

**BYLAWS
OF
FRIENDS OF BALCONES CANYONLANDS
NATIONAL WILDLIFE REFUGE**

**ARTICLE I
NAME AND OFFICES**

Name

- 1.01 The organization shall be a non-profit Corporation known as “Friends of Balcones Canyonlands National Wildlife Refuge” (hereinafter referred to as the “Corporation”) organized under the Texas Business Organization Code (hereinafter referred to as the “Act”).

Principal Office

- 1.02 The principal office of the Corporation shall be located in Travis County or Burnet County, Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

Registered Office and Registered Agent

- 1.03 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

**ARTICLE II
PURPOSE**

- 2.01 The Corporation is organized exclusively for, and will be operated exclusively for, charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.
- 2.02 The Corporation’s specific charitable and educational purposes are as follows:
- a. To support, complete, and enhance the Balcones Canyonlands National Wildlife Refuge (hereinafter referred to as the “Refuge”), administered by the United States Department of the Interior, Fish and Wildlife Service (hereinafter referred to as the “Service”) and its diverse ecology, and promote its use for recreational, educational, and scientific purposes; and to:
 - b. Serve in a cooperative relationship with Refuge management to provide funds, volunteer labor, and in-kind resources to help meet the needs and goals of the Refuge.
 - c. Serve as an advocate for the fair acquisition of lands and associated habitats within the Balcones Canyonlands National Wildlife Refuge.
 - d. Provide assistance to Refuge personnel on projects to develop and improve visitor programs and public use facilities.

- e. Promote public awareness of, support, and participation in eco-tourism, recreation, and pursuit of nature studies in the Refuge through educational, scientific, civic, and charitable programs.
- f. Accept gifts of cash to be used to acquire additional habitat for the Refuge.
- g. Accept donations of real estate for transfer to the Refuge for the purpose of adding additional habitat.

ARTICLE III
MEMBERSHIP

Classes of Members

- 3.01 Initially, the Corporation shall have one class of members, which shall consist of all persons who have joined the Corporation by paying the annual dues set by the Board of Directors as defined in these Bylaws. These members shall be allowed to vote on all matters submitted to the membership for a vote. Subject to ratification by the membership, the Board of Directors shall have the right to create additional or eliminate existing classes of membership from time to time as it shall see fit and shall establish the duties, responsibilities and benefits of each class of membership and the dues to be paid by each class.

Eligibility

- 3.02 Any person, association, corporation, partnership or estate having an interest in the objectives of the Corporation shall be eligible for membership.

Admission of Members

- 3.03 Applications for membership shall be in writing, on forms provided for that purpose. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 3.04 of Article III. The Board of Directors may revoke a membership for good cause by a majority vote.

Membership Dues

- 3.04 Dues shall be payable annually in an amount to be determined by the Board of Directors. The Board of Directors may set and change the amount of the annual membership dues.

Certification of Membership

- 3.05 The Board of Directors may provide for the issuance of certificates or cards evidencing membership in the Corporation. If a certificate is lost, mutilated, or destroyed, a new certificate may be issued.

Waiver of Interest in Corporation Property

- 3.06 All real and personal property, including all improvements located on property acquired by the Corporation, shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

Voting

- 3.07 In any proceeding in which voting by members is called for, each membership in good standing shall be entitled to cast one vote on each matter submitted.

ARTICLE IV **MEETING OF MEMBERS**

Annual Meetings

- 4.01 The annual meeting of the Corporation shall be held on a date to be determined by the Board of Directors. The Board of Directors shall also determine the time and place of the meeting.

Additional Meetings

- 4.02 Special meetings of the members may be called by the President, the Board of Directors, or not less than 10 members in good standing. In the event that members wish to call a special meeting, a petition signed by ten (10) members requesting such a meeting shall be presented to the President stating the date, time, and place of the meeting. The President shall then give notice of such meeting to the members as required by these Bylaws for special meetings of members, and shall conduct the said meeting as required by these Bylaws.

