

BYLAWS OF
SAVE GIRAFFES NOW
A Nonprofit Corporation

PREAMBLE

These bylaws are subject to, and governed by, the Texas Business Organizations Code (the “TBOC”) and the certificate of formation of the corporation. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the TBOC or the provisions of the certificate of formation of the corporation, such provisions of the TBOC or the certificate of formation of the corporation, as the case may be, will be controlling.

ARTICLE I
BOARD OF DIRECTORS

Section 1. General Powers. The direction and management of the affairs of the corporation and the control and disposition of its assets shall be vested in a board of directors (the “*Board of Directors*”), and, subject to the restrictions imposed by law, by the certificate of formation of the corporation or by these bylaws, the Board of Directors may exercise all the powers of the corporation. The Board of Directors shall adopt such rules and regulations as may be necessary to implement these bylaws.

Section 2. Number and Tenure. The number of directors shall be determined from time to time by the Board of Directors, but shall not be less than three (3) nor more than seven (7). Each director shall hold office until such time as he is removed in accordance with the provisions of these bylaws or the certificate of formation of the corporation, he resigns or he becomes unable to serve as a director because of death or disability. Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors though less than a quorum of the Board of Directors.

Section 3. Removal. At any meeting of the Board of Directors called expressly for that purpose, any director or advisory director may be removed, with or without cause, by a majority vote of the directors then in office.

Section 4. Advisory Directors. The Board of Directors may from time to time appoint individuals to serve on the Board of Directors in advisory capacities. Such advisory directors shall be entitled to attend and participate in all meetings and deliberations of the Board of Directors, but they shall not be entitled to any vote.

Section 5. Annual Meeting. An annual meeting of the Board of Directors shall be held each year at a time, place and date designated by the Board of Directors. At each annual meeting at which a quorum is present, the Board of Directors shall fill any vacancy on the Board of Directors by a majority vote of the remaining directors, appoint the officers of the corporation and transact such other business as may lawfully come before the meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors at least ten (10) days prior to the meeting.

Section 6. Regular Meetings. The directors may hold regular meetings in such place or places as designated from time to time by resolution of the Board of Directors and communicated to all directors. Notice of such meetings shall be given in writing to all members of the Board of Directors at least ten (10) days prior to the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the directors at that time in office. Each such special meeting shall be held at such time, place and date as shall be designated by the officer or directors calling such meeting. Notice of such meeting shall be given in writing to all members of the Board of Directors at least three (3) days prior to the meeting.

Section 8. Notice. The Secretary shall give notice of any annual or regular meeting to each director, including therein the time, place and date of such meeting. The Secretary shall give notice or the person or persons calling any special meeting of the Board of Directors must cause notice to be given to each director of such special meeting, including therein the time, place and date of such meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or written waiver of notice of such meeting unless otherwise required by these bylaws. Unless limited by law, the certificate of formation of the corporation or these bylaws, any and all business may be transacted at any such meeting of the Board of Directors. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 9. Quorum. A number of directors equal to a majority of the duly elected and qualified directors, rounded to the next highest number if such number results in a fraction, but in no event less than two individual directors, shall constitute a quorum for the transaction of business, unless a greater number is required by law, the certificate of formation of the corporation or these bylaws, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present or any director solely present may adjourn the meeting from time to time, without further notice other than an announcement at that meeting, until a quorum is present.

Section 10. Proxies. Each director entitled to vote at a meeting of the Board of Directors has the right to authorize one or more persons to vote for the director by proxy. To do so, the director must execute a proxy statement authorizing the other person to act on the director's behalf. Such proxies are valid for the period of time prescribed in the proxy, but in no event after three (3) months from the date of its execution. If no date is stated in the proxy, such proxy will be presumed to have been executed on the date of the meeting at which it is to be voted. Each proxy will be revocable unless it expressly provides that it is irrevocable or is otherwise made irrevocable by law.

