

**BYLAWS OF
COASTAL BEND BAYS FOUNDATIONS, INC.**

ARTICLE I. NAME, PURPOSE AND OFFICES

Section 1. Name.

The name of this non profit corporation shall be the Coastal Bend Bays Foundation, Inc., organized under the Texas Non Profit Corporation Act (referred to as the "Act").

Section 2. Purpose.

The Coastal Bend Bays Foundation, Inc., is dedicated to the conservation and wise use of freshwater, estuarine, and marine habitats; wetlands; and the other natural resources of Texas. To accomplish this mission the Coastal Bend Bays Foundation, Inc., has established five basic goals:

FACILITATION

To provide a forum for dialogue among the many diverse users of the bays, estuaries, and wetlands. To encourage and actively seek solutions to conflicts among the users of natural resources of Texas.

CONSERVATION

To develop projects aimed at preserving and enhancing the natural resources of the bays, estuaries, and wetlands of Texas. To establish a "land trust" for the purpose of acquiring, preserving, and enhancing wetlands and other ecologically important areas.

EDUCATION

To provide resources and guidance for education projects for the purpose of developing a constituency for

the conservation and wise use of the natural resources of the bays, estuaries, and wetlands of Texas.

ADVOCACY

To preserve and defend the natural resources of the bays, estuaries and wetlands of Texas for present users and posterity.

RESEARCH

To support and encourage the allocation of public and private resources for research regarding the bays, estuaries, wetlands, and natural resources of Texas.

Section 3. Principal office.

The principal office of the Coastal Bend Bays Foundation, Inc., shall be within Nueces County, Texas. The Coastal Bend Bays Foundation, Inc., may have other such offices or places of business, either within or outside the State of Texas, as the business of the Coastal Bend Bays Foundation, Inc., may require and as the Board of Directors may establish.

Section 4. Registered Office and Registered Agent.

The Coastal Bend Bays Foundation, Inc., shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office of the Coastal Bend Bays Foundation, Inc., need not be identical to its principal office. The registered office and registered agent may be changed by the Board of Directors in compliance with the provisions of the law.

ARTICLE II. MEMBERS AND TRUSTEES

Section 1. Members.

The Coastal Bend Bays Foundation, Inc., shall establish classes of membership. Members shall be individuals or organizations interested in supporting the Coastal Bend Bays Foundation, Inc., Any applicant may be denied membership, or ousted after membership has been established, by a vote of at least two thirds (2/3) of the members of the Board of Directors who are present and voting. The Board of Directors shall set the dues for each class of membership.

Section 2. Delegate Trustees.

There shall be Delegate Trustees, such number to be determined by the Board of Directors. Delegate Trustees shall be members of and shall represent nonprofit organizations, which shall be or become non-profit members of the Coastal Bend Bays Foundation, Inc., as that class is defined by the Board of Directors. Delegate Trustees shall serve for a term of one year, or until their successors are elected. Delegate Trustees shall be elected by the membership of their respective organizations. The Board of Directors shall endeavor to recruit Delegate Trustees from a cross section of those groups interested in the natural resources of South Texas, including but not limited to environmental, conservation, fishing, boating, marine, and economic development organizations. Delegate Trustees are considered to be members of the Coastal Bend Bays Foundation, Inc.

Section 3. Ex-Officio Trustees.

Ex-Officio Trustees are Trustees, with their consent, by virtue of holding the positions specified below. Ex-Officio Trustees shall be entitled to vote in person in the same manner as members and Delegate Trustees. Each Ex-Officio Trustee shall be a Trustee only as

long as that person holds one of the specified positions. The positions which shall entitle the holder to be an Ex-Officio Trustee are:

The Governor of Texas

The Lieutenant Governor of Texas

The Commissioner of the Texas General Land Office

The Attorney General of Texas

Railroad Commissioners of Texas

The Commissioner of the Texas Agricultural Department

U.S. Senators from Texas

U.S. Representatives, whose districts include all or part of the following counties:

Nueces, Kleberg, San Patricio, Aransas, Kenedy, Refugio, and Calhoun.

Texas State Senators whose districts include all or part of the following counties:

Nueces, Kleberg, San Patricio, Aransas, Kenedy, Refugio, and Calhoun.

Texas State Representatives whose districts include all or part of the following counties: Nueces, Kleberg, San Patricio, Aransas, Kenedy, Refugio and Calhoun.