Place of Meetings

- 4.03 The Board of Directors shall designate any place, either within or out of the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Notice of Meetings

- 4.04 Notice of any meeting of members, including the annual meeting, shall be given to each member entitled to vote at the meeting no less than ten (10) or more than fifty (50) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given at the direction of the President or Secretary of the Corporation, or the officers or persons calling the meeting. If all of the members of the Corporation meet and consent to the holding of a meeting, corporate action may be taken at the meeting regardless of a lack of proper notice.

Quorums

- 4.05 At any duly called meeting of the Corporation, the lesser of ten (10) individual members or twenty-five percent (25%) of the membership shall constitute a quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of a least a majority of the number of members required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

Actions of Memberships

- 4.06 The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the Bylaws. A member in good standing is one who has paid all required fees and dues and has not been expelled. Voice vote will be used to vote an unopposed slate of candidates for office, otherwise voting will be by office and by secret ballot.

Proxies

- 4.07 Voting by Proxy is not permitted under any circumstances.

ARTICLE V **BOARD OF DIRECTORS**

Management of the Corporation

- 5.01 The affairs of the Corporation shall be managed by the Board of Directors, subject to the Texas Business Organizations Code, the Articles of Incorporation (Certificate of Formation), and these bylaws. The governing and policy-making responsibilities of the Corporation shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Composition and Number of Board Members

- 5.02 Composition and number:
- a. Eligibility – any member in good standing of the Corporation, is eligible to be elected as a director. Directorships shall not be denied to any person on the basis of race, creed, gender, sexual orientation, religion, or national origin.
 - b. The Board of Directors shall be composed of at least seven (7) directors. All board members must be members of the corporation.
 - c. Term of Directors shall serve terms of 3 years. All appointed Directors shall hold office until the annual meeting three (3) years following his or her election and until a successor is elected, or until his or her death, resignation or removal.
 - d. Non-voting advisory positions filled by Service representatives appointed by the Refuge Manager for an indefinite term.
 - e. The Board of Directors may appoint one or more persons to an advisory board. Persons appointed to the advisory board shall serve the term specified by the Board of Directors when any such person is appointed as an advisory director. Advisory board members need not be members of the Corporation. Advisory board members shall not be considered members of the Board of Directors and shall have no vote as board members.
 - e. The Board of Directors may appoint or hire such staff as it deems desirable, who may or may not be members of the Corporation and who may be compensated or serve voluntarily.

Selection of Directors

5.03 Selection of candidates:

- a. Prior to the annual meeting, the President shall appoint a chairperson and three (3) members of the Corporation to serve as the Nominating Committee.
- b. Prior to the Annual Meeting, the Nominating Committee shall present to the President, a slate of candidates to fill the open positions among the Officer/Directors and Directors-at-Large. All candidates must be active members in good standing and must have agreed to accept the position of Director.
- c. Additional candidates for Directors may be nominated by the membership at the annual meeting. The Board of Directors may elect additional Directors at any regular board meeting or at a meeting called for the purpose of electing the additional Director(s).

Election of Officers

5.04 Elections:

- a. The Board of Directors will be elected at the Annual Meeting by vote of the members present. Each Director will hold office for his/her elected term until a successor is elected and qualified. A person who qualifies to be an elected Director and who has been duly nominated (by the Nominating Committee or from the floor at the annual meeting) may be elected as a Director.
- b. If a quorum is not present at the Annual Meeting of the members, the current Directors whose terms are to be filled at such meeting shall be deemed automatically re-elected for another term.

Terms of Office

5.05 Terms:

- a. Terms of office shall be one year at which time Directors may be re-elected to succeed themselves, except that none can serve more than three (3) consecutive terms without at least a one (1) year break.
- b. Terms of office for all Directors shall begin immediately following their installation at the Annual Meeting.
- c. No Director shall serve more than six (6) years without at least a one (1) year break. The office of Treasurer, which requires a specific set of skills, is not subject to any term limit specified for other officers.

