

**RESOLUTION
ADOPTING THE CONSTITUTION AND BY-LAWS OF
THE FORMER TEXAS RANGERS ASSOCIATION**

RATIFICATION:

The attached By-laws were ratified by the duly elected Board of Directors of the Former Texas Rangers Association in regular meeting, as the official By-laws and governing document of the Former Texas Rangers Association.

For the Board this date: ____ day of _____, 2009

Captain Bruce Casteel

John Reeves

Bob Dale

Phil Ryan

Joe B. Davis

Captain Grady Sessums

Ray Martinez

Captain John Wood

Captain Dan North

CONSTITUTION
AND
BY-LAWS
OF
THE FORMER TEXAS RANGERS ASSOCIATION



PREAMBLE

The existing Constitution and By-laws of the Former Texas Rangers Association are hereby repealed and replaced in whole by this Constitution and By-laws, adopted and effective this the ____ day of _____, 2009, by majority vote of the Board of Directors.

ARTICLE I

Name

SECTION 1 - The name of this corporation is THE FORMER TEXAS RANGERS ASSOCIATION (hereinafter sometimes referred to as "The Association" or "the corporation").

Location

SECTION 2 - The Association's physical location, mailing address and principal place of business is and shall be 222 Sidney Baker So., Suite 610, Kerrville, Texas 78028, or any such other suitable location or facility located within the State of Texas as may be selected and approved by the Board of Directors of The Association.

Purpose and Mission Statement

SECTION 3 - The purpose of this Association: The Former Texas Rangers Association exists to preserve and perpetuate the true history and heritage of the Texas Rangers; to maintain and operate a museum dedicated to the Texas Rangers, including a Ranger Ring of Honor in memory of Rangers who lost their lives in the line of duty; to establish commemorative landmarks related to Ranger history; to administer a scholarship program; and to bring Rangers, former Rangers and Ranger families and descendants together for fellowship, support, and mutual purpose.

Legal Status

SECTION 4 - The Association is and shall remain a fully qualified non-profit 501 (c)7 corporation effective October 1959 pursuant to the laws of the United States and the rules and regulation of the Internal Revenue Service.

Corporation Seal

SECTION 5 - The Corporation seal of this Corporation shall have inscribed thereon The Former Texas Rangers Association. An impression of said seal is as follows:

ARTICLE II

Members, Membership Classification, Election of Members, and Dues of Members

SECTION 1 - The membership of The Association shall be composed of four classes of members, being regular members, associate members, junior regular members, and honorary members.

SECTION 2 - A regular member shall be a person of legal voting age under the laws of the State of Texas, who has honorably served as a Regular Texas Ranger, or is the spouse, surviving spouse, lineal descendants, their spouses and/or legally adopted children of a former Regular Texas Ranger. An active Texas Ranger is not eligible as a regular member until retirement unless otherwise qualified. Regular members shall be entitled to vote and hold office.

SECTION 3 - An associate member shall be a person not qualified as a regular member, who is now serving honorably as a Regular Texas Ranger, the spouse of an active Regular Texas Ranger, or a person who has honorably served, or is now serving, as a Special Texas Ranger, or the spouse, surviving spouse, or lineal descendant of a Special Texas Ranger; provided that should any presently active Ranger, either regular or special, retire or otherwise cease such service under any condition other than honorable retirement, then such Rangers, and spouses, surviving spouses, or lineal descendants and spouse of lineal descendants thereto shall no longer be eligible to membership unless qualified under some other section hereof. Associate members shall be entitled to vote but not hold office.

SECTION 4 - A junior regular member is a person otherwise qualified under Section 2 as a regular member who has not reached the legal voting age under the laws of the State of Texas. Junior regular members shall not be entitled to vote.

SECTION 5 - An honorary member shall be a person, not qualified as regular member or associate member, who has rendered distinguished service to the Association, to the Texas Rangers, or to the State of Texas in behalf of education, the perpetuation of Texas History, or the furtherance of law enforcement and preservation of law and order, Honorary members shall be elected by the Board of Directors upon unanimous vote of all members present and voting. Honorary members shall not be entitled to vote or hold office.

SECTION 6 - Regular and Associate members shall be the only class of members entitled to voting privileges, and such members may exercise such privilege, in person or by proxy, at any regular or special meeting of the membership of the Association.

SECTION 7 - Each new member, regular, associate or junior regular member will submit an application to the Secretary of the Association. The Association Secretary will investigate and verify the qualifications for the class of membership sought before membership is granted. If a question arises as to the qualification of an applicant for membership, the Association Secretary will submit the application and all information pertaining to it to the Board of Directors of the Association for their determination. If an application is questionable and submitted to the Board of Directors, a two-thirds affirmative vote of the members of the Board of Directors present shall be required for election to membership. Upon being elected to membership, the Association Secretary shall notify the proposed member of his election, his or her class of membership, and the amount of dues. Upon payment of dues for the current year, the member shall be entitled to the privileges of membership applicable to the class of membership to which such person was elected.

