

**BYLAWS FOR TEXAS LITTER CONTROL, Inc.
A TEXAS NONPROFIT CORPORATION**

Article I

These Bylaws govern the affairs and operation of Texas Litter Control, Inc., a non-profit corporation (the "Corporation") organized under Section 501 (c) (3) of the Internal Revenue Code and the Texas Non-Profit Corporation Act.

Article II – Board of Directors

Management of the Corporation: The affairs of the Corporation shall be managed by its Board of Directors (Directors) subject to these bylaws.

Number, term, and qualifications: The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no fewer than three (3) and no more than five (5) including the following officers: the President, the Vice-President(s), and the Secretary. There are no term limits and, therefore, Directors may serve any number of consecutive terms. Each member of the Board of Directors must be twenty-one (21) years or older and shall attend at least one (1) meeting of the Board per year.

Election: Directors shall be elected at the annual Directors meeting by a three-fourths (3/4) vote of the current board members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Article III.

Regular Meetings: An annual meeting of the Board of Directors shall be held in the first quarter of each calendar year (January – March). The time, place and agenda of these meetings shall be established by the President of the Corporation or his / her delegate. The Board of Directors may hold quarterly or monthly meetings, as determined by the Board. Notice of these meetings shall be sent to all Directors no less than ten (10) days prior to the meeting date.

Special Meetings: Special meetings of the Board of Directors may be called by the President or any two members of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given in writing at least seven (7) days in advance and must identify the subject of the meeting and designate a time and place.

Quorum: The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board of Directors present 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 these bylaws.

Decision Without a Meeting: Any decision required or permitted to be made at a meeting of the members, Board of Directors or any committee may be made without a meeting if a written consent to the decision and resolution is signed by all the persons entitled to vote on the matter.

Proxy Voting: Proxy voting is not permitted.

Confidentiality: Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations'

purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

Advisory Council: An Advisory Council may be created whose members shall be elected by three-fourths (3/4) the Board of Directors but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy in Article II.

Removal: Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause by vote of three-fourths (3/4) of the members of the Board of Directors at a regular or special meeting if in their judgment the removal serves the best interest of the Corporation. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the meeting when the vote takes place. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Resignation: Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Vacancies: Whenever a vacancy occurs in the Board of Directors, it will be filled without undue delay by a three-fourths (3/4) vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors

Article III – Officers

Officers: The officers of the Corporation shall be the President, one or more Vice-President(s), and the Secretary plus such other officer positions as the Board of Directors may appoint. Any two or more offices may be held by the same person with the exception of President and Secretary. The directors may define the duties and authority of each office, consistent with these bylaws and the Articles of Incorporation.

Election of Officers: The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office for a one-year term or until his or her successor has been duly elected and installed. Officers may be re-elected to serve additional terms.

Removal: Any officer elected or appointed by the Board of Directors may be removed with or without cause, at any time, by vote of three-fourths (3/4) of the members of the Board of Directors if in their judgment the removal serves the best interest of the Corporation. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the meeting when the vote takes place. An officer who has been removed as an officer shall remain on the Board of Directors unless and until the procedure outlined in Article III for the removal of members of the Board of Directors is followed.

Vacancies: A vacancy in any office may be filled by the board of directors with three-fourths vote (3/4) for the unexpired portion of the officer's term.

Compensation: All elected officers shall serve without salary, but will be eligible to be employed in a paid position within the organization.

President: The president shall supervise and control the corporation's affairs, appoint all standing and special committees, and perform such other duties and functions as required by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Vice President or Secretary any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases when the signing and execution shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other officer or agent of the Corporation. The President shall be a member of each committee and shall appoint and remove chairpersons of each committee except as otherwise provided in these bylaws. The President shall maintain financial records, supervise preparation of financial statements and reports, maintain and supervise the Corporation finances and income, write checks and disburse corporate funds according to procedures established by the Directors. A financial report will be presented at all Board meetings.

First Vice President: The First Vice-President shall perform duties as assigned by the President or the Board of Directors. In the absence of the President or at the request of the President or Board of Directors, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Vice President(s): The Vice-President shall perform duties as assigned by the President or the Board of Directors.

Duties of the Secretary: The Secretary shall perform all duties delegated by the Board of Directors or President. The Secretary shall take minutes of Board Meetings, maintain corporate records and minutes, and provide notice to Directors and Officers as required by these bylaws.