Vacancies

- 5.06 Any vacancy occurring among the Directors shall be filled by the Board of Directors. The vacancy shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Annual Meeting of the Newly Elected Board of Directors

- 5.07 The Annual Meeting of the Board of Directors shall be held as soon as practicable after the Annual Meeting of Members. All outgoing Directors are entitled and encouraged to attend.

Regular Meetings

- 5.08 The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. Notice of regular meeting of the Board is will be posted electronically via the corporation's website calendar or other electronic means at least five (5) days prior to the meeting. No other notice is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

- 5.09 Special meetings of the Board of Directors may be called by or at the request of the President or three (3) Directors. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors and members as required in the Bylaws.

Membership Attendance at Board Meetings

- 5.10 Any non-Director member in good-standing of the Corporation is welcome and encouraged to attend Board meetings, however they may not vote.

Notice

- 5.11 Notice of any special meeting of the Board of Directors shall be given to each Director not less than three (3) days or more than fifteen (15) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

Waiver of Notice

- 5.12 Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Quorum

- 5.13 The greater of three (3) Directors or one third of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors 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 Directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting

one time without further notice. Directors present by telephone or other electronic means may count toward the quorum.

Actions by the Board of Directors

- 5.14 The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining a quorum and for the decision of the Board of Directors.

Proxies

- 5.15 A Director may not vote by proxy.

Compensation

- 5.16 Directors shall not receive salaries for their services.

Duties of Directors

- 5.17 A Director shall discharge the Director's duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interest of the Corporation and in any other manner as set forth in the Act, as amended.

Actions Without a Meeting

- 5.18 Any action required or permitted to be taken by the Board of Directors under the Act, the Articles of Incorporation (Certificate of Formation), and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Meeting by Telephone

- 5.19 The Board of Directors, and any committee of the Corporation may hold a special meeting by telephone or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone should be subject to the same guidelines as any other meeting.

Removal of Directors

- 5.20 The Board of Directors may vote to remove a Director at any time with good cause with a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors that has been called for the purpose of such a vote to remove a Director. Three (3) unexcused absences from consecutive meetings will constitute reason for removal.

ARTICLE VI
DUTIES OF OFFICERS
Determination of Officers

6.01 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. Officers will be elected from members of the Board Of Directors. All officers shall serve for a term of at least one (1) year or until their successors assume the duties of office. The office-holder holds that office at the discretion of the Board of Directors and the office-holder of any given office may be changed at any time by a majority vote of the Board of Directors.

President

- 6.02 The President shall:
- a. Serve as the Chief Executive Officer of the Corporation and shall preside at all meetings of the membership and Board of Directors.
 - b. Supervise all of the business and affairs of the Corporation.
 - c. Assign Board or Corporation members to committees subject to Board of Directors approval.
 - d. With advice and counsel of the Board determine all committees, select all committee leaders and assist in the selection of committee personnel, subject to approval of the Board of Directors.
 - e. Execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed.
 - f. Not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation or the Board of Directors, by the Bylaws, or statute.

Vice-President

- 6.03 The Vice-President shall:
- a. Perform the duties of the President, when the President is absent, unable to act, or refuses to act.
 - b. Have all the powers of and be subject to all the restrictions of the President.
 - c. Perform other duties as assigned by the President or Board of Directors.
 - d. Succeed to the office of President in the event the President resigns or otherwise vacates the office.

Treasurer

6.04 The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Receive and give receipts for moneys due and payable to the Corporation from any source.
- c. Deposit all money in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors.
- d. Write checks and disburse funds to discharge obligations of the Corporation.
- e. The treasurer shall abide by the financial guidelines as established by the Board of Directors in the Board Handbook.
- f. Maintain the financial books and records of the Corporation.
- g. Prepare financial reports for each regularly scheduled meeting.
- h. Perform other duties as assigned by the President or by the Board of Directors.
- i. Perform all duties incident to the office of Treasurer.

