

**BYLAWS
OF THE
TEXAS MINING AND RECLAMATION ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

- Section 1. The association is to be known as the TEXAS MINING AND RECLAMATION ASSOCIATION (TMRA).
- Section 2. The offices of TMRA shall be in Austin, Texas

**ARTICLE II
FORM OF ORGANIZATION**

- Section 1. Non-profit, unincorporated 501(c)(6) trade association.

**ARTICLE III
MISSION STATEMENT AND FOUNDING PRINCIPLES**

- Section 1. MISSION STATEMENT: The Texas Mining and Reclamation Association is a single voice for the Texas mining industry that exhibits integrity, clarity and vision in its efforts to create a balance between mineral production, environmental protection, economic strength and public welfare and to inform the public, regulators and legislators of the value of mining to the Texas economy and lifestyle.
- Section 2. FOUNDING PRINCIPLES:
- A. Federal, state and local regulatory processes must be responsible, timely, and reflect a proper balance between environmental concerns and efficient recovery of mineable reserves.
 - B. Mineable resources must be assured by fostering continuing exploration for, access to, and development of additional mineable resources.
 - C. Mining industries must earn a fair rate of return and be able to meet current and future capital needs.

**ARTICLE IV
MEMBERSHIP**

- Section 1. CLASSES OF MEMBERSHIP: TMRA shall be composed of the following classes of membership:

- A. Honorary Member: Honorary Membership may be awarded to any individual in recognition of outstanding service rendered to TMRA. A nomination for honorary membership shall be initiated by the Board of Directors and must be approved by at least four-fifths vote of the members of the Board of Directors present at a regular meeting of the Board of Directors. No dues shall be assessed for membership in this classification.
- B. Individual Member: Individuals, either residents or nonresidents of the State of Texas, with an interest in mining operations and paying regular dues as established by the Board of Directors,
- C. Life Member: Individuals, either residents or nonresidents of the State of Texas, who have maintained membership status in TMRA for a minimum of ten (10) years and are now fully retired. No dues shall be assessed for membership in this classification.
- D. Owner/Operator Member: Any Individual, firm or other business organization actively engaged in mining operations in Texas. Dues shall be as established by the Board of Directors.
- E. Support and/or Affiliate Industry Member: Any firm or other business organization actively engaged in the manufacture or sale of equipment, machinery, services or supplies used by mining operations in Texas. Any Owner/Operator or support business that maintains active membership in an association or other industry group, as determined from time-to-time by the Executive Committee, with goals and interests compatible with those of TMRA. Dues shall be as established by the Board of Directors.
- F. Support Industry Member: Any, firm or other business organization actively engaged in the manufacture or sale of equipment, machinery, services or supplies used by mining operations in Texas. Dues shall be as established by the Board of Directors.
- G. Non-profit/Educational Member: Any individuals or organizations involved with education or promotion of mining activities, reclamation or related activities. Dues shall be as established by the Board of Directors.

Section 2. QUALIFICATION: Any individual, firm or other business organization in good standing that is permitted, engaged in mining or in a mining related field, may apply for membership. Membership in TMRA shall be continuous if dues are paid and remain current, subject to resignation or expulsion as hereinafter set out.

Section 3. APPLICATION FOR MEMBERSHIP: All applicants for membership shall submit to the principle office of TMRA a completed and signed application form.

- Section 4. **ADMISSION OF MEMBERSHIP:** Admission of all applicants for membership shall be by a majority vote of the Executive Committee.
- Section 5. **REPRESENTATION:** Each member, whether individual, firm or other business organization may designate a representative to attend meetings of TMRA and act on the member's behalf.
- Section 6. **TRANSFERABILITY OF MEMBERSHIP:** Membership in TMRA for each classification shall not be transferable except upon written request and with approval of the Executive Committee. This provision is applicable to changes in ownership.
- Section 7. **REMOVAL:** Members of any classification may be removed from membership for cause by a two-thirds vote of the Board of Directors.
- Section 8. **REINSTATEMENT:** A former member desiring to renew membership may be reinstated by the Board of Directors.

