

**January 1, 2016**  
**AMENDED BY-LAWS**  
**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 sustainable 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.

**EDUCATION** To provide resources and guidance for education projects for the purpose of developing a constituency for the conservation and sustainable 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 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. Honorary Members.**

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

### **Section 3. Life Members.**

The Life Members are individuals who have contributed at least a \$1,000 gift matching the Life Member requirements set from time to time by the Board of Directors, and approved by the Board of Trustees.

### **Section 4. Advisory Trustees.**

The Board of Trustees may elect annually one or more Advisory Trustees from various government agencies, academic institutions, charities 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, Directors or Trustees. Their term shall be one year.

### **Section 5. Emeritus Trustees.**

The Board of Directors may elect Emeritus Trustees in recognition of their longstanding service to the Coastal Bend Bays Foundation, Inc., and contributions to the conservation of the environment in the Coastal Bend Region. Emeritus Trustees are automatically Trustees and entitled to vote as a member of the Board of Trustees.

## **ARTICLE III. TRUSTEES**

### **Section 1. Trustees.**

- a. The Trustees of the Coastal Bend Bays Foundation, Inc., shall be members in good standing of the Coastal Bend Bays Foundation, Inc.
- b. The Trustees 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 25, Elected Trustees, the number to be determined by the Board of Trustees. Herein Elected Trustees are the officers and/or Trustees that are elected periodically.
- c. The Elected Trustees are expected to attend the scheduled meetings of the Board of Trustees, programs and activities, such as the Coastal Issue Forums and Earth Day/Bay Day, which are sponsored by the Coastal Bend Bays Foundation, Inc., and serve on at least one standing committee.
- d. Emeritus Trustees shall automatically be designated as Trustees.
- e. Life Members of the Foundation shall automatically be designated as Trustees.

### **Section 2. General Powers.**

The Board of Trustees shall represent the diverse interests of the users of the natural resources of Texas. In addition to the powers expressly conferred upon them by these By-laws, the Board of Trustees shall determine the policies of the Coastal Bend Bays Foundation, Inc. The Board of Trustees 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 By-laws.

### **Section 3. Board of Trustees.**

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

### **Section 4. Terms of Office.**

Elected Trustees shall have one year terms, except for the President and Executive Vice President who shall have two year terms. Trustees serve until replaced. All Trustees shall be members in good standing. Elected Trustee candidates may be nominated by the Nominating Committee or the Board of Trustees, and shall be elected by the membership. The Nominating Committee shall present its recommendations in writing to the Board of Trustees at least ten days before the election. Trustees or candidates may also be nominated by members, if the nomination is supported in writing by ten members in good standing and the nomination is presented to the Board of Trustees at least five days before the election. Notice that an election of Trustees will

be held by the members at a scheduled meeting must be sent to the members in good standing at least ten days before the meeting is held.

#### **Section 5. Annual Meetings of the Board of Trustees.**

An annual meeting of the Board of Trustees shall be held at least once a year, but not more than nine times a year. Annual meetings shall be held on the dates, at the times, and locations as may be designated by the President or a third of the elected Trustees. All annual 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 Trustees. The Board of Trustees may adopt rules as it deems appropriate to facilitate the conduct of the meetings and to accomplish the right of members to voice their opinions.

#### **Section 6. Special Meetings of the Board of Trustees.**

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

#### **Section 7. Notice.**

a. Notice of the place, day, and hour of every regular meeting must be given to each Trustee:

1. By personal, telephonic, or electronic notification;
2. By notice in writing, mailed postage prepaid, not later than five business 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
3. By notice in writing, delivered to the Trustee's residence or usual place of business, not later than five business days before the date of the meeting.

b. Notice of the place, day and hour of any special meeting shall be given at least five days before any the 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 the 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 8. Quorum.**

Eight (8) Trustees (or a majority of the current Elected Trustees if less than 16) entitled to vote shall constitute a quorum for the transaction of business at every meeting of the Board of Trustees. Except as otherwise provided in these By-laws, the action of a majority of the Trustees entitled to vote present at any meeting at which a quorum is present shall be the action of the Board of Trustees.