

## **AMENDED AND RESTATED BYLAWS OF THE GULF OF AMERICA COASTAL OCEAN OBSERVING SYSTEM REGIONAL ASSOCIATION**

The Gulf of America Coastal Ocean Observing System Regional Association (the “Corporation”) was originally established pursuant to that certain Memorandum of Agreement to Establish the Gulf of America Regional Coastal Ocean Observing System (GCOOS) Regional Association originally dated January 25, 2005, revised October 26, 2005, corrected January 12, 2006 and reaffirmed on February 26, 2009 (the “Memorandum”). The Memorandum is maintained in the records of the Corporation. The Background, Findings and Purpose of the Regional Association as originally stated in Sections III, IV and V of the Memorandum have been revised and are incorporated into these Bylaws as **Exhibit “A”**. To the extent the provisions of **Exhibit “A”** conflict with the purpose clause set forth in the Corporation’s Certificate of Formation, the provisions of the Certificate of Formation shall apply.

The Board adopted Amended and Restated Bylaws to replace the original Bylaws (as they had been previously amended by the Board from time to time) at a regular meeting on March 15, 2012. These Amended and Restated Bylaws were adopted by the Board at a regular meeting on October 3<sup>rd</sup>, 2018 to replace the Amended and Restated Bylaws previously adopted on March 15, 2012.

### **ARTICLE I OFFICES**

#### **Section 1.1.    Principal Office.**

The principal office of the Corporation is located at 1016 Lyceum Court, College Station, TX 77840.

#### **Section 1.2.    Change of Address.**

The designation of the county or state of the Corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date in appropriately adopted resolutions of the Board and such change of address shall not require an amendment to these Bylaws.

#### **Section 1.3.    Other Offices.**

The Corporation may also have offices at such other places within or without the State of Texas, where it is duly qualified to do business, as its business and activities may require and as the Board of Directors may from time to time designate.

### **ARTICLE 2 NON-PROFIT PURPOSES**

The Corporation is organized exclusively for one or more of the qualified purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”),

including, but not limited to, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The specific purposes of the Corporation are set forth in its Certificate of Formation.

### **ARTICLE 3 MEMBERS**

All of the persons and entities who had adopted the Memorandum as of the date of incorporation of the Corporation were the initial Members of the Corporation. A list of the persons and entities who represent the current Members of the Corporation is set forth on **Exhibit “B”**, attached hereto and incorporated herein by reference.

To be a voting Member, an individual must either (a) represent an “organization” (as that term is defined below) that is providing data or products to, or receiving data or products from, the Corporation; or (b) an individual that makes an annual contribution to the Corporation in the amount of at least \$200.00 of cash or in-kind equivalent (such amount being subject to change by the Board of Directors from time to time). Individual Members not making the minimum annual contributions shall not have the right to vote. For purposes of membership eligibility, “organization” is defined as a(n):

- Business entity, firm, or corporation (other than sole proprietorship) which has been in business for a minimum of one (1) year.
- Academic institution.
- Federal, state, regional, or local government entity.
- Non-profit corporation that has been in existence for a minimum of one (1) year.
- Legally sanctioned association, council, or consortium that has been in existence for a minimum of one (1) year.

All Members may attend meetings of the Members and nominate persons to the Corporation’s Councils, Committees and Task Teams and so participate in activities of the Corporation. All members agree to work cooperatively and collaboratively toward the development, implementation, and improvement of the Corporation and to work within the framework of a regional partnership to share scientific insight, and possible management and policy options, to address ecosystem issues within the region of the Gulf of America.

All Members of the Corporation must be individuals or work for organizations actively engaged in some aspect of coastal ocean observing system elements in the Gulf of America, or are end-users or producers of data, products or services from a coastal ocean observing system.

#### **Section 3.1. Admitting Members.**

Potential new Members will be nominated by the Membership Committee or may be self nominated and must upon nomination be approved by the Executive Director of the Corporation prior to acceptance as Members. Potential new Members who are approved for membership must thereafter execute the *Invitation to Join the GCOOS-RA Corporation* to become a Member of the Corporation.

Section 3.2. *Certificates of Membership.*

The Board may provide for issuing certificates evidencing membership in the Corporation, though such certificates are not contemplated at the time of the preparation of these Bylaws.

Section 3.3. *Resignation.*

Any Member may resign from the Corporation by submitting a written resignation to the Secretary at any time. The resignation need not be accepted by the Corporation to be effective.

Section 3.4. *Committees and Boards.*

The Members shall have the ability to establish such committees and boards as are deemed necessary by a majority vote of the membership.