SECTION 8 - The Secretary shall maintain a current register of all members of the Association, including the current mailing address of each member, which shall be open to inspection by all members at any time, which register shall also denote the classification of each member. This register shall be maintained for the purposes of determining the members entitled to vote, as well as for all purposes of the Association. Said register shall also reflect whether current dues of the member have been paid.

SECTION 9 - The dues of all members shall be fixed by the Board of Directors. Until changed by the Board, honorary members shall pay no dues. All dues are payable on or before May 31st of each year; if said dues are not paid on or before July 1, then such member shall be suspended until such dues are paid; during such suspension all voting privileges are likewise suspended. If dues are not paid for a period of one year, then such member shall cease to become a member of the Association, and to become a member again such person must be elected to membership in the same manner as described in Section 7.

SECTION 10 - Upon the payment of dues, each member in good standing shall receive a membership card for the current year, signed by the Secretary and the President, which card shall also denote the class of membership of the member.

SECTION 11 - A suitable badge shall also be adopted by the Board of Directors and made available to all members in good standing who wish to purchase same.

SECTION 12 - A person, otherwise qualified and in good standing, may become a life member by paying dues in the amount as fixed by the Board, and upon such payment being made such life member shall not be assessed any additional dues during the lifetime of such member. The membership may also bestow a life membership upon a member in good standing for outstanding or meritorious service rendered the Association. The Board of Directors may from time to time increase the amount required to become a life member.

SECTION 13 - The Board of Directors may waive the payment of dues by any member when, in the judgment of the Board, such member is suffering personal hardship. If such dues are waived, then such member may continue to exercise all privileges of membership, including the right to vote.

SECTION 14 - A member may be expelled whereupon the membership shall be terminated, for unbecoming conduct or persistent violation of the By-laws of The Association, or if it be found that the conduct of such member has endangered the welfare, interest or reputation of the Association. Such termination shall be decreed only by a vote of two-thirds majority of the Board of Directors, after reasonable notice to the affected member, and upon hearing such matter before the Board of Directors, at which hearing the member shall be granted an opportunity to be heard and to present evidence in his or her behalf. Upon being expelled, all rights and privileges of such member shall terminate.

SECTION 15 - The Board of Directors may appoint committees as the need arises.

ARTICLE III

Meeting of Members

SECTION 1 - The regular annual meeting of the members of the Association shall be held during the month of May of each year, the date, time, and place of such meeting to be fixed by the Board of Directors. Any such meeting may be recessed at such time or as many times as the members shall determine. No membership meeting shall be held outside of the boundaries of the State of Texas.

SECTION 2 - Special meetings of the members may be called at any time by the President, by four members of the Board of Directors or by ten percent of the regular members of the Association.

SECTION 3 - Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated thereon.

SECTION 4 - Each meeting of the members shall be presided over by the President of the Association, if present, or in his absence, the Vice-President, or in the absence of both, shall be organized by the election of a chairman, and the Secretary of the Association shall attend each meeting of the members and act as Secretary thereof. Ten percent of the regular members represented in person or by proxy shall constitute a quorum. A less number, however, may adjourn any meeting (regular or special) from time to time until a quorum can be obtained.

SECTION 5 - Written proxies are expressly authorized. All proxies shall be executed in writing by the member. No proxy shall be valid after twelve months from the date of execution unless otherwise provided in the proxy. All proxies shall be filed with the Secretary of the meeting before being voted.

SECTION 6 - The voting at membership meetings shall be confined to regular and associate members, in person or by proxy as herein authorized. Junior regular members are welcome at all membership meetings, but may not engage in discussions or debate unless granted the privileges of the floor by majority vote of the meeting.

SECTION 7 - All Officers and Directors of the Association shall be elected at the annual meeting of the Association, by secret ballot, voice vote, or show of hands, as may be determined by the membership at such meeting. A majority of the votes cast shall be necessary to elect, and if there is more than two nominees to an office, and no nominee receives a majority on the first ballot, the membership shall then vote on the two candidates receiving the highest number of votes. The Board of Directors shall annually appoint a Nominating Committee composed of at least three regular members, which committee shall submit a report to the membership recommending the election of persons as Officers and Directors; nominations shall be accepted until the nominations for such Officer or Director has ceased by motion made, seconded, and adopted by a majority of the votes voting in person and by proxy.

ARTICLE IV

Directors

SECTION 1 - The Directors shall have general management of the business and affairs of The Association, including the power to assess and collect annual dues.