**ARTICLE V
DUES AND SPECIAL ASSESSMENTS**

- Section 1. **DUES:** Dues for all classes of membership shall be established by the Board of Directors. If determined by the Executive Committee to be a benefit to TMRA, dues may be prorated based on the Quarter a new member is approved for membership.
- Section 2. **SPECIAL ASSESSMENTS:** Special assessments for members may be assessed by the Board of Directors and/or the Executive Committee. Special Assessments applicable solely to a subgroup or subgroups of TMRA, e.g., an industry group, must be approved by those subgroups' committees prior to consideration by the Board of Directors and/or the Executive Committee.
- Section 3. **DELINQUENCY AND CANCELLATION:** Any member of TMRA delinquent in the timely payment of dues and/or special assessment(s) shall be notified of such delinquency and suspended from further participation until all past due amounts have been paid. If payment of dues and/or special assessment(s) is not made within sixty (60) days of the invoice due date, TMRA shall notify the member that payment of the past due amount is due and payable within thirty (30) days. If the delinquent dues and/or special assessment(s) are not paid within the aforementioned thirty (30) day grace period, the member may be dropped from membership and thereupon forfeit all rights and privileges of membership. The Board of Directors and/or Executive Committee may exercise its discretion to waive any and all past due amounts.

Section 4. REFUNDS: No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE VI ASSOCIATION MEETINGS

Section 1. ANNUAL MEETING: The Annual Meeting of TMRA shall be held at a time and place to be designated by the Board of Directors. The annual meeting of the Board of Directors shall be held at the TMRA Annual Meeting.

Section 2. SPECIAL MEETINGS: Special meetings of TMRA, including Board of Directors' meetings, may be called by the Chairman at any time. The business to be transacted at any Special Meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. NOTICE OF MEETINGS: Notice of any meeting of TMRA at which official TMRA business is to be transacted shall be sent via mail, facsimile or electronic mail to the last known address of each member not less than ten (10) nor more than thirty (30) days before the date of the meeting.

Section 4. VOTING: At all TMRA meetings, the member representative for each active member shall have one (1) vote, and may take part and vote. Unless otherwise specifically provided by the Bylaws, a majority vote of those active members participating and voting shall govern.

Section 5. QUORUM: A majority of the membership in good standing of any TMRA committee shall constitute a quorum for the transaction of business. If a quorum is not present at any TMRA meeting, then a majority of the members participating may recess or adjourn the meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY: The governing body of TMRA shall be the Board of Directors. The Board of Directors shall:

- A. Have supervision, control, and direction of the affairs of TMRA; its committees and publications; shall determine its policies or changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain authority and responsibility to the Executive Committee.
- B. Elect the officers of TMRA at the Annual Meeting.

- C. Adopt the budget of TMRA.
- D. Set the amount of dues to be paid by the members of TMRA.
- E. Consider and adopt all amendments to these Bylaws.

Section 2. COMPOSITION: The Board of Directors shall be composed of the Elected Officers, one (1) director appointed by each Owner/Operator member company, and three (3) directors elected by the Support Industry and Individual members.

Section 3. TERM: Each Director shall serve for a term of one (1) year. Members of the Board may serve more than one term.

Section 4. SELECTION: At the TMRA Annual Meeting the Board of Directors shall be selected. Each Owner/Operator member shall appoint a director. The Support Industry and Individual members shall elect the directors representing their combined membership classes. The directors representing the Support Industry and Individual members shall be elected by a majority vote of the combined members of such classes present at the Annual Meeting.

Section 5. VACANCIES:

- A. If a vacancy among the Owner/Operator directors should occur for whatever reason, such vacancy shall be filled by a replacement director appointed by the Owner/Operator member represented by the vacant position.
- B. If a vacancy among either of the Support Industry and Individual directors should occur for whatever reason, such vacancy shall be filled by notice and a special election by the TMRA members in those Classes.