Section 3.5. *Meetings of the Members.*

The Members of the Corporation shall meet annually immediately prior to the winter/spring meeting of the Board of Directors on a date designated by the Board of Directors. Such meetings shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors.

Section 3.6. *Election of Board of Directors.*

Nominees for the election of Directors shall be vetted by the Executive Committee prior to its inclusion in a ballot to ensure that candidates meet the qualifications for the open seat as stated in the GCOOS bylaws. Voting for the election of Directors shall be by written ballot, submitted either by electronic ballot or mail ballot prior to the annual meeting of the Members. Each voting Member may cast one vote per candidate for each vacant position on the Board. The candidates in each position that receive the highest number of votes shall be elected to serve on the Board. The candidates elected and not elected shall be notified of the outcome of their nominations before the Spring meeting.

Section 3.7. *Removal of Directors*

Any director may be removed at a meeting of the Members called expressly for such purpose, provided that a statement of such proposed action is contained in the Notice of Meeting. A majority of the Members present constitute the quorum required for the purpose of this section. A two-thirds majority of the Members present and voting shall be sufficient to remove any or all directors, with or without cause.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

#### **Section 4.1.    Number.**

The Corporation shall have a Board of Directors composed of seventeen (17) individuals elected by the voting Members. Academia shall be represented by three (3) Directors, outreach and education by four (4) Directors, the private sector by five (5) Directors, and government shall be represented by five (5) Directors, from federal and non-federal government. The Board will be elected to staggered three-year terms that will commence at the summer/fall Board meeting. Board members are allowed to stand for re-election to the Board for three (3) consecutive terms. After three consecutive terms, a Board member must sit out for one (1) year before becoming eligible for reelection, subject to all other eligibility requirements set forth herein. The term limitations set forth in this Section 4.1 shall apply to Board members first elected in the fall 2018 election and to all future elected Board members, but will not be retroactively applied to Board member elected prior to the fall 2018 election until such time that they are re-elected to the board, after which they will be subject to the maximum of three (3) consecutive terms.

The Directors of the Corporation, and their respective terms of service, as of the date of adoption of these Bylaws are listed on **Exhibit “C”**.

#### **Section 4.2.    Qualifications.**

The Board of Directors will be composed of individual Members and representatives of organizations that are Members of the Corporation.

All candidates for open Board positions must be in an active status position within the designated sector they are being nominated to serve at the time of the election. If after a candidate's successful election to the Board and before beginning his or her term of service on the Board, the candidate's status changes, the candidate shall automatically become ineligible to serve on the Board in the position elected and the runner-up candidate for the same Board position shall serve. If during his or her term of service a Board member's status within the sector he or she represents changes (i.e. resigns from job, retires, etc.), the member will complete his or her term of service.

#### **Section 4.3.    Powers.**

Subject to the provisions of the laws of the State of Texas and any limitations in the Certificate of Formation and these Bylaws, if any, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **Section 4.4.    Duties.**

The Board of Directors of the Corporation shall, subject to Section 4.3 above, have such duties and establish such committees, working groups or other bodies as deemed necessary by the Board. Board activities may include: provide support for the GCOOS-RA Office by designating representatives as necessary (i.e. committees, working groups, state government engagement) and by seeking adequate funding support; provide leadership and policy guidance to the Executive Director; assist with coordination efforts throughout the region; develop and approve fiscal policy; and establish channels of communication with resource managers, and state and federal government institutions and leaders to help define ocean and coastal policy and management strategies.

Section 4.5. Compensation.

Directors shall serve without compensation, except that reasonable compensation may be paid to any Director as approved unanimously by the Board of Directors from time to time. All Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 4.6. Place of Meetings.

Meetings shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 4.7. Regular Meetings.

Two (2) regular meetings of the Directors shall be held each calendar year. The first such meeting shall be held in conjunction with the annual meeting of the Members in winter/spring of each year. Prior to this meeting, voting for the election of Directors will have occurred, and the results will be announced at the Annual Meeting of the Members. The second Board meeting of each year will be held in summer/fall. Newly elected Directors will commence service at this meeting. Business of the Corporation coming before the Directors shall be considered at these meetings.

Section 4.8. Special Meetings.

Special meetings of the Board of Directors may be called by the Board Chair, by any two Directors, or if different, by the persons specifically authorized under the laws of the State of Texas to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 4.9. Notice of Meetings.

Unless otherwise provided by the Certificate of Formation, these Bylaws, or the laws of the State of Texas, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. The Secretary of the Corporation shall give at least thirty (30) days prior notice to each Director of each regular meeting of the Board. Such notice shall be by first class mail, facsimile or electronic mail.

