

**BYLAWS OF
COMPADRES DEL RANCHO GRANDE**

Article I
The Corporation

1.1. Name. The name of the Corporation is Compadres del Rancho Grande.

1.2. Offices. The principal office of the corporation shall be located in the City of Marfa, County of Presidio, Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine.

1.3 Purpose s. The Corporation is organized and will be operated exclusively and specifically for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall receive, solicit, administer and disburse gifts, grants, bequests and other conveyances of real and personal property for the benefit of the operation and maintenance of Big Bend State Parks (the Parks). The Corporation shall provide information regarding the Parks to the public, shall assist in the conservation of the Parks, and shall take such other actions as may be determined by the Corporation's Board of Directors to be in the interest of the Parks. In no event shall the Corporation carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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Article II
Mission

Compadres del Rancho Grande provides advocacy, opportunities and resources to support and sustain Big Bend Ranch State Parks, to enhance visitor experiences, and to educate the public on the wonders of the Parks and the importance of the natural and cultural resources of the Parks.

Article III
Board of Directors

3.1 General Powers. The affairs of the Corporation shall be managed by, and the control and disposition of its properties and funds shall be vested in, the Board of Directors.

3.2 Number and Qualifications. The number of Directors which shall constitute the

whole Board of Directors shall be nine (9), or such other number not more than twenty-one (21) as determined by the Board of Directors. The size of the Board of Directors may be changed by the affirmative vote of a majority of the members of the Board of Directors. Directors need not be residents of the State of Texas.

3.3 Terms of Office. The term of office for a Director shall be three years. The terms shall be staggered such that approximately one-third of the terms expire each year. The terms of office shall commence and expire at the conclusion of the annual meeting.

3.4 Election to the Board of Directors. The Board of Directors shall be a self-perpetuating body. Directors shall be elected at, or in conjunction with, the annual meeting. Election shall be by the affirmative vote of a majority of the members of the Board of Directors voting on the proposition. Any Director whose term of office has expired may be elected to succeed himself or herself.

3.5 Vacancies. Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the members of the Board of Directors present and voting at a meeting called for that purpose or at the annual meeting. The election shall be for the remainder of the term of the former occupant. Upon a resignation of a member of the Board of Directors, the resigning member shall continue to hold office until his or her successor is elected.

3.6 Initial Board. The terms of the initial members of the Board of Directors shall be determined by the Board of Directors so that the terms are staggered as prescribed by Section 3.3.

3.7 Removal. Subject to applicable state law, any one or more Directors may be removed by the affirmative majority vote of a majority of the members of the Board of Directors, either with or without cause, at a meeting of the Board of Directors called for that purpose, including the annual meeting.

3.8 Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas. The annual meeting must be held in the Trans-Pecos area of West Texas, and shall be held at the Parks when appropriate.

3.9 Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the President or Board of Directors. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of any two Directors. Meetings, other than the annual meeting, may be by telephone conference or similar communications equipment so long as all persons participating in the meeting can hear each other.

3.1 Notice of Meetings. Notice of regular meetings shall be given by written notice delivered personally or by mail, or by e-mail to each member of the Board of Directors.

Notice of a regular meeting shall be given to each Director not less than twenty (20) days before the meeting. Notice of a special meeting shall be given to each Director not less than five (5) days before the meeting. Each Director shall be responsible for keeping a current address, telephone number and e-mail address on file with the Corporation.

3.11. Quorum. “One director less than half of the Board of Directors, but not fewer than **five** shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, a majority of the Directors present may adjourn the meeting from time to time without further written notice”

3.12. Conduct of Business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be an act of the Board of Directors.

2.13. Voting over the Internet. The Board of Directors, or the President, may allow voting by members of the Board of Directors on Corporation business, including the election of Directors and Officers, using the Internet when permitted by law. Such voting, if permitted, may occur after a board meeting.

3.14 Committees. The Board of Directors, or the President, may from time to time designate one or more committees, and name the persons to serve on each committee. Membership on such committees is not limited to members of the Board of Directors. The President shall designate the chairman of each committee. Each member of a committee shall continue as such until the next annual meeting of the Corporation and until a successor is appointed, unless sooner removed by the Board of Directors or the committee is terminated. The Board of Directors, or the President, may create a nominating committee for the purpose of proposing persons for expiring positions, vacancies, or new positions on the Board of Directors.

Article IV GENERAL MEMBERSHIP

4.1 Members. To be eligible as a member of Compadres del Rancho Grande, an individual, corporation, partnership or association must support the mission of this organization.