Section 6. MEETINGS: There shall be an annual meeting of the Board of Directors prior to, during or immediately following the TMRA Annual Meeting, on the same date and at the same place as the Annual Meeting unless such date and place shall be changed by consent of a majority of the Board of Directors then elected and serving. At least ten (10) days' notice shall be given of the time and place of such meeting, unless an emergency exists. Special meetings of the Board of Directors may be called at any time by the Chairman or any twelve (12) members of the Board. Notice of meetings called by other than the Chairman shall contain a statement of the purpose of such meetings and the business shall be confined to such items, except upon approval by a majority of the Board. Notice of all meetings of the Board of Directors shall be communicated by the Chairman to each member of the Board of Directors via mail, facsimile or electronic mail at the last recorded address for each director at least ten (10) days in advance of such

meeting. The Chairman may from time to time delegate the responsibilities herein to the Executive Director.

- Section 7. QUORUM: A majority of the Board of Directors shall constitute a quorum for the conduct of business. If notice as set out in Section 6 above cannot for good cause be provided, any action which may be taken by the Board of Directors at such fully noticed meeting may be taken without such notice by a quorum of the Board present or participating after reasonable notice as determined by the Chairman, provided that any such action taken or approved orally shall be confirmed subsequently via mail, facsimile or electronic mail by those so participating.
- Section 8. VOTING: Voting rights of a Board member may be delegated by proxy to another TMRA member in good standing via written, including electronic, notification to the Chairman of the Board or Executive Director prior to any meeting.
- Section 9. VOTING BY MAIL, FACSIMILE, OR ELECTRONIC MAIL: Action taken by mail, facsimile or electronic mail ballot of the members of the Board of Directors in which at least a majority of such Board members in writing indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regular meeting of such Board.
- Section 10. TELEPHONE CONFERENCE: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting by means of telephone conference or other electronic equipment. All Board members participating in the meeting must be able to hear the discussion. Any action taken as a result of such conference shall be set forth in writing and signed by all participating members of the Board of Directors.
- Section 11. REMOVAL: The Board of Directors, in its discretion, by two-thirds vote of its members, may remove any member of the Board of Directors from office for cause. Any member of the Board of Directors who has missed three (3) consecutive meetings may be removed by the Board of Directors.
- Section 12. RESIGNATION: If a Board member terminates employment with a member company he may no longer serve as that member's representative on the Board of Directors unless specifically so designated by the member company in writing. The vacancy shall be filled by the Owner/Operator member represented by the vacant position.
- Section 13. COMPENSATION: Directors and elected officers shall not receive compensation for their services.

ARTICLE VIII OFFICERS

- Section 1. **ELECTED OFFICERS:** The elected officers of TMRA shall be a Chairman, Vice Chairman, Treasurer and Secretary to be elected by the Board of Directors and to serve until their successors have been duly elected and assume office.
- Section 2. **QUALIFICATIONS FOR OFFICE:** Any active owner or employee of an Owner/Operator member in good standing shall be eligible for nomination and election to any elective office of TMRA.
- Section 3. **MANNER OF SELECTION:** The normal order of progression will be that the position of Chairman of the Board of Directors shall be filled by last year's Vice-Chairman; the Vice-Chairman position shall be filled by last year's Treasurer; the Treasurer position shall be filled by last year's Secretary; and the Secretary shall be elected by the Board of Directors at the TMRA Annual Meeting.

For election of the Secretary and where the normal progression of officers cannot be followed for any reason, the following procedure shall be utilized: The Nominating Committee shall notify the Owner/Operator members a minimum of ten (10) days before a scheduled meeting of the Nominating Committee. The Nominating Committee shall then provide a list of proposed candidates to the Executive Committee for consideration. The Executive Committee shall then provide a proposed slate of candidates from the list provided by the Nominating Committee to the Board of Directors.