(b) Special Meetings. The Secretary of the Corporation shall give at least three (3) days prior notice to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, electronic mail by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notifications, the Director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four (24) hours of transmission.

Special meetings may be held by telephone or teleconference, subject to the special vote requirements established in Section 4.11 below.

(c) Waiver of Notice. Whenever any notice of a meeting required to be given to any Directors of this Corporation under provisions of the Certificate of Formation, these Bylaws, or the laws of the State of Texas, a waiver of notice in writing signed by the Directors, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### Section 4.10. Quorum for Meetings.

A quorum of the Board of Directors shall consist of a majority of the number of Directors in office. Except as otherwise provided under the Certificate of Formation, these Bylaws, or the laws of the State of Texas, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Board members shall not have the right to attend meetings through a proxy.

#### Section 4.11. Majority Action as Board Action.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Certificate of Formation, these Bylaws or the laws of the State of Texas require a greater percentage or different voting rules for approval of a matter by the Board.

Further, every act or decision evidenced by written approval of a majority of all of the Directors of the Corporation shall be the act of the Board of Directors, in the case of special meetings held by telephone or teleconference.

#### Section 4.12. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board who is also the Board Chair of the Corporation or, in his or her absence, by the Vice Board Chair of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as

secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by generally accepted parliamentary procedures, insofar as such rules are not inconsistent with or in conflict with the Certificate of Formation, these Bylaws or the laws of the State of Texas.

Section 4.13. Vacancies; Removal.

Vacancies on the Board of Directors shall exist (i) on the death, resignation or removal of any Director, and (ii) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the Board Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly-elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Texas.

Directors may be removed from office with or without cause as permitted by and in accordance with the laws of the State of Texas. Specifically, but without limitation, a Director may be removed if the Director fails to attend two or more consecutive meetings of the Board (subject to the Board's consideration of extenuating circumstances). The requirements for such removal are set forth in Section 3.7.

Unless otherwise prohibited by the Certificate of Formation, these Bylaws or the laws of the State of Texas, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 4.14. Indemnification by Corporation of Directors and Officers.

The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under Chapter 8 of the Texas Business Organizations Code.

Section 4.15. Action Without a Meeting.

Any action which might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the action taken, (b) three quarters (75%) of the total number of Directors or of the committee members send written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors and committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or

committee meeting and shall have the same effect as a regular meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail.

Section 4.16. Telephonic or Similar Communication.

Any Director, or any member of a committee or council, may participate in a called meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a called meeting shall constitute presence in person at such meeting.

## **ARTICLE 5**

### **OFFICERS**

Section 5.1.a Designation of Officers.

The officers of the Corporation shall be a Board Chair, a Vice Chair, a Past Chair, a Secretary, and a Treasurer. These five officers will constitute the Executive Committee of the Board. The Chair shall serve as Chairperson of the Board of Directors and Chairperson of the Executive Committee. The Corporation may also have one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 5.1.b Succession of Board Chair/Vice Chair/Past Chair.

The Vice Chair will be a Board elected position that is a mandated pre-requisite to serve as Board Chair. Upon completion of two years serving as Vice Chair, he/she will assume the position of Board Chair. The outgoing Board Chair will serve as Past Chair. These positions will all be two years in length and rotate simultaneously. These provisions are not intended to extend a Board member's service past his or her election term of service. If there is not an eligible Board member to fill the positions of Board Chair, Vice Chair, or Past Chair, these positions may be filled by any Board member elected by the Board. Section 5.4, Removal and Resignation, applies to these positions as needed or required.

Section 5.1.c Executive Committee.

The Executive Committee shall provide leadership direction. It will: act on behalf of the Board of Directors to provide executive level leadership to the Executive Director, the GCOOS-RA Office, and committees or other groups in accordance with policies approved by the Board; recommend appropriate changes and additions to GCOOS-RA policy and procedures; support the efforts of the Executive Director and other GCOOS-RA staff; prepare correspondence and other documents for signature by the Board of Directors as necessary; assist in the preparation of fiscal plans and reports as necessary to support the Corporation; and define channels of communications between the GCOOS-RA and resource managers, state and federal government institutions and other leaders.

Section 5.1.d Executive Director.



The Board, based on a Board-approved position description and, shall establish the position of Executive Director. The Executive Director will be selected by majority vote of the Board of Directors from a slate of qualified applicants assembled by the Executive Committee. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies, conducting its business activities, and meeting the duties specified in the Executive Director's position description. The Executive Director, who shall not be a member of the Board, will attend all Board meetings, report on the progress of the organization, answer questions of the Board, and carry out other duties as prescribed by the Board. The Executive Committee of the Board may delegate authority to the Executive Director as needed for the operation of the Corporation. The Executive Director reports to and serves at the pleasure of the Board.