The County Judges of Nueces, Kleberg, San Patricio, Aransas, Kenedy, Refugio and Calhoun Counties.

Section 4. Honorary Trustees.

The Board of Directors may elect one or more Honorary Trustees in recognition of distinguished support and efforts on behalf of the conservation and wise use of the natural resources of Texas. Honorary Trustees shall have all the rights, privileges, and duties of members, including the right to vote at meetings. Honorary Trustees may be elected as

officers or Directors-at-Large. The term of office shall be determined by the Board of Directors.

Section 5. Advisory Trustees.

The Board of Directors may elect one or more Advisory Trustees from various government agencies, academic institutions, or other individuals with particular expertise. Advisory Trustees shall have all the rights, privileges and duties of members, except the right to vote at meetings. Advisory Trustees may be elected as officers or Directors-at-Large. The term of office shall be one year.

ARTICLE III. DIRECTORS

Section 1. Members for Purposes of Corporate Law.

The Directors of the Coastal Bend Bays Foundation, Inc., shall be members in good standing of the Coastal Bend Bays Foundation, Inc.

Section 2. General Powers.

The Board of Directors shall represent the diverse interests of the users of the natural resources of Texas. The business and affairs of the Coastal Bend Bays Foundation, Inc., shall be managed under the direction of its Board of Directors which shall have all lawful powers necessary or appropriate to accomplish its purposes. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors shall determine the policies of the Coastal Bend Bays Foundation, Inc., and exercise all the powers of a non profit corporation under the Act. Such Powers may include, but are not limited to, retaining and setting appropriate compensation for an Executive Director and other staff as may be necessary. The Board of Directors may delegate to officers, committees and members of

the Coastal Bend Bays Foundation, Inc., other powers and duties, in addition to those specifically provided in these Bylaws.

Section 3. Board of Directors.

The Board of Directors shall consist of the officers and Directors-at-Large, all of whom may vote on all matters. Voting may not be done by proxy. Members of the Board are herein collectively referred to as Directors.

Section 4. Directors-at Large.

The Directors-at-Large shall represent a cross section of interests, including but not limited to; industry and the business community, environmentalists, conservationists, and recreational users. There shall be at least 11, but no more than 41, Directors-at-Large, such number to be determined by the Board of Directors.

Section 5. Terms of Office

Directors shall have one year terms, except for the President and Executive Vice President who shall have two year terms. All Directors shall be members in good standing. Director candidates may be nominated by the Nominating Committee, and shall be elected by the membership. The Nominating Committee shall present its recommendations in writing to the Board of Directors at least thirty days before the election. Director or candidates may also be nominated by members, if the nomination is supported in writing by ten members in good standing and such nomination is presented to the Board of Directors at least twenty days before the election.

Section 6. Regular meetings of the Board of Directors

A regular annual meeting of the Board of Directors shall be held once a year at a time and place to be determined by the Board of Directors. other regular meetings shall be held on

such dates and at such times as may be designated by the Chair of the Board, the Executive Committee, or the Board of Directors. All regular meetings shall be open to all members of the Coastal Bend Bays Foundation, Inc., and members shall have the right to speak, but not vote on any topic on the agenda except for election of Directors and Trustees. The Board may adopt such rules as it deems appropriate to facilitate the conduct of the meetings and to accomplish the right of members to voice their opinions.

Section 7. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by the Secretary at the direction of the President, a majority of the Executive Committee, or one third of the Board of Directors.

Section 8. Notice.

Notice of the place, day, and hour of every regular meeting shall be given to each member:

- a. By notice in writing, mailed postage prepaid, not later than 10 days before the date of the meeting and addressed to the Trustee's last known post office address according to the records of the Coastal Bend Bays Foundation, Inc.; or
- b. By personal, telephonic or electronic notification; or
- c. By notice in writing, delivered to the Trustee's residence or usual place of business not later than 10 days before the date of the meeting.

Notice of the place, day and hour of any special meeting shall be given at least five days before any such meeting by any of the methods prescribed for notice of regular meetings. Attendance of a member at a regular or special meeting shall constitute a waiver of notice of such meeting, except where a member attends a 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 9. Quorum.

Twelve (12) board members entitled to vote shall constitute a quorum for the transaction of business at every meeting of the Board of Directors. Except as otherwise provided in these Bylaws, the action of a majority of the voting board members present at any meeting at which a quorum is present shall be the action of the Board of Directors.

Section 10. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors present at a meeting of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term.