The Executive Committee shall cause a ballot to be created which shall include those nominees recommended by the Executive Committee and any member nominated by petition of a minimum of fifteen (15) members of the voting membership of the Board. Except where not possible or appropriate, the election shall occur at the Annual Meeting of the Board. Each Board member shall have one (1) vote to cast for each position up for election. The Executive Director shall be responsible for counting the ballots and reporting the election results to the Board and membership. Candidates receiving the highest number of votes for each office shall be declared elected, If no nominations are made by petition, the slate as submitted will be considered elected by acclamation. Results of the election shall be announced by the Executive Director.

- Section 4. **TERM OF OFFICE:** Each elected officer shall take office upon adjournment of the Annual Meeting and shall serve for a term of one (1) year or until a successor is duly elected, qualified and installed. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

- Section 5. RE-ELECTION: No elected officer having served one (1) full term shall be eligible for re-election to the same office until at least one (1) year shall have elapsed.
- Section 6. VACANCIES: Vacancies in any elective office shall be filled for the balance of the term thereof by the following method: Should the Chairman position become vacant, the position shall be filled by the Vice-Chairman, thereby leaving the Vice-Chairman position vacant. Should the Vice-Chairman position become vacant, the position shall be filled by the Treasurer, thereby leaving the Treasurer position vacant. Should the Treasurer position become vacant, the position shall be filled by the Secretary, thereby leaving the Secretary position vacant. Should the Secretary position become vacant, the Board of Directors may select a qualified replacement at any regular or special meeting.
- Section 7. REMOVAL: The Board of Directors, in its discretion, by a two-thirds vote of its members, may remove any officer from office for cause.

ARTICLE IX DUTIES OF OFFICERS

- Section 1. CHAIRMAN: The Chairman shall preside over the TMRA Annual meeting and all Board of Directors and Executive Committee meetings and shall perform such other duties as shall be assigned by the Board. The Chairman shall serve as an ex officio member of all TMRA committees.
- Section 2. VICE-CHAIRMAN: The Vice-Chairman shall preside over the TMRA Annual meeting and all Board of Directors and Executive Committee meetings in the temporary absence of the Chairman, and shall perform other duties as assigned by the Chairman. The Vice-Chairman shall immediately succeed to the office of Chairman if that office becomes permanently vacant and shall serve for the remainder of the unexpired term.
- Section 3. TREASURER: The Treasurer shall serve as custodian and manager of all TMRA funds and shall oversee the receipt of dues, the handling of disbursements, the maintenance of bank accounts, ledgers, receipt and expenditure records, and shall perform such other duties as are pertinent to this office and as assigned by the Executive Committee.
- Section 4. SECRETARY: The Secretary shall record and prepare the minutes of all meetings of the TMRA Board and Executive Committee, and shall perform such other duties as are pertinent to this office or as assigned by the Executive Committee.

**ARTICLE X
EXECUTIVE COMMITTEE**

Section 1. **AUTHORITY AND RESPONSIBILITY:** The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters except those specifically reserved to the Board by the Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail, facsimile or electronic mail or at the next Board meeting. The Executive Committee shall specifically perform the following functions:

- A. Implement all policies and programs as set forth by the Board of Directors.
- B. Propose the amount of the dues to be paid by all TMRA members.
- C. Propose the TMRA annual budget.
- D. Arrange for an annual audit and for other financial, technical and legal services as necessary.
- E. Determine the need, composition, retention and compensation of a professional staff, including an Executive Director; arrange and execute agreements with other organizations for administrative and staff support for TMRA
- F. Resolve all questions concerning eligibility for membership.
- G. Transact the routine business of TMRA, and perform such other duties as outlined in these Bylaws.