4.2 Membership Cards. The Board of Directors may provide for the issuance of a membership card to each member of Compadres del Rancho Grande.

4.3 Dues. The Board of Directors may, from time to time, establish the dues to be paid for membership in the Compadres del Rancho Grande and the duration of membership. Each Director shall be a member of Compadres del Rancho Grande and pay dues as a member of that organization.

4.4 Classes of Members. The Board of Directors may, from time to time, establish different classes of membership, including a Council.

4.5 Annual Meeting. The Board of Directors may provide for the general membership of Compadres del Rancho Grande to attend the annual meeting, or other regular meetings, and for notice to the membership of such meetings. Members of Compadres del Rancho Grande shall receive notice of such meetings as determined by the Board of Directors.

4.6 Member Information. The Board of Directors shall provide for the distribution of information to the membership about the Parks, events affecting the Parks, and business of the Corporation.

Article V OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, one (or more) Vice Presidents, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person except the offices of President and Secretary. The Secretary and Treasurer need not be Directors of the Corporation.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors. Election shall be by a majority of members present and voting on the proposition. There is no limit on the number of terms to which a director may be elected as an officer. Each officer shall hold office until the next annual election of officers; provided, however, the Board of Directors may elect or change officers of the Corporation at any meeting called for that purpose.

5.3 Vacancies. A vacancy in any office because of death, resignation or other reason may be filled by the Board of Directors for the unexpired portion of the term.

5.4 President. The President shall be the principal executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. The President may sign with the Secretary or any other proper officers of the Corporation authorized by the Board of Directors any deeds, contracts or other instruments which the Board of Directors has authorized to be executed. The President is a member ex officio of all committees.

5.5 Vice President. In the absence or in the event of inability to act by the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned by the President or by

the Board of Directors.

5.6 Treasurer. The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source; deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected by the Board of Directors in accordance with these bylaws; and in general perform all the duties incident to the office of Treasurer, including preparation of the annual budget and such other duties as may be assigned by the President or the Board of Directors.

5.7 Secretary. The Secretary shall record proceedings, actions, and decisions of each meeting of the Board of Directors. The Secretary shall: give all required notices; be the custodian of the corporate records; and in general, shall perform all the duties incident to the office of Secretary. In case of absence, the Secretary shall designate a substitute to record the minutes.

5.8 Texas Parks and Wildlife Department Designee. A representative of the Texas Parks and Wildlife Department shall be an ex officio Director of the Corporation. The representative shall be the Regional Director over the Parks. The ex officio Director is not a member of the Corporation, nor is the designee a voting member of the Board of Directors; Provided, however, the ex officio Director is entitled to notice of all meetings as any member or Director and to attend all such meetings.

5.9 Ex Officio Members of the Board of Directors. The Board of Directors may designate one or more ex officio Directors. Any such ex officio Director is not a voting member of the Board of Directors; Provided, however, the ex officio Director is entitled to notice of all meetings as any Director and to attend all such meetings.

5.10 Executive Director and Staff. The Board of Directors may retain an Executive Director, or other staff, for the Corporation. Such Executive Director or staff shall perform such tasks as from time to time may be assigned by the Board of Directors, or President.

Article VI EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the Vice President(s), Secretary, and Treasurer. The Committee also may include any other Director added by the Board of Directors. During periods when the Board of Directors is not in session, this committee shall be authorized to act for the Board of Directors on any matter affecting this Corporation which in the opinion of the committee are important and require immediate attention. All such actions shall be reported to the Board of Directors at its next meeting.

Article VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board of Directors may authorize any officer, officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors.

7.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may direct.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general benefit of the Corporation.

7.5 Property. The Corporation may buy, sell, lease, encumber, transfer or own real or personal property to further the mission of the Corporation.

Article VIII
BOOKS AND RECORDS

The Corporation shall keep correct books and records of its accounts and shall also keep minutes of the proceedings of its Board of Directors and General and Annual Meetings, and shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or the Director's agent or attorney for any purpose at any reasonable time.

Article IX
FISCAL YEAR

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

Article X
DISSOLUTION

Upon dissolution of this Corporation, the assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Article XI
AMENDMENTS TO BYLAWS

These bylaws may be amended, revoked, or replaced by a majority vote of the Board of Directors at a meeting called for that purpose or at an annual meeting, provided that notification of proposed changes must have been distributed to all Directors at least 30 days prior to the Annual Meeting.

Approved by majority vote of the Board of Directors of Compadres del Rancho Grande on February 18, 2010

Affirmed: Leslie Hopper _____, Secretary of the Board of Directors