Section 11. Removal.

At any regular or special meeting called for the purpose, any Director or Trustee may, by vote of two thirds of the Directors and Delegate Trustees, be removed from office, with or without cause, and another person may be elected in the place of the person so removed to serve for the unexpired portion of the term. Any Director or Trustee subject to such removal shall be so notified and shall be entitled to appear before and be heard by the Board of Directors.

Section 12. Compensation.

Directors and Trustees shall receive no compensation for their services, but, by resolution of the Board of Directors, may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Coastal Bend Bays Foundation, Inc.,

Section 13. Informal Action by Directors.

Any action of the Board of Directors and any committee thereof may be taken without a meeting with the prior written consent of three quarters of the members of the Executive committee, and filed with the minutes of the Coastal Bend Bays Foundation, Inc., within three days of such action.

Section 14. Telephone Conference.

Members of the Board of Directors and members of any Committee may participate in a meeting of the Board of Directors or committee meeting by a conference telephone call or other communication system in which all participants can hear each other simultaneously.

Section 15. Indemnity.

The Directors comprising the Board of Directors of the Coastal Bend Bays Foundation, Inc., shall not be liable to the Coastal Bend Bays Foundation, Inc., or its members for monetary or any other damages for an act or omission done by a Director in the Director's capacity as member of the Board of Directors, and the Coastal Bend Bays Foundation, Inc., shall indemnify, defend, and protect each Director accordingly. This section shall not eliminate or limit the liability of a Director for:

- a. A breach of a Director's duty of loyalty to the Coastal Bend Bays Foundation, Inc.; or
- b. An act or omission not done in good faith, or an act or omission that involves intentional misconduct, or a knowing violation of law; or
- c. A transaction from which a Director received an improper benefit to the detriment of the Coastal Bend Bays Foundation, Inc., whether or not the benefit resulted from an action taken within the scope of the Director's office; or

d. An act or omission for which the liability of a Director is expressly provided for by statute.

Section 19. Duties and Liability of Board of Directors.

The Directors shall exercise ordinary business judgment in managing the affairs of the Coastal Bend Bays Foundation, Inc., The Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Coastal Bend Bays Foundation, Inc., The Board of Directors shall not take any action that they reasonably believe to be opposed to the Coastal Bend Bays Foundation, Inc.'s best interests. A Director may abstain from voting for personal, business, or any reason.

ARTICLE IV. OFFICERS

Section 1. In General.

The officers of the Coastal Bend Bays Foundation, Inc., shall consist of a President, Executive Vice President (who is the President-elect), two Vice Presidents, Secretary, Treasurer, Delegate to the Coastal Bend Bays and Estuaries Program, Chair of the Coastal Bend Land Trust, and Immediate Past President. Except for the President, Executive Vice President, and Immediate Past President, the officers shall be elected annually by the Board of Directors from its members for a term commencing upon election and continuing until the next election. The President and Executive Vice President shall be elected for two year terms. Any two or more offices may be held by the same person, except the offices of President-and Secretary.

Section 2. President.

The President shall be the Chair of the Board of Directors and Executive Committee, and shall have such other duties as the Board of Directors assigns. The President shall have

all powers ordinarily exercised by the chairman of the board of directors of a corporation.

The President shall have authority to execute, in the name of the Coastal Bend Bays Foundation, Inc., all deeds, mortgages, bonds, contracts or other instruments necessary to pursue the goals of the Coastal Bend Bays Foundation, Inc. The President shall have all powers ordinarily exercised by the President of a Texas corporation.

Section 3. Executive Vice President.

The Executive Vice President shall have such duties as the Board of Directors assigns. In the absence of the President, or in the event of the President's inability to act, the Executive Vice President shall perform the duties of the President, and when so acting shall exercise all the powers of the President. The Executive Vice President is the President-Elect, and shall serve as President when the President's term expires, or when a President resigns.

Section 4. Vice Presidents.

The Vice Presidents shall have such duties as the Board of Directors assigns. One Vice President shall represent environmental organizations, and the other industry.

Section 5. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate records; and shall in general perform all duties incident to the office of Secretary and/or other duties assigned by the Board of Directors.

Section 6. Treasurer.