Section 2. **COMPOSITION:** The Executive Committee shall be composed of nine (9) voting members, to include:

- A. the four (4) TMRA Officers;
- B. the Chairman of each of the three (3) Industry Committees;
- C. the Immediate Past Chairman;
- D. one Owner/Operator member not already represented on the Executive Committee, selected by the Executive Committee members participating in the first Executive Committee meeting following the TMRA Annual Meeting ; and

E. one non-voting member, being the TMRA Executive Director.

Should the Immediate Past Chairman become unable to serve, the preceding Past Chairman shall fill that role if still eligible.

The Executive Committee member selected in Subsection D, above, shall have a term ending upon adjournment of the next Annual Meeting.

Section 3. MEETINGS: The Executive Committee shall meet not less than four (4) times each year on call of the Chairman. At least ten (10) days' notice shall be given of the time and place of any such meeting unless an emergency exists. Members of the Executive Committee may designate alternates to attend meetings in their absence by notifying the Chairman of such designation in advance of such meetings, but such alternates shall have no right to vote unless a written proxy from the Committee member has been received by the Chairman.

Section 4. QUORUM — CALL OF MEETINGS: A majority of the Executive Committee participating after proper notice shall constitute a quorum at any duly called meeting of the Committee. The Chairman or Executive Director, if so delegated, shall call such meetings of the Executive Committee as the business of TMRA may require.

Section 5. TELEPHONE CONFERENCE: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Executive Committee may participate in and hold a meeting of such Committee by means of telephone conference or other electronic means. All Executive Committee members participating in the meeting must be able to hear the discussion. Any action to be taken as a result of such conference shall be set forth in writing and signed by all participating members of the Executive Committee.

ARTICLE XI STANDING COMMITTEES

Section 1. STANDING COMMITTEES: The Chairman shall appoint such committees as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such committee shall be prescribed upon their appointment.

Standing Committees shall be required to hold at least one (1) meeting during the year and to submit an annual report to the Board of Directors. Committee Chairmen shall be expected to prepare minutes of all meetings.

Absence by any member of a Standing Committee for two (2) consecutive regular or called meetings may result in removal from such committee.

- A. BUDGET AND FINANCE COMMITTEE shall be composed of the members of the Executive Committee. The Committee shall counsel with the Board of Directors; prepare and submit a report and analysis to the Board of the finances of TMRA; study and recommend the investment of surplus funds and advise on the condition of the funds in trust; and review the annual audit of the accounts. The Treasurer shall serve as the Chairman of the committee.
- B. NOMINATING COMMITTEE shall consist of the two most recent Past Chairmen and three Board members appointed by the Officers of TMRA. The Immediate Past Chairman shall serve as the Chairman of the Nominating Committee. Should either of the two Past Chairmen become unable to serve, the Officers of TMRA shall appoint an additional Board member to fill the position. In such case, the past Board Chairman shall be the Chairman of the Nominating Committee. The Nominating Committee shall provide nominations for officer positions in accordance with Article VIII.
- C. INDUSTRY COMMITTEES: TMRA shall have the following committees representing Owner/Operator members. Each Owner/Operator member shall designate a representative to its appropriate industry committee. Such representative may be, but need not be, the director appointed by such Owner/Operator member:
- a. Industrial Minerals Committee: The purpose of the Industrial Minerals Committee is to identify and address those issues of specific impact to members of the industrial minerals mining and products industry, including environmental, regulatory and legislative topics and to develop programs for the education of legislators and other public officials, the general public, school teachers and students.
 - b. Lignite Committee: The purpose of the Lignite Committee is to identify and address those issues of specific impact to members of the lignite coal mining, including environmental, regulatory and legislative topics and to develop programs for the education of legislators and other public officials, the general public, school teachers and students.
 - c. Uranium Committee: The purpose of the Uranium Committee is to identify and address those issues of specific impact to members of uranium mining industry, including environmental, regulatory and legislative topics and to develop programs for the education of legislators and other public officials, the general public, school teachers and students.

