

**BY-LAWS OF
CHIHUAHUAN DESERT RESEARCH INSTITUTE**
(AS AMENDED March 1, 2014)

ARTICLE I
NAME AND PURPOSE

Section 1. The name of this corporation shall be CHIHUAHUAN DESERT RESEARCH INSTITUTE, hereinafter referred as the INSTITUTE.

Section 2. The purpose of this corporation shall be charitable, scientific, literary and educational, with emphasis upon education and research leading to a greater knowledge of the Chihuahuan Desert as located in the United States and the Republic of Mexico. Such purposes shall include, but not be limited to, the establishment and maintenance of a Chihuahuan Desert Museum.

ARTICLE II
DIRECTORS

Section 1. The affairs of the corporation shall be managed by a Board of Directors. The number of Directors shall be more than four (4) and less than twenty (20). These numbers may be increased or decreased from time to time by amendment to the By-Laws.

Section 1a. A majority of the directors may elect individuals to the Emeritus Board of Directors from time to time, and each Director Emeritus shall serve for a life term. Members of the emeritus Board shall have no committee or management responsibility; however, continued participation and support of the Institute's programs are encouraged.

Section 2. The election of Directors shall occur at the annual meeting of the Board of Directors. Each Director shall be elected by a majority vote of the old Board of Directors then serving, and shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified. Each Director shall serve a term of three (3) years from the date of election.

Section 3. A quorum shall consist of the number of members of the Board of Directors present at a regularly scheduled Board of Directors meeting. The act of the majority of the Directors present in person or telephonically at a meeting in which a quorum is present, shall be the act of the Board of Directors.

Section 4. The annual meeting of the Board of Directors shall be held during the first three months of each year. At the annual meeting, the Board of Directors shall receive reports of the operation of the Institute for the preceding year and shall elect new officers and members to the Board of Directors. In addition to the annual meeting, a second meeting of the Board of Directors shall be held in late summer or fall. Special meetings of the Board of Directors may be called by the President or the Secretary or on written request of any two (2) Directors upon ten (10) day notice to each Director.

Section 5. The Board of Directors shall conduct the management of the business of the Institute, and, subject to the restrictions imposed by law by the Certificate of Incorporation or by these By-Laws, may exercise all the powers of the Institute.

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Section 6. Directors shall not receive any stated salary for their services as Directors, but nothing herein contained shall be construed to preclude any Director from serving the Institute in any other capacity as an officer, agent or otherwise and receiving compensation therefore.

Section 7. The Board of Directors, by resolution, adopted by a majority of Directors in office, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors' the remainder, if such resolution so provides, need not be Directors. Other committees, not having or exercising authority of the Board of Directors in the management of the corporation, may be designated and appointed by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by the President thereunto authorized by a like resolution of the Board of Directors.

Section 8. All Officers and Directors shall maintain the highest standards of public trust, shall not receive compensation for their duties, and shall exercise due diligence and care in the implementation of their duties. They shall support the purpose, mission and activities of CDRI, attend to their duties faithfully, advocate for the CDRI, and maintain their membership and financial support. They shall recognize their fiduciary responsibilities and make decisions in the best interest of the CDRI as a whole, neither as a representative of a personal interest nor as an advocate of any particular sector of the community.

Section 9. The Board of Directors shall have the authority to solicit professional or advisory assistance, to create an Advisory Council to assist in specialized areas of operations or required expertise. Past Board members, individuals providing major financial support or persons with special skills or knowledge may be appointed to such a group.

ARTICLE III OFFICERS

Section 1. The officers of the corporation shall consist of a President, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected at the annual meeting of the Board of Directors or at any other meeting of the Board of Directors. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors. To be elected, each officer shall receive a majority vote of the Directors present at the meeting, a quorum being present. Each officer shall be elected for the prescribed term and until his/her successor shall have been elected and qualified, or until his/her resignation or removal. Further provided, that nothing herein shall be inconsistent with the applicable law.

Section 3. The President shall preside at all meetings. The President shall serve a term of one (1) year from the date of his/her election and is eligible for re-election so long as he/she is a member of the Board of Directors. The President shall execute any such instruments and documents in the name of the Institute as may be necessary and proper in the management of the affairs of the Institute.

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Section 4. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall serve a term of one (1) year from the date of his/her election and is eligible for re-election so long as he/she is a member of the Board of Directors.

Section 5. The Secretary shall record all the proceedings of the meetings of the Board of Directors and shall perform all duties usually incidental to such office or which may be delegated to him/her by the Board of Directors. The Secretary shall serve a term of one (1) years from the date of his/her election and is eligible for re-election so long as he/she is a member of the Board of Directors.

Section 6. The Treasurer shall cause to be kept regular book of account of the Institute's funds and property and shall perform all other duties usually incident to such office or which may be delegated to him/her by the Board of Directors. The Treasurer shall serve a term of one (1) year from the date of his/her election and is eligible for re-election so long as he/she is a member of the Board of Directors.