The Treasurer shall have custody of and be responsible for all funds and securities of the Coastal Bend Bays Foundation, Inc.; receive, monitor and give receipts for all monies pertaining to the Coastal Bend Bays Foundation, Inc.; deposit all such monies in the name

of the Coastal Bend Bays Foundation, Inc.; and shall in general perform all duties incident to the office of Treasurer and/or other duties assigned by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The cost of this surety shall be borne by the Coastal Bend Bays Foundation, Inc.

Section 7. Delegate to Coastal Bend Bays and Estuaries Program.

The Delegate to the Coastal Bend Bays and Estuaries Program shall represent the Coastal Bend Bays Foundation, Inc., on the Executive Committee and Bays Council, and shall have such other duties as the Board of Directors assigns.

Section 8. Chair of the Coastal Bend Land Trust.

The Chair of the Coastal Bend Land Trust shall act as the liaison between the Coastal Bend Bays Foundation, Inc., and the Coastal Bend Land Trust, and shall have such duties as the Board of Directors assigns.

Section 9. Immediate Past President.

The Immediate Past President shall have such duties as the Board of Directors assigns.

Section 10. Compensation.

Officers shall receive no compensation for their services, but, by resolution of the Board of Directors, may be allowed reimbursement for their expenses reasonably incurred on behalf of the Coastal Bend Bays Foundation, Inc.

Section 11. Removal.

The Board of Directors shall have the power to remove any officer, with or without cause, at any regular or special meeting when in the Board's judgment the best interests of the Coastal Bend Bays Foundation, Inc., will be served thereby. Any officer subject to such removal shall be so notified and shall be entitled to appear before and be heard by the Board of Directors.

Section 12. Vacancies.

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any office.

ARTICLE V. COMMITTEES

Section 1. Executive Committee.

The Executive Committee shall be elected by the Board of Directors and shall consist of the officers, e.g., the President, Executive Vice President, two Vice Presidents, Secretary, Treasurer, Delegate to Coastal Bend Bays and Estuaries Program, Chair of the Coastal Bend Land Trust, and Immediate Past President.

Absent specific direction of the Board of Directors, the Executive Committee shall have the authority granted to the Board of Directors in these Bylaws, including the authority to determine the policies of the Coastal Bend Bays Foundation, Inc., and to manage the business and affairs of the Coastal Bend Bays Foundation, Inc. Any action approved by a majority of the Executive Committee shall be effective as an action of the Board of Directors, except that the Executive Committee shall not have the authority to:

- a. Amend, alter, or repeal the Bylaws;
- b. Appoint a Director or Trustee to a regular term or to fill a vacancy or remove any Director or Trustee from office.

c. Appoint a Director or Trustee to the Executive Committee.

Exigent administrative or legal proceedings must be approved by two thirds of the members of the Executive Committee, who are present and voting.

At least two-thirds of the members of the Executive Committee, but not less than six (6) members of the Executive Committee, shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. The Executive Committee members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if Executive Committee members leave the meeting, so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Executive Committee members required to constitute a quorum. The Executive Committee shall meet upon the call of its Chair or upon the call of a majority of the members of the Executive Committee. At each regular or special meeting of the Board of Directors, the Executive Committee shall report to the Board of Directors all actions taken since the last Board of Directors' meeting.

Section 2. Nominating Committee and Election of Trustees.

The Nominating Committee shall be composed of five members appointed by the Executive Committee. The Nominating Committee shall nominate Directors, Delegate Trustees, and Advisory Trustees, and Officers.

Section 3. Other Committees.

The Executive Committee shall appoint members of the Coastal Bend Land Trust Committee, and may appoint other committees to perform the activities necessary to pursue the goals of the Coastal Bend Bays Foundation, Inc.

Section 4. Term of Office.

Each member of every committee shall continue in office at the discretion of the Executive Committee.

Section 5. Committee Chair.

Each committee shall be chaired by a member or trustee appointed by the Executive Committee.

Section 6. Quorum.

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each Committee may adopt rules for its own government consistent with the Article of Incorporation, with these Bylaws, with rules adopted by the Board of Directors, and with any applicable law of the State of Texas.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize in writing any officer(s) or agents(s) of the Coastal Bend Bays Foundation, Inc., 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 Coastal Bend Bays Foundation, Inc., Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

The procedures for issuing checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of or regarding the Coastal Bend Bays Foundation, Inc., shall be determined by the Board of Directors.

Section 3. Deposits.

All funds of the Coastal Bend Bays Foundation, Inc., shall be deposited to the credit of the Coastal Bend Bays Foundation, Inc., in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Coastal Bend Bays Foundation, Inc., any contribution, gift, bequest, or devise for the general purposes, goals, or for any special purpose of the Coastal Bend Bays Foundation, Inc.