Section 11. Manner of Acting. The act of a majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the certificate of formation of the corporation or these bylaws.

Section 12. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as the President may determine from time to time unless the Board of Directors determines otherwise. The Secretary of the corporation shall prepare minutes of such meetings unless the President or the Board of Directors appoints another person to act as secretary of the meeting. The regular minutes of the proceedings must be placed in the minute book of the corporation. If the President is absent from a meeting of the Board of Directors or is unable to act at a meeting of the Board of Directors, a chairman for that meeting shall be chosen by the Board of Directors from among the directors present.

Section 13. Presumption of Assent. A director who is present at any meeting of the Board of Directors at which action on any corporation matter is taken will be presumed to have assented to the action unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards

any dissent by certified or registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

Section 14. Compensation. Directors as such shall not receive any salary or compensation for their service as directors but shall be entitled to be reimbursed for all reasonable expenses incurred on behalf of the corporation or in furtherance of the directors' duties; provided, however, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity or receiving compensation therefor.

Section 15. Action Without Meeting. Unless otherwise restricted by the certificate of formation of the corporation or these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a sufficient number of the directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all of the directors or committee members, as the case may be, were present and if the procedures set forth in the TBOC are followed.

ARTICLE II OFFICERS OF THE CORPORATION

Section 1. Number and Titles. The officers of the corporation shall be (a) a President and (b) a Secretary. Each officer shall hold office for the term for which he is elected and until his successor shall have been duly elected and qualified unless such officer is removed, resigns or is unable to serve. The Board of Directors also may appoint one or more Assistant Secretaries and such other officers, assistant officers and agents as the Board of Directors shall from time to time deem necessary, who shall exercise such powers and perform such activities as shall be set forth in these bylaws or as determined from time to time by the Board of Directors. One person may hold more than one office except that the President shall not serve as Secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors at each annual meeting of the Board of Directors at which a quorum is present. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the Board of Directors at any time whenever in its sole and exclusive judgment the best interests of the corporation will be served thereby. The election of an officer shall not of itself create contract rights. The removal of an officer who is also employed by the corporation shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in the office of any officer may be filled by the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the corporation. Subject to the control of the Board of Directors and subject to the provisions of applicable law restricting the powers of a chief executive officer, the chief executive officer shall have (a) general executive charge, management and control of the properties, business and operations of the corporation with all such powers as may be reasonably incident to such responsibilities, (b) the general authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the

corporation and (c) such other powers and duties as are designated in accordance with these bylaws and as from time to time may be assigned to him by the Board of Directors.

Section 6. Secretary. The Secretary of the corporation (a) shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, (b) shall attend to the giving and serving of all notices, (c) may in the name of the corporation attest to all contracts of the corporation and affix the seal of the corporation thereto, (d) shall in general perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and (e) shall discharge such other duties as shall be prescribed from time to time by the Board of Directors or the President. The Board of Directors may appoint one or more Assistant Secretaries to perform the duties of the Secretary during the Secretary's absence or disability.

ARTICLE III COMMITTEES

Section 1. Committees Having Board Authority. The Board of Directors by resolution may designate one or more committees, which, to the extent provided in such resolution or in these bylaws, shall have and may exercise the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to filling vacancies in the Board of Directors or any such committee, electing or removing officers or members of any such committee, amending the certificate of formation of the corporation or these bylaws, approving any termination or merger of the corporation, disposing or selling all or substantially all of the corporation's assets, or altering or repealing any resolution of the Board of Directors. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each such committee shall consist of two or more persons, a majority of whom are directors and the remainder of whom need not be directors.

Section 2. Committees Not Having Board Authority. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present. Such committees shall have only the powers specifically delegated to them by the Board of Directors. Membership on such committees may, but need not be, limited to directors.

Section 3. Standing Committees. The Board of Directors may designate one or more standing committees as are necessary, and the duties of any such standing committees shall be prescribed by the Board of Directors upon their designation. A standing committee may be given the authority of the Board of Directors if the provisions of Section 1 of this Article are followed; otherwise, the provisions of Section 2 of this Article must be followed.