The members of each industry committee shall elect the Chairman of such committee during the Annual Meeting. The Chairman so elected shall serve for a term of one (1) year but may succeed him or herself.

Section 2. **FUNCTIONAL COMMITTEES:** TMRA shall have the following Functional Committees: Communications and Public Outreach, Governmental, Education, Environmental, Legal, Membership, Planning and Safety. The members of each such committee may elect the committee chair.

In addition, the Chairman, upon recommendation of the Executive Committee, shall appoint such other functional committees and committee chairs, as deemed necessary to carry out the policies and programs of TMRA. Each such committee shall be appointed to serve until found by the Chairman or the Executive Committee to be no longer needed. The members of functional committees may be, but need not be, officers or directors of TMRA, but must be affiliated with a member of TMRA.

Section 3. **EXECUTIVE COMMITTEE:** The Executive Committee shall be elected and function as set forth in Article X of these Bylaws.

ARTICLE XII EXECUTIVE DIRECTOR AND STAFF

Section 1. **APPOINTMENT:** The Board of Directors shall employ a salaried person who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

Section 2. **AUTHORITY AND RESPONSIBILITY:** The Executive Director shall be the chief executive of TMRA responsible for all management functions. The Executive Director shall manage and direct all activities of TMRA as prescribed by the Board of Directors and shall be responsible to the Board. Under the direction of and with specific approval from the Executive Committee, the Executive Director shall employ and may terminate such members of the staff as are necessary to carry on the work of TMRA and may fix their compensation consistent with the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall be in the best interest of TMRA. The Executive Director shall receive and handle all confidential information relative to dues assessment. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

ARTICLE XIII FINANCE

Section 1. **FISCAL PERIOD:** The fiscal year of TMRA shall be the calendar year.

Section 2. BUDGET: With recommendations from the Budget and Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities for TMRA.

The Treasurer shall furnish the membership within a reasonable period following the end of each annual fiscal period a financial report for the year just completed.

Section 3. AUDIT: The TMRA Budget and Finance Committee shall annually select a certified public accountant or licensed public accountant to conduct an independent audit of the TMRA accounts and submit such report to the TMRA Executive Director and Board. As directed by the Executive Committee, the audit may be expanded to include internal controls and operational procedures.

ARTICLE XIV ASSOCIATION POLICY

TMRA is comprised of a group of industries and individuals that have substantially similar interests and goals. TMRA, however, recognizes that its members come from a broad base of varied mining interests, techniques, and geographic distribution, and for this and other reasons, every member of TMRA may not be in total agreement with each and every program, policy, or action taken in the name of TMRA by majority determination in accordance with these Bylaws. Accordingly, when possible, all major policy and action proposals shall be fully presented and outlined to the Board of Directors. Proposals to be voted on by the Board of Directors will be submitted to each member of TMRA within a reasonable timeframe for timely management review by such member prior to voting. Any member, upon notification to TMRA, may exercise the right by name as holding no position on any specific action of TMRA.

ARTICLE XV DISSOLUTION

In the event of dissolution of TMRA, no part of the funds or property of TMRA shall ever accrue to the private benefit of any member. After payment of all indebtedness, any surplus funds and property, upon dissolution, shall be transferred to a nonprofit organization with tax-exempt status under the then existing provisions of the Internal Revenue Code.

ARTICLE XVI ADOPTION

These Bylaws and amendments to them become effective upon adoption by the Board of Directors.

ARTICLE XVII AMENDMENTS

These Bylaws may hereafter be amended by the Board of Directors by vote at the Annual Meeting or any meeting called for that purpose, if approved by two-thirds of the directors participating, either in person or by proxy; provided that notice of the proposed change or amendment was submitted to each director for review either in writing or electronically at least ten (10) days in advance of such meeting. The notice requirement may be waived by vote of 2/3 of the directors participating, either in person or by proxy.

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