

March 7, 2022
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 30, 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.

Ten (10) Trustees (or a majority of the current Elected Trustees if less than 20) 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.

Section 9. Vacancies.

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

Section 10. Removal.

At any regular or special meeting called for the purpose, any Trustee may, by vote of two-thirds of the 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 Trustee subject to removal shall be so notified and shall be entitled to appear before and be heard by the Board of Trustees.

Section 11. Compensation.

Trustees may not receive compensation for their services, but, by resolution of the Board of Trustees, may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Coastal Bend Bays Foundation, Inc.

Section 12. Consent Action by Trustees.

Any action of the Board of Trustees and any committee of the Board of Trustees may be taken without a meeting with the written consent of three quarters of the members of the Board of Trustees, and filed with the minutes of the Coastal Bend Bays Foundation, Inc.

Section 13. Telephone Conference.

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

Section 14. Electronic Mail Voting.

Members of the Board of Trustees may vote by electronic mail, or other electronic communication, to determine whether the Board of Trustees wants to take action or take a position on an issue. At least one third of the members must respond to the poll before the results may be determined. Any member who does not respond to the poll will be considered to have abstained from voting on the issue.

Section 15. Indemnity.

A Trustee is not liable to the Coastal Bend Bays Foundation, Inc., or its members for monetary or any other damages for an act or omission by the Trustee in the Trustee's capacity as member of the Board of Trustees, and the Coastal Bend Bays Foundation,

Inc., shall indemnify, defend, and protect each Trustee accordingly. This section may not eliminate or limit the liability of a Trustee for:

- a. A breach of a Director's duty of loyalty to the Coastal Bend Bays Foundation, Inc.
- 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.
- c. A transaction from which a Trustee 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 Trustee's office.
- d. An act or omission for which the liability of a Trustee is expressly provided for by statute.

Section 16. Duties and Liability of Board of Trustees.

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

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Members for Purposes of Corporate Law.

The Articles of Incorporation of the Coastal Bend Bays Foundation, Inc., refer to the manager as the Executive Committee, which is herein referred to as Board of Directors. The Directors shall be officers, Trustees, and members in good standing of the Coastal Bend Bays Foundation, Inc.

Section 2. General Powers.

a. The Board of Directors manage the business affairs of the Coastal Bend Bays Foundation, Inc. The Board of Directors have all lawful powers necessary or appropriate to accomplish its purposes. In addition to the powers expressly conferred upon them by these By-laws, 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. The 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, Trustees, and members of the Coastal Bend Bays Foundation, Inc., other powers and duties, in addition to those specifically provided in these By-laws.

b. Absent specific direction of the Board of Trustees, the Board of Directors shall have the authority granted to the Board of Directors in these By-laws, 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 Board of Directors shall be effective as an action of the Board of Directors, except that the Board of Directors may not have the authority to:

1. Amend, alter, or repeal the By-laws.
2. Appoint a Director or Trustee to a regular term or to fill a vacancy or remove any Director or Trustee from office.
3. Appoint a Director or Trustee to the Board of Directors.

Section 3. Board of Directors.

- a. The Board of Directors shall consist of the officers, all of whom may vote on all matters. Voting may be done by proxy. Members of the Board are herein collectively referred to as Directors.
- b. The Board of Directors shall be elected by the Board of Trustees and shall consist of the officers, e.g., the President, Executive Vice President, three Vice Presidents, Secretary, Treasurer, Delegate to Coastal Bend Bays and Estuaries Program, Delegate to the Nueces Estuary Council, and Immediate Past President.

Section 4. Terms of Office.

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

Section 5. Annual Meetings of the Board of Directors.

An annual meeting of the Board of Directors shall be held at least once a year at a time and place to be determined by the Board of Directors. Other annual meetings shall be held on the dates and at the times as may be designated by the President or by a majority of the Board of Directors. 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. The Board may adopt the 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 Directors.

Special meetings of the Board of Directors 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

Board of Trustees.

Section 7. Notice.

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

1. By personal, telephonic, or electronic notification;
2. By notice in writing, mailed postage prepaid, not later than 10 days before the date of the meeting and addressed to the Director'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 Director's residence or usual place of business not later than 10 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 Director at a regular or special meeting shall constitute a waiver of notice of the meeting, except where a Director 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.

a. Five (5) 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 Directors present at any meeting at which a quorum is present shall be the action of the Board of Directors.

b. Exigent administrative or legal proceedings must be approved by two-thirds of the members of the Board of Directors, who are present and voting.

c. The Board of Directors members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if Board of Directors 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 Board of Directors members required to constitute a quorum.

Section 9. Vacancies.

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

Section 10. Removal.

At any regular or special meeting called for the purpose, any Director may, by vote of

two-thirds of the Directors, be removed from office, with or without cause, and another Trustee may be elected by the Board of Trustees in the place of the person so removed to serve for the unexpired portion of the term. Any Director subject to the removal shall be so notified and shall be entitled to appear before and be heard by the Board of Directors.

Section 11. Compensation.

Directors 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 12. Consent 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 Board of Directors, and filed with the minutes of the Coastal Bend Bays Foundation, Inc.