Secretary

6.05 The Secretary shall:

- a. Give all notices as provided in the Bylaws or as required by law.
- b. Take minutes of the meeting of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- c. Maintain custody of the corporate records and of the seal of the Corporation.
- d. Affix the seal of the Corporation to all documents as authorized.
- e. Keep a register of the address of each member, director, officer, and employee of the Corporation and any committee members of the Corporation.
- f. Maintain a current and accurate register of members in good standing.
- g. Perform duties as assigned by the President or by the Board of Directors.
- h. Perform all duties incident to the office of Secretary.

ARTICLE VII COMMITTEES

Appointment and Authority

7.01 Appointment and function:

- a. The President shall appoint all committees and committee chairpersons as deemed necessary to carry out the programs of the Corporation and shall report such appointments to the Board of Directors. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless the Board of Directors sets different terms.
- b. It shall be the function of committees to make investigations, conduct studies, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the President or the Board of Directors.

ARTICLE VIII
TRANSACTIONS OF THE CORPORATION

Staff

- 8.01 The Board of Directors may appoint or hire such staff as it deems desirable, who may or may not be members of the Corporation and who may be compensated or serve voluntarily.

Contracts

- 8.02 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Funds

- 8.03 All money paid to the Corporation shall be placed in a general operating account. Funds unused from the current year's budget may be placed in a reserve account. Donations received to acquire control of additional habitat for the Refuge and interests in real estate received for the same purpose shall be placed in a special account.

Deposits

- 8.04 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

Gifts

- 8.05 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. Such a special purpose of the Corporation may include accepting cash or interests in real estate for the specific purpose of adding additional habitat to the Refuge. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state laws, and any requirements for maintaining the Corporation's federal and state tax status.

ARTICLE IX
BOOKS AND RECORDS

Required Books and Records

- 9.01 The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:
- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
 - b. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.

- c. Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
- d. A list of the names and addresses of the members, directors, officers, employees, and any committee members of the Corporation.
- e. A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the five (5) most recent years.
- f. A financial statement showing the income and expenses of the Corporation for the five (5) most recent years.
- g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- h. The Corporation's federal, state, and local information or income tax returns for each of the Corporation's five (5) most recent fiscal years.

To the extent practicable, the Bylaws, meeting minutes, and annual financial statements should be published on the Corporation's website.

**ARTICLE X
FISCAL YEAR**

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

**ARTICLE XI
NOTICES**

Notice by Mail, Fax, or Email

11.01 Any notice required or permitted by the Bylaws to be given to a member, Director, Officer, or member of a committee of the Corporation may be given by mail, fax, or email. A person may change his or her address by giving notice to the Secretary of the Corporation.

**ARTICLE XII
AMENDMENTS TO BYLAWS**

12.01 The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the membership. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaws revisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

**ARTICLE XIII
MISCELLANEOUS PROVISIONS**

Legal Authorities Governing Construction of Bylaws

13.01 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

13.02 If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

13.03 The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Seal

13.04 The Board of Directors may provide for a corporate seal in a form to be determined by the Board.

ARTICLE XIV CONDUCTING OF PROCEEDINGS

14.01 The proceedings of the Corporation's meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules when not in conflict with these Bylaws.

ARTICLE XV LIMITATION OF LIABILITY AND INDEMNIFICATION

Limitation of Liability

15.01 The personal liability of any present or former Officer, Director, committee member, member, agent, or employee of the Corporation (herein after Indemnatee) is hereby eliminated to the fullest extent permitted by the Texas Non-Profit Corporation Act and other applicable law.

Indemnification

15.02 To the fullest extent permitted by the Texas Non-Profit Corporation Act and other applicable law, the Corporation shall indemnify and hold harmless each Indemnatee against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any legal action or proceeding to which he or she may be a party by reason of his or her being or having been an Officer, Director, committee member, member, agent or employee of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her in such capacity. Such legal action or proceeding shall include any in which Indemnatee was or is a witness or was, is or is threatened to be made a named defendant or respondent in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding (hereinafter Proceeding). Such indemnity shall be effective only in the event that the interested Indemnatee provides the Board of Directors written notice thereof within ninety (90) days after the Indemnatee receives notice of

the institution of such Proceeding. Such indemnity shall not be deemed exclusive of any other rights to which the Indemnitee may be entitled under any Bylaw, agreement, or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Indemnitee. The Corporation may purchase and maintain, at its expense, liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors.