Section 4. Special Committees. Subject to the provisions of Section 2 of this Article, the Board of Directors may designate one or more special committees as are necessary, and the duties of any such special committee shall be prescribed by the Board of Directors upon their designation. A special committee shall not have the authority of the Board of Directors, shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by the action of the Board of Directors. Upon the completion of the task for which it was designated, such special committee shall stand dissolved.

Section 5. Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of

the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Meetings and Notices. Meetings of a committee may be called by the President, the chairman of the committee or a majority of the members of the committee. Each committee shall meet as often as is necessary to perform its duties. The person or persons calling such meeting shall cause notice to be given at any time and in any manner reasonably designed to inform the members of the time, date and place of the meetings. Each committee shall keep minutes of its proceedings.

Section 7. Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman of the committee or the Secretary of the corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee whenever in the sole and exclusive judgment of the Board of Directors the best interests of the corporation will be served thereby. The appointment of a person to a committee shall not of itself create contract rights.

Section 8. Vacancies. A vacancy on a committee shall be filled for the unexpired term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE IV INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify directors, officers, employees and agents of the corporation to the fullest extent required by Chapter 8 of the TBOC and may indemnify such persons to the fullest extent permitted by Section 8.101 of the TBOC, subject in each case to those restrictions, if any, contained in the corporation's certificate of formation. The corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by Section 8.151 of the TBOC. Notwithstanding any provision of this Article to the contrary, the corporation shall not indemnify any person described in this Article if such indemnification (1) would jeopardize the corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute (the "*Code*"), or (2) if the corporation is determined to be a private foundation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under Section 4941 of the Code or for making a taxable expenditure under Section 4945 of the Code.

ARTICLE V CONTRACTS AND CHECKS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President.

ARTICLE VI BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII NOTICES

Section 1. Form of Notice. Whenever any notice whatsoever is required to be given under the provisions of these bylaws to any director, officer or committee member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail (unless the address of the person entitled to such notice is located outside the United States of America), facsimile transmission, electronic message or overnight delivery. Any notice required or permitted to be given by mail shall be deemed to have been given at the time notice is deposited, postage prepaid, in the United States mail, addressed to the person entitled thereto at his post office address, as it appears on the books of the corporation. Any notice required or permitted to be given by facsimile transmission or electronic message shall be deemed to have been given at the time the notice is successfully transmitted to the person entitled thereto. Any notice required or permitted to be given by overnight delivery shall be deemed to have been given at the time notice is delivered to the overnight delivery courier service, fees prepaid, addressed to the person entitled thereto at his address, as it appears on the books of the corporation.

Section 2. Waiver. Any waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VIII CONFLICTS OF INTEREST POLICY

Section 1. Application. The corporation's conflicts of interest policy shall apply to any transaction or arrangement with an interested person (as defined below).

Section 2. Disclosure of Potential Conflicts of Interests. If the Board of Directors (or any committee having board authority) is considering entering into any transaction or arrangement with a corporation, entity or individual in which an interested person has a financial interest, (a) the interested person must disclose the potential conflict of interest to the Board of Directors or the committee, as the case may be, (b) the interested person must leave the meeting while the matter is discussed, and (c) the interested person, if he has any voting rights, may not vote on the matter in question.

Section 3. Procedures for Addressing Actual Conflicts of Interests. If it is determined that a conflict of interest exists:

- (a) The interested person must leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest;
- (b) If appropriate, the Board of Directors or any committee having board authority, as the case may be, may appoint a noninterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(c) The Board of Directors or any committee having board authority, as the case may be, may determine, by a majority vote of the noninterested voting members, that (i) the transaction or arrangement is in the corporation's best interest and for its own benefit and is fair and reasonable to the corporation and (ii) after exercising due diligence, the organization cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances; and

(d) The Board of Directors must take appropriate disciplinary action with respect to an interested person who violates the conflicts of interest policy to protect the corporation's best interests.