Section 13. 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 other communication system in which all participants can hear each other simultaneously, or through the exchange of electronic mail, where all Directors receive all related messages.

Section 14. Electronic Mail Voting.

Members of the Board of Directors may vote by electronic mail, or other electronic communication, to determine whether the Board of Directors wants to take action or take a position on an issue. At least five Directors must respond to the poll before the results may be determined. Any Director who does not respond to the poll will be considered to have abstained from voting on the issue.

Section 15. Indemnity.

The Directors may not be held 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 does 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 16. 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 may 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 V. 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), three Vice Presidents, Secretary, Treasurer, Delegate to the Coastal Bend Bays and Estuaries Program, Delegate to Nueces Estuary Advisory Council, 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 Trustees 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.

a. The President shall be the Chair of the Board of Trustees and Board of Directors, and shall have the other duties as the Board of Trustees or Board of Directors assign. The President shall have all powers ordinarily exercised by the chairman of the board of directors of a corporation.

b. 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.

c. The President may appoint members or Trustees to represent the Coastal Bend Bays Foundation, when representatives are requested by another organization or entity.

d. Except as restricted by the Board of Directors, the President shall supervise the Executive Director or other staff.

Section 3. Executive Vice President.

The Executive Vice President shall have the duties as the Board of Trustees or 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 the duties as the Board of Trustees or Board of Directors assigns. One Vice President shall represent environmental organizations, one Vice President shall represent industry, and one Vice President shall represent governmental entities.

Section 5. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Trustees and 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 Trustees or 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 the 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 Trustees. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in the sum and with the 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 Board of Directors of the Coastal Bend Bays and Estuaries Program, and shall have the other duties as the Board of Trustees or Board of Directors assigns.

Section 8. Delegate to Nueces Estuary Advisory Council.

The Delegate to the Nueces Estuary Advisory Council shall represent the Coastal Bend Bays Foundation, Inc., on the Nueces Estuary Advisory Council, and shall have the other duties as the Board of Trustees or Board of Directors assigns.

Section 9. Immediate Past President.

The Immediate Past President shall have the duties as the Board of Trustees or Board

of Directors assigns.

Section 10. Compensation.

Officers may not receive 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 or Board of Trustees 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 the removal shall be so notified and shall be entitled to appear before and be heard by the Board of Trustees.

Section 12. Vacancies.

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

ARTICLE VI. COMMITTEES

Section 1. Nominating Committee and Election of Trustees and Officers.

The Nominating Committee shall be composed of the Immediate Past President, Executive Vice President, one of the Vice Presidents appointed by the President, and two Trustees appointed by the Board of Trustees. The Nominating Committee must be chaired by one of the two Trustees who is not an officer. The Nominating Committee shall nominate Trustees, Honorary Members, Advisory Members, and Officers.

Section 3. Other Committees.

The President shall appoint members of 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 Board of Trustees.

Section 5. Committee Chair.

Each committee shall be chaired by a Trustee appointed by the President.

Section 6. Quorum.

A third 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 By-laws, with rules adopted by the Board of Trustees, and with any applicable law of the State of Texas.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize in writing any officer(s), employees, 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., The 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 the 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 VIII. 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, Trustees, and members entitled to vote shall be kept at the registered and principal office of the Coastal Bend Bays Foundation, Inc.

ARTICLE IX. POSITIONS OF COASTAL BEND BAYS FOUNDATION, INC.

No individual director, trustee, officer, member, or committee of the Coastal Bend Bays Foundation, Inc. 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, Inc., unless authorized to do so by a vote of two-thirds (2/3) of the members, Board of Trustees, or Board of Directors, who are present and voting. The Board of Trustees, by a two-thirds (2/3) vote of the officers and directors present and voting, may retract or modify a position taken by the Board of Directors. The members at a general meeting, called for that purpose, may retract or modify a position taken by the Board of Trustees or Board of Directors, by a vote of two-thirds (2/3) of the members present and voting.

ARTICLE X. BY-LAWS

These By-laws may be altered, amended, or repealed, and new Bylaws may be adopted, by a two-thirds vote of the Trustees present at any regular meeting or special meeting called for that purpose. These By-laws may not be altered, amended, or repealed, nor shall new By-laws be adopted at any regular or special meeting, unless the notice of the meeting includes an explanation and notice of the proposed altering, amending or repealing of these By-laws.

ARTICLE XI. NONDISCRIMINATION POLICY

It is the policy of the Coastal Bend Bays Foundation, Inc., not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion, or national origin.

ARTICLE XII. PROHIBITION OF ILLEGAL ACTS

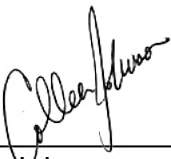
All Officers, Trustees, Directors, Employees, and Staff will act in accordance with these By-laws, as well as all applicable laws and regulations.

ARTICLE XIII. 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 the 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 By-laws were approved by Board of Trustees at the Board of Trustees meeting on the 7th day of March, 2022, held in Corpus Christi, Texas.

Secretary



Colleen Johnson