ARTICLE VII. BOOKS AND RECORDS

The Coastal Bend Bays Foundation, Inc., shall keep correct and complete books and records, and shall keep minutes of all proceedings by the Board of Directors. Committees acting by the authority of the Board of Directors shall keep their own minutes. A record of the names and addresses of the Directors and Trustees entitled to vote shall be kept at the registered and principal office of the Coastal Bend Bays Foundation, Inc.

ARTICLE VIII. POSITIONS OF COASTAL BEND BAYS FOUNDATION

No individual director, trustee, officer, member, or committee of the Coastal Bend Bays Foundation may make a public statement or take a position before the Federal Government, State of Texas, local government, or Federal, State, or local government

agency, media, or other entity on behalf of the Coastal Bend Bays Foundation unless authorized to do so by a vote of two-thirds (2/3) of the members, Board of Directors, or Executive Committee, who are present and voting. The Board of Directors, by a two-thirds (2/3) vote of the officers and directors present and voting, may retract or modify a position taken by the Executive Committee. The members at a general meeting, called for that purpose, may retract or modify a position taken by the Executive Committee or Board of Directors, by a vote of two-thirds (2/3) of the members present and voting.

ARTICLE IX. COASTAL BEND LAND TRUST

Section 1. Purpose.

The Coastal Bend Land Trust shall be organized and function as a part of the Coastal Bend Bays Foundation, Inc. The mission of the Coastal Bend Land Trust is to hold, preserve, conserve, restore, and enhance ecosystems of the Coastal Bend region. To accomplish this mission, the Land Trust has established four goals:

- To ensure long-term protection of Coastal Bend habitats;
- To develop site-specific management plans, including compatible land and water uses, that can serve as models for other sites and landowners;
- To establish education programs for Coastal Bend residents regarding the importance of habitat conservation and potential conservation opportunities and partnerships; and
- To assist in developing research programs that will increase the ability to assess habitats and restoration success.

The Coastal Bend Land Trust will focus on habitats of ecological significance, especially those in immediate likelihood of development or which require restoration efforts to return lost functions and values.

Section 2. Management of the Coastal Bend Land Trust.

The Coastal Bend Land Trust shall be managed under the direction of the Coastal Bend Bays Foundation Executive Committee, which may delegate to the Coastal Bend Land Trust Committee powers and duties as desired. The Executive Committee may receive recommendations as needed from the current Coastal Bend Land Trust Committee for appointment of Land Trust Committee members. The Executive Committee shall appoint the Land Trust Committee members. The Board of Directors of the Coastal Bend Bays Foundation elects the Chair of the Land Trust Committee, who is also serves as an officer of the Coastal Bend Bays Foundation. The current President of the Coastal Bend Bays Foundation shall also serve as a member of the Coastal Bend Land Trust Committee. The President of the Coastal Bend Bays Foundation, or any officer or agent of the Coastal Bend Bays Foundation, Inc., as authorized in writing by the Executive Committee, shall approve all legal actions of the Coastal Bend Land Trust Committee. Members of the Coastal Bend Land Trust Committee shall operate under any rules it may adopt for its own government, consistent with the Bylaws of the Coastal Bend Bays Foundation, Inc., and absent any rules, shall operate consistent with those Bylaws.

ARTICLE X. BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a two thirds vote of the Directors and Trustees present at any regular meeting or special meeting called for that purpose. These Bylaws shall not be altered, amended, or repealed,

nor shall new Bylaws be adopted at any regular or special meeting, unless the notice of such meeting includes an explanation and notice of the proposed altering, amending or repealing of these Bylaws.

ARTICLE XI. DISSOLUTION

Upon dissolution of the Coastal Bend Bays Foundation, Inc., its assets, both real and personal, shall, after all just debts have been paid, be dedicated to an appropriate public agency or such other organization which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereinafter may be amended.

These Bylaws shall go into effect at the first meeting of the Coastal Bend Bays Foundation in September, 1999.

Adopted on the 27th day of May, 1999, Corpus Christi, Texas.

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| Chairman | _____ |
| First Vice Chairman | _____ |
| Second Vice Chairman | _____ |
| President | _____ |
| Executive Vice President | _____ |
| Secretary | _____ |
| Treasurer | _____ |
| Immediate Past President | _____ |