Section 4. Recordkeeping Procedures. The minutes of the meetings of the Board of Directors and all committees having board authority must include (a) the names of the persons who disclosed financial interests, the nature of the financial interests and whether the Board of Directors or the committee, as the case may be, determined that there was a conflict of interest and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of these discussions, including any alternatives to the proposed transaction or arrangement, and a record of the vote.

Section 5. Distribution of Conflicts of Interest Policy. The corporation's conflicts of interest policy shall be made available to all directors, principal officers and members of committees having board authority. Additionally, the Secretary of the Corporation shall distribute a copy of the corporation's conflict of interest policy within thirty (30) days after each annual meeting of the Board of Directors to all directors, principal officers and members of committees having board authority. Each such person shall annually sign a statement that the person:

- (a) Received a copy of the policy;
- (b) Has read and understands the policy;
- (c) Agrees to comply with the policy;
- (d) Understands that the policy applies to all committees and subcommittees, if any, having board authority; and
- (e) Understands that the corporation is a charitable organization and that in order to maintain its tax-exempt status, the corporation must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 6. Compensation Committee. Any individual who receives, directly or indirectly, compensation from the corporation for services as an employee or an independent contractor may not be a member of any compensation committee. A voting member of any compensation committee may not vote on matters pertaining to that member's compensation if that member has a conflict of interest in the corporation from which the member receives compensation, directly or indirectly.

Section 7. Definitions.

(a) For purposes of this Article VIII, an "interested person" is a director, a principal officer or a member of a committee with board authority who has a direct or indirect financial

interest (as defined below).

(b) For purposes of this Article VIII, a person has a “financial interest” if the person has, directly or indirectly, through business, investment or family:

(1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement; or

(2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(c) For purposes of this Article VIII, “compensation” includes direct and indirect remuneration and gifts or favors that are substantial in nature.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be such as the Board of Directors shall by resolution establish.

Section 2. Seal. The Board of Directors may in its discretion elect to have a corporate seal. If such an election is made, the seal of the corporation shall be such as from time to time may be approved by the Board of Directors.

Section 3. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or if no time is specified at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4. Use of Conference Telephone. Subject to the requirement for notice of meetings, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of such Board of Directors or committee, as the case may be, by means of (a) a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other or (b) another suitable electronic communications system, including videoconferencing technology or the Internet, provided each member entitled to participate in the meeting consents to the meeting held by means of that system and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting in the above-described means shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the 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.

Section 5. Discontinuance of Corporation. Upon the discontinuance of the corporation by termination or otherwise, the assets are to be transferred in accordance with the provisions of the certificate of formation of the corporation.

Section 6. Principal Office. The principal office of the corporation in the State of Texas shall be located in Dallas, Texas, or in such other city within the State of Texas as the Board of Directors may determine. The corporation may have such other offices as the Board of Directors may determine.

Section 7. Registered Office. The corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the TBOC.

Section 8. Gender and Number Agreement. Whenever the masculine, feminine or neuter gender is used inappropriately in these bylaws, these bylaws shall be read as if the appropriate gender was used, and, unless the context otherwise requires, the singular shall include the plural, and vice versa.

Section 9. Amendments. These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the full Board of Directors at any regular or special meeting, so long as notice of said proposed amendment is contained in the notice of the meeting and such alteration, amendment or repeal does not cause the corporation to cease to be exclusively organized and operated as an entity described in Section 501(c)(3) of the Code.

SECRETARY’S CERTIFICATE

This is to certify that the foregoing Bylaws of Save Giraffes Now were duly adopted by resolution of the Board of Directors effective as of the ____ day of _____, 2019.

In witness whereof, the undersigned, the duly elected and acting Secretary of the corporation, has signed this Secretary’s Certificate.

Richard A. Myers, Secretary

Date:_____