SECTION 2 - The Board of Directors shall be composed of the President and the Immediate Past President of the Association, and seven additional Directors elected by the membership. The Directors, other than the President and Immediate Past President, shall serve from June 1st following his election for three years or until a successor has been duly elected. Three Directors shall be elected at one annual meeting and two Directors shall be elected at the next two annual meetings, unless there is a necessity to fill a vacancy or vacancies having a full year remaining to serve. In order to implement the staggered terms or classes, the present Board of Directors, after having filled vacancies which shall now exist, shall then draw lots to determine the term or class to which each director belongs. Two of the present Directors (other than the President and Immediate Past President) shall serve for one year, two for two years, and three for three years; following the expiration of each such term, each Director (other than the President and Immediate Past President) shall serve for three years or until a successor has been duly selected.

SECTION 3 - Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors and such person shall serve until the next annual meeting.

SECTION 4 - Each Director, including the President and Immediate Past President, shall be entitled to one vote upon any matter coming before the Board of Directors, within a reasonable time after the election of Officers and Directors and the annual meeting, the Directors shall convene for the purpose of the election of a chairman of the Board of Directors, and for such other business as may come before the meeting. In the absence of the Chairman of the Board, the President shall act as Chairman, or in the absence of both, those present at any meeting of the Board of Directors shall organize by the election of a Chairman pro term. The Secretary of The Association shall attend all meetings of the Board of Directors and act as Secretary thereof.

SECTION 5 - To be eligible to serve as a Director, a person must be a regular member.

SECTION 6 - The Board of Directors shall establish such regular

meetings of the Board as they may deem necessary, but in no event shall they meet less often than twice yearly; one of such regular meetings shall be organizational meeting following the annual meeting of the membership.

SECTION 7 - The Board of Directors may hold, without notice, special meetings at any time and at any place in the State of Texas by unanimous consent. The Chairman of the Board, the President of The Association, or any four members of the Board of Directors may call a special meeting of the Board of Directors to be held any time and at any place in the State of Texas. Notice of each such special meeting so called shall be given by the Secretary in either or by a combination of the following methods, to-wit:

- a. Actual notice in person or by telephone to each Director at least two days in advance of the date set for meeting.
- b. Notice by mail, electronic mail, or telegram sent to each Director in time to reach in the regular course of business each respective Director at least two days prior to the date set for such meeting. In case of written or telegraphic notices, the same shall be sufficient if sent charges prepaid to the last address known to the Secretary as shown by the records of The Association of each respective Director.
- c. Notice of any particular meeting may be given to a part of the Directors in one manner and to the remaining Directors in a different manner. The Directors may waive notice, but if two or more of the Directors waive notice of the meeting, and then no less than five Directors shall be required for a quorum at such meeting.

SECTION 8 - If a Director fails to attend two consecutive meetings of the Board of Directors, it may be considered that such person is unable to serve as Director and his position may become vacant; if declared vacant by a majority of the remaining Directors. If declared vacant by the Board, it may be filled in the manner herein provided. Likewise, if a director dies, resigns, or becomes incapacitated, the Board may fill such vacancy as herein provided.

SECTION 9 - The Board of Directors may, from time to time, if it deems proper, name persons as Advisory Directors. Such Advisory Directors may be regular, associate, junior or honorary members; any person so named shall serve until their resignation or removal by the Board of Directors. Such Advisory Directors shall have no vote on the Board of Directors, but shall be welcome at all meetings of the Board of Directors and may participate in Board meetings upon invitation of the Board.

SECTION 10 - The Chief of the Texas Rangers and the Field Captains of the respective field companies may serve as Ex-Officio Members of the Board

of Directors.

ARTICLE V

Officers and Their Duties

SECTION 1 - The Officers of this Association shall be a President, a first Vice-President, a second Vice-President, a third Vice-President, a Secretary, a Treasurer, a Chaplain, a Historian and an Associate Historian. The President will be by virtue of his office be a member of the Board of Directors. The other Officers may, but need not, be a Director.

SECTION 2 - The term of office of each Officer shall be for a term of one year from June 1, following the date of the annual meeting. In the event of a vacancy in the office of President, such vacancy shall be filled by the first Vice-President. Any other vacancy occurring during the year may be filled by the Board of Directors for the balance of the term.

SECTION 3 - The President shall be Chief Corporate Officer of the Association. He shall preside at all meetings of the membership, and at all meetings of the Board of Directors in the absence of the Chairman of the Board; execute all conveyances and contracts to which the Association is a party, and which may be authorized by the Board of Directors or the membership of the Association, and perform such other duties as the Board of Directors may from time to time prescribe, and have general executive management of the Association.