Article IV – Executive Director

Executive Director: The Board of Directors may appoint, by a three-fourths (3/4) vote, an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The Executive Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the day-to-day business of the Corporation and shall have such other powers and duties as prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors, shall make reports at the Board of Directors meetings, and shall be an ad-hoc member of all committees.

The Executive Director shall serve until removed by the Board of Directors by a three-fourths (3/4) vote of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Article V – Committees

Committees: The Board of Directors may from time to time designate and appoint standing or temporary committees by three-fourths (3/4) vote of the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these bylaws. Committees may be dissolved at anytime by a three-fourths (3/4) vote of the Board of Directors. No

person who is not a member of the Board of Directors or Advisory Council may serve on a committee without the prior consent of the majority of the Board of Directors. Committee recommendations are subject to approval by the majority of the Board of Directors and committee members who are not Directors will have no voting privileges.

Article VI – Waiver of Notice

Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article VII – Conflicts of or Potential Conflicts of Interest

Conflicts or Potential Conflicts of Interest: The Board of Directors shall establish a policy concerning Conflicts of Interest.

Article VIII – Indemnification

Insurance: The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

When Indemnification is Required, Permitted, and Prohibited: The corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation, as permitted by law. The Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation, who has improperly received personal benefit from the Corporation or who has breached a fiduciary duty to the Corporation on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a competent jurisdiction and all appeals have been exhausted.

The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph (a) above.

Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is named defendant or respondent in any proceeding brought by the Corporation or one or more members; or the person is alleged to have improperly received a personal benefit from the Corporation or committed other willful or intentional misconduct or breached a fiduciary duty to the Corporation.

Procedures Relating to Indemnification Payments: Before the Corporation may pay any indemnification expenses (including attorney's fees), the directors shall specifically determine that indemnification is permissible, determine that expenses to be reimbursed are reasonable and approve (by majority vote of directors not involved in the proceeding and directors who, at the time of the vote are not named defendants or respondents in the proceeding).

Any indemnification or advance of expenses shall be reported to the Board of Directors within forty-five (45) days of payment by written notice or at a meeting of the board members.

Limits on Indemnification: Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

Article IX – Financing

Fiscal Period: The fiscal year for the Corporation shall begin on January 1st and end on December 31st.

Budget: The Board of Directors shall adopt an annual operating budget at the Annual Board of Directors meeting. The President or his / her delegate(s) will provide a financial update at each Board of Directors meeting and budget adjustments may be made by the Board of Directors if deemed necessary by a majority vote of the Board.

Books and Records: The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Audit: The Directors, by a majority vote, may elect to select a certified public account or licensed public accountant to conduct an independent audit of the financial statement of the corporation for a specified period.

Financial Matters: The Board of Directors shall establish a policy concerning the authority of officers and/or directors to handle the funds of the Corporation, including contracts, loan limits, check writing, and deposits as it deems appropriate.

Non-Profit Corporation: The Company is a non-profit Corporation. Upon discontinuance of the Company by dissolution or otherwise, all of the Company's assets shall be distributed to the state or to an educational, religious, charitable, or other similar organization that is qualified as a charitable organization under Section 501 (c) (3), Internal Revenue Code of 1986, or any corresponding section of any future federal tax code.

Article X – Public Participation

Non-Voting. Texas Litter Control, Inc. shall not have members. Persons interested in furthering the purpose and objectives of the Corporation may participate by contributing through financial contributions, gifts in kind, or volunteer hours to the Corporation. Such participation shall in no event entitle any person to vote on any corporate matter.

Article XI – Construction

Headings: The headings in these bylaws have been inserted for convenience purposes only.

Severability: If any portion of these bylaws shall be inoperative or invalid, then, so far as is reasonable and possible (a) the remainder to these bylaws shall be considered valid and operative; and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE XII - Amendments

Amendments to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a three-fourths (3/4) vote of all Directors. Notice of intention to alter, amend or repeal or to adopt new bylaws shall be given to all members of the Board of Directors at least fourteen (14) days prior to the meeting at which the vote will be taken.

I hereby certify that these bylaws were adopted by the Board of Directors of Texas Litter Control, Inc. at the Board of Directors meeting held on: September 17, 2012.

Deana L. Sellens, President