or by telephone to each Director of the date set for the meeting.

(b) Notice by mail, email, or facsimile (FAX) sent to each Director in time in regular course of business to reach each respective Director at least two business days in advance of the meeting. In case of written, facsimile or telegraphic notices, the same shall be sufficient if sent charges prepaid to the last address known to the Secretary as shown by the records of the corporation of each respective Director.

(c) Notice of the meetings of the Board of Directors shall be provided to the Officers of Williamson County in a manner consistent with the requirements of the Open Meetings Act.

Section 8. Any vacancy occurring in the Board of Directors will be filled by the Commissioner's Court. A Director appointed to fill a vacancy shall be appointed until the term of the previously appointed Director expires.

Section 9. The President of the corporation shall act as Chairman of all Meetings of the Board of Directors, and in his/her absence the ~~Vice-president~~Vice-President shall preside. In the absence

of the President and ~~Vice-president~~Vice-President those present at any meeting of the Board of Directors shall organize by the election of a Chairman Pro Tem. The secretary of the corporation shall attend all Meetings of the Board of Directors and act as Secretary thereof. If the secretary is unable to attend, a secretary for the meeting shall be selected by the Chairman or other presiding officer.

Section 10. The entire Board of Directors or any individual Director may be removed from office with or without cause by a majority vote of the Commissioner's Court.

Section 11. Meetings of the Board of Directors shall be held in Williamson County at a place readily accessible to the public or at a place that may be designated from time to time by resolution of the Board.

Section 12. Regular meetings of the Board of Directors will be held beginning no later than one month after the adoption of these bylaws. An annual meeting, which may be scheduled during the same date as a regularly scheduled meeting, shall be held annually beginning no later than one year from the date of the adoption of these bylaws by the Board of Directors, or at other time as the Directors may determine and annually thereafter.

Section 13. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. The Secretary shall keep, distribute and maintain a record of meetings under this section.

Section 16. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting. Attendance by a Director at a meeting will constitute a waiver of notice of the meeting, unless the express purpose for the attendance is to present the objection that the meeting is not lawfully called or convened.

ARTICLE III **OFFICERS AND THEIR DUTIES**

Section 1. The officers of this corporation shall be a President, ~~Vice-president~~Vice-President and Secretary and other officers as may be appropriate. No person shall hold more than one office. The Secretary may be elected as per Article II Section 6 and shall have no vote.

Section 2. The term of office of each officer shall be one year from his her election, but each officer shall serve until his successor shall have been duly elected, unless that officer is no longer a member of the board of directors.

Section 3. The Board of Directors at its annual meeting shall choose and elect from its number the President, ~~Vice-president~~Vice-President, Secretary and other officers as may be appropriate.

Each officer of the corporation shall be a member of the Board of Directors except as provided in Article II Section 6.

Section 4. The officers of the corporation will have the rights, powers, duties and privileges generally ascribed to the respective offices, and additional authority or duty as may from time to time be established by the Board of Directors.

Section 5. The Board of Directors may, in its discretion, authorize any officer or officers, or other person or persons, to execute and corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law. The execution or signature will be binding on the corporation.

ARTICLE IV **BOOKS, RECORDS, CHECKS AND DRAFTS**

Section 1. All books and records provided for by stature will be open to inspection of the Directors from time to time and to the extent expressly provided by stature, and not otherwise. The Directors may examine the books and records at all reasonable times for any purpose reasonably related to their service as Directors. The general books, records and share certificate books of this corporation shall be kept at its registered office.

Section 2. All checks or drafts of this corporation shall be endorsed, signed or executed by the President and Secretary in such manner as the Board of Directors may from time to time provide. All notes, bonds or other negotiable instruments or obligations of this corporation shall be endorsed, signed or executed by the ~~p~~President, or in such manner as the Board of Directors may from time to time provide.

ARTICLE V **AMENDMENTS**

Section 1. The Board may amend, revise or repeal these Bylaws, or to adopt new bylaws, subject to the approval of the Commissioners Court.

Section 2. The Board shall review annually these Bylaws and such review shall be noted in the records of the annual meeting of the Corporation.

Adopted by the Board of Directors at a meeting duly held for this purpose on

By:

Board President

Attest:

Secretary