SECTION 4 - The first Vice-President shall perform, in the absence of the President, or his inability or refusal to act, all of the duties of the President. The second and third Vice-Presidents shall, in due order; succeed to the rights and responsibilities of the first Vice-President in the event of the absence, inability or refusal to act of the first Vice-President.

SECTION 5 - The Secretary shall keep an accurate roll of the members, showing the membership classification of each member, the death of or election to membership, the resignation of any member, payment of dues, and such other information as the Board of Directors may from time to time require, all in accordance with these by-laws and the direction of the Board of Directors; keep minutes of and issue calls for all meetings of the Board of Directors and meetings of the membership; notify all members of their election to membership; handle all correspondence of the Association. The Secretary shall have custody of the seal of the corporation, and attest the execution by the President of such conveyances or other instruments of like character which may be authorized by the Board of Directors, or the membership of the Association from time to time.

SECTION 6 - The Treasurer shall collect all dues and other monies due the Association; disburse the funds of the Association from time to time, as may be authorized by the Board of Directors, the President, or the membership of the Association; keep books of account, accurately reflecting receipts and disbursements, and submit a complete report of the work of his office at each annual meeting of the membership, and shall furnish to the Board of Directors such information as they shall desire from time to time. The Treasurer shall submit to the Board of Directors at each of their regular meetings a written report of the financial condition of the Association, and his books and records shall be open at all times to the inspection of the Board of Directors. He shall also have the right, powers, duties and privileges usually incident to the office of Treasurer in an ordinary private corporation for profit, and such other rights, powers, duties and privileges as shall be assigned to him from time to time by the Board of Directors as soon after being presented as convenient.

SECTION 7 - All of the Officers, except the Chaplain and the Associate Historian, shall be regular members of the Association, The Chaplain and the Associate Historian may be non-members of the Association, and may be elected to either of such offices.

SECTION 8 - The Chaplain shall provide spiritual leadership for the Association, and shall perform such other duties as the Board of Directors may from time to time request. More than one Chaplain may be elected and serve the Association at any given time.

SECTION 9 - The Historian shall be responsible for the preservation of the historical records of the Association, and shall provide the Board of Directors with such historical information as the Board shall from time to time request. The Associate Historian shall assist the Historian in the performance of the duties of such office.

ARTICLE VI

Limitation Upon Association and Its Property

SECTION 1 - In no event shall any monies, property, or income of the Association be distributed to or inure to the benefit of any member or Officer of the Association, except that any of them may be reasonably compensated for services actually rendered to the Association, and this provision shall not prohibit the Association from paying any regular or part-time employee of the Association for services actually rendered.

SECTION 2 - At no time shall this Association engage in any transaction which is defined as a "prohibited transaction" by the U.S. Internal

Revenue Code, including Section 501 (c) of the Internal Revenue Code, as now in effect, or as hereafter amended.

SECTION 3 - The purpose of this Association shall be carried on exclusively within the State of Texas, and no part of the properties of this Association, or any income there from, shall be devoted to or used for any person or purpose outside the limits of the State of Texas without the approval of the Board of Directors, provided, however, the purchase of assets of corporations outside of the State of Texas shall not be considered to be within prohibition of this paragraph.

ARTICLE VII

Rules of Order

All meetings of the Association, and the deliberations, debates, and discussions thereof, shall be governed by the Roberts Rules of Order, except where same may be in conflict with the visions of these by-laws.

ARTICLE VIII

Referendum

Two members may, at either an annual or special meeting, and upon a two-thirds vote of the members present, in person or by proxy, order a referendum of the Association on any question of policy presented to such annual meeting, and upon obtaining the results of such referendum, the Board of Directors shall give due consideration to, but shall not be bound by, the results of such referendum.

ARTICLE IX

Amendments

These By-laws may be amended by a two-thirds vote of the members present and voting, in person or by proxy, at any annual meeting, provided that notice of such proposed amendment has been filed with the Secretary of the Association not less than 15 days prior to the date of the annual meeting at which such amendment is to be considered, and written notice of such proposed amendment has been given to all regular members not less than 10 days nor more than 150 days prior to the annual meeting at which same is to be considered. Such amendment shall take effect immediately upon its adoption.

APPROVED AND ADOPTED:

The constitution and By-laws heretofore governing the operation of The Former Texas Rangers Association, the Texas State Association of Ex-Rangers, and the Ex-Texas Rangers Association, the predecessor corporations of this corporation, are all and each repealed and abrogated, and these by-laws are adopted, such action being taken by a majority vote of the members present and voting, in person or by proxy, at a meeting of the members held on the ___ day of _____, **2009**, and the By-laws herein set forth shall be effective from and after such date.

Captain Bruce Casteel

John Reeves

Bob Dale

Phil Ryan

Joe B. Davis

Captain Grady Sessums

Ray Martinez

Captain John Wood

Captain Dan North