Advancement of Expenses

15.03 Reasonable expenses (including court costs and attorney's fees) incurred by an Indemnitee in any Proceeding shall be paid by the Corporation at reasonable intervals in advance of the final disposition of such Proceeding. Such expenses shall be paid after receipt by the Corporation of: (a) a written affirmation by such Indemnitee of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the Corporation under this Article, and (b) a written undertaking by or on behalf of such Indemnitee to repay the amount paid or reimbursed by this Corporation if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. Such written undertaking shall be an unlimited obligation of the Indemnitee but need not be secured and it may be accepted without reference to financial ability to repayment. Notwithstanding any other provisions of this Article, the Corporation may pay or reimburse expenses incurred by the Indemnitee in connection with his or her appearance as a witness or other participation in a Proceeding at a time when he or she is not named a defendant or respondent in the Proceeding.

DATED: REVISED October 28, 2012

Modified ARTICLE I Changed 'Act' to 'Code' to reflect new state law.

Added ARTICLE II Allowing FOB to donate money for land acquisition.

Modified ARTICLE III Allowing for online business.

Modified ARTICLE IV 4.06 Clarifies method of voting at membership meetings.

4.07 Clarifies proxy voting.

Modified ARTICLE V 5.01 Makes compliant with the new law.

5.02a Makes eligibility compliant.

5.02c Removes limit from Refuge Manager appointments.

5.02d and e Moving them to 7.01c.

5.02d Staggers terms for Directors.

5.05 Replaces comma at the end with a period.

5.08 Adds electronic notice of meeting.

5.09 Adds "and members" to attend special meetings.

5.10 Eliminates "encouraged to participate".

5.12 Adds "Waiver of Notice".

5.13 Makes wording consistent, allows for electronic participation.

5.14 Changes numbering from 5.13

5.15 Changes numbering from 5.14

- 5.16 Changes numbering.
- 5.17 Added common wording to Bylaws.
- 5.18 Allowing for email voting.
- 5.19 Allowing for electronic communication.
- 5.20 Allows for a special meeting to remove directors.

Added ARTICLE VII c. Wording was removed from previous section and added here.

Modified ARTICLE IX Add 9.01 "I" to publish records on website.

Sharon Macut, Secretary
Friends of Balcones Canyonlands National Wildlife Refuge

DATED: REVISED October 24, 2008

- Modified ARTICLE VI Removed the double signature constraints for check writing on board approved expenses. Placed the details of check authorizations and cash in the Board Handbook.

- Laurie Foss, Secretary
Friends of Balcones Canyonlands National Wildlife Refuge

DATED: REVISED October 28, 2007

- Modified ARTICLE II PURPOSE to include (hereinafter referred to as the "Refuge") Added items e. f. for Conservation Giving consideration.

Modified ARTICLE III Replace title "Waive" with "Waiver"

Modified ARTICLE V Replaced "Officer/Directors and Directors-at-Large" with "The Board of Directors"

Modified ARTICLE VIII with regards to Conservation Giving donations under FUNDS and GIFTS

Modified ARTICLE XI deleted "written" notice to clarify notice is not limited to written.

- Sandra Gilchrist, Secretary
Friends of Balcones Canyonlands National Wildlife Refuge

DATED: REVISED October 21, 2006

Modified Article V BOARD OF DIRECTORS 5.05 TERMS OF OFFICE to extend term limits from 2 years to 6 years.

Sandra Gilchrist, Secretary
Friends of Balcones Canyonlands National Wildlife Refuge

DATED: REVISED February 2, 2006

Added Article XV Limitation of Liability and Indemnification

Sandra Gilchrist, Secretary
Friends of Balcones Canyonlands National Wildlife Refuge

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DATED: REVISED November 11, 2004

Modified annual membership fee schedule

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Evelyn Nugent, Secretary
Friends of Balcones Canyonlands National Wildlife Refuge