ARTICLE IV

RESIGNATIONS, REMOVAL, AND VACANCIES

Section 1. Any Director or officer of the corporation may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2. Vacancies in mid-term shall be filled by appointment by the President until the next annual meeting of the Directors at which time an election shall occur. A Director or an officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3. Any Director may be expelled from membership who shall violate the rules, regulations, orders, or bylaws of the Institute or who violates any contract made by or with the Institute. When any Director is charged with any act for which such member may be expelled Directors or the Executive Committee by a majority vote of those present so decides, such member may be expelled provided that any member so expelled may appeal such expulsion to the membership of the Board of Directors and the action of a majority of the members at any duly called meeting. Expulsion, death, or resignation of a member shall not affect his/her existing liabilities to the Institute.

Section 4. A Director shall be automatically removed from the Board following the un-excused failure to attend three board meetings during a three-year term.

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ARTICLE V TERM LIMITATION

Section 1. Each Director elected to the Board shall be limited to serving two (2) consecutive three-year terms of office. At the expiration of the second full term, a director will not be eligible to be elected to the Board of Directors until one year after their last term of office. A director reelected to the board following his or her absence from the board for one year shall be restricted to two additional terms of office. An officer or member of the Executive Committee may be authorized, by action of a majority of Directors present at the annual meeting of the Board of Directors, to serve an additional third term to insure continuity in the Institute's governance.

ARTICLE VI BOARD OF DIRECTOR COMMITTEES

Section 1. The Executive Committee of the Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and the Chairs of the Governance, Audit and Development Committees. All Executive Committee members shall be current members of the Board of Directors. The Executive Committee will meet as needed between annual meetings of the Board of Directors, and will manage the affairs of the Institute while the Directors are not in session.

Section 2. The Board Governance Committee shall be composed of the President, Vice President, and three individuals appointed by the current President. The Board Governance Committee will meet as often as required between meetings of the Board of Directors and will consider and implement plans to develop the Board of Directors between the annual meeting dates.

Section 3. The Finance Committee shall be composed of the President, Treasurer and three individuals appointed by the current President. The Finance Committee will meet as often as required between meetings of the Board of Directors, and will review the finances of the Institute, consider audit reports, and take such measures as are needed to assist in the financial operation of the Institute.

Section 4. The Permanent Endowment Committee shall be composed of the President and four other individuals appointed by the President, two of whom shall be Board members. The Permanent Endowment Committee will meet as often as required between regular meetings of the Board of Directors and will review the finances of the Permanent Endowment Fund and recommend investments and disbursements in accordance with the CDRI Endowment and Investment policies.

Section 5. The CDRI's Board of Scientists shall consist of individual scientists who agree to lend their name to the Institute in support of the goals and objectives of the organization. Members of the Board of Scientists will be encouraged to participate in matters pertaining to the scientific affairs of the Institute. Members of the Board of Scientists will receive no compensation for serving. The Governance Committee of the Board of Directors will nominate individuals to serve on the Board of Scientists with input from the Executive Director, subject to a final vote by the full Board of Directors.

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Section 6. The Audit Committee shall be appointed by the President and be comprised of three (3) members of the Board of directors who are not current officers of the Institute or members of the Finance Committee.

Section 7. The Development Committee shall be composed of the President and four (4) to nine (9) individuals appointed by the current President. The Development Committee will meet as often as required between annual meetings of the Board of Directors and will consider the capital campaign and fund-raising on behalf of the Institute.

Section 8. The Collections Committee shall be composed of four (4) to nine (9) members as appointed by the current President. The Collections Committee oversees the Collections Policy and ensures that items accepted into the Permanent Collection of the CDRI adhere to the policy. The Collections Committee also oversees the Living Plant Collections Policy and is integral to planning future development of the gardens.

Section 9. Such ad hoc board committees as required, may be appointed by the President and may include both members and non-members of the Board of Directors.

ARTICLE VII MISCELLANEOUS PROVISION

Section 1. Notice and waiver of notice. Whenever any notice is required by these By-Laws, the notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail in a sealed postpaid envelope, addressed to the person entitled thereto, at his/her last known address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given may be waived by the person or persons entitled thereto by waiver thereof in writing, signed by the person entitled to such notice, either before or after the time stated thereon.

Section 2. Indemnification. To the extent permitted by law, each Director and officer or former Director or officer of the corporation may be indemnified, defended and held harmless by the corporation against liabilities imposed upon him/her and expenses reasonably incurred in connection with any claim made against him/her (including attorney's fees), or any action, suit or proceeding to which he/she may be a part by reason of his/her service as a Director or officer, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suite or proceeding; provided, however, that no Director or officer shall be indemnified with respect to matters for which such indemnification would be against public policy or in contravention of Article 1396-2.22A, Vernon's Annotated Texas Statutes.

ARTICLE VII AMENDMENTS TO THE BY-LAWS

Section 1. The By-Laws may be altered, amended, repealed or suspended by a majority vote of the Directors of the Institute at any regular or special meeting of the Board of Directors, provided that notice in writing as to the character of the proposed amendment shall have been mailed to each Director at least seven (7) days before such amendment is acted upon.