Section 5.2. Qualifications.

Officers of the Corporation must be duly elected members of the Board of Directors.

Section 5.3. Election and Term of Office.

Board Chair, Vice Chair, and Past Chair shall be elected by the Board of Directors bi-annually, the Secretary and Treasurer annually, and all positions at any time necessary to fill a vacancy, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be qualified and elected, whichever occurs first.

Section 5.4. Removal and Resignation.

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Board Chair, Secretary, or Executive Director of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section 5.4 shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of an officer of the Corporation.

Section 5.5. Vacancies.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than of Board Chair, such vacancy may be filled temporarily by appointment by the Board Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 5.6. Duties of Board Chair.

The Board Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Certificate of Formation or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to the Executive Director or some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

Section 5.7. Duties of Secretary.

The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended.

(b) Keep at the principal office of the Corporation or at such other place as the board may determine a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. The minutes of the Corporation may be kept exclusively in electronic form at the request of the Board.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation and affix the seal as authorized by or the provisions of these Bylaws to duly executed documents of the Corporation.

(e) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(g) With the approval of the Board of Directors, delegate any of these duties to the Executive Director or such other person as the Board may approve.

Section 5.8. Duties of Treasurer.

The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.

(f) Render to the Board Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(g) Prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(i) With the approval of the Board of Directors, delegate any of these duties to the Executive Director or such other person as the Board may approve.

#### Section 5.9. Compensation of Executive Director.

The salary of the Executive Director and Staff shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the Executive Director of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

## ARTICLE 6

### THE GCOOS-RA OFFICE

#### Section 6.1. Office Staff.

The structure of the GCOOS-RA Office shall be as proposed by the Executive Director and approved by the Board of Directors.

The Board of Directors shall approve position descriptions and performance measures for

all staff members. The Executive Director shall appoint staff members and determine their compensation. All staff members shall report to the Executive Director, either directly or through an appointed intermediary staff member.

The Executive Director shall report annually on the performance of the GCOOS-RA Office staff.

Section 6.2. Office Functions.

The GCOOS-RA Office will:

- Develop and maintain a document outlining the long-range vision of the integrated ocean observation and prediction system for Gulf of America, as approved by the Board of Directors. This plan will be a strategic document for the Corporation.
- Serve as the Gulf of America regional node to coordinate GCOOS-RA activities with the IOOS Program Office, the IOOS Association, the Regional Associations of other coastal ocean observing systems, other federal and non-federal partners, Mexico and Cuba.
- Monitor and support the work of the Councils, Committees or other groups that may be established under the GCOOS-RA
- Report to the Board of Directors as directed to provide information and receive guidance.
- Compile recommendations for enhancements to existing systems and activities, new projects, and needs for research and development, and suggest priorities and report to the Board for approval.
- Carry out other tasks as directed by the Board of Directors.

## **ARTICLE 7**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 7.1. Execution of Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer, and by

the Board Chair of the Corporation as well for sums of \$5,000 or more.

Section 7.3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the non-profit purposes of this Corporation.

**ARTICLE 8**  
**CORPORATE RECORDS, REPORTS AND SEAL**

Section 8.1. Maintenance of Corporate Records.

The Corporation shall keep at its principal office:

(a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A copy of the Corporation's Certificate of Formation and these Bylaws, as amended from time to time, which shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

Section 8.2. Corporate Seal.

The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity, of any such instrument.

Section 8.3. Directors' Inspection Rights.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Certificate of Formation, other provisions of these Bylaws, and the laws of the State of Texas.

Section 8.4. Right to Copy and Make Extracts.

Any inspection under the provisions of this Article 8 may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 8.5. Periodic Report.

The Board shall cause any annual or periodic report required under law to be prepared and delivered to the appropriate office of the State of Texas, to be so prepared and delivered within the time limits set by the laws of the State of Texas; and the Board shall cause any report required under the laws of the State of Texas to be available for public review, to be so prepared and available as provided by law.

## ARTICLE 9

### IRC 501(C)(3) TAX EXEMPTION PROVISIONS

Section 9.1. Limitations on Activities.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 9.2. Prohibition Against Private Inurement.

No part of the net earnings or principal of the funds or properties of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 9.3. Distribution of Assets.

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, a state government or a local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Texas Court with competent jurisdiction exclusively for exempt purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

## ARTICLE

**10**

**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Certificate of Formation of this Corporation, the provisions of the Certificate of Formation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Certificate of Formation shall be to the Certificate of Formation or other founding document of this Corporation filed with an office of the State of Texas and used to establish the legal existence of this Corporation.

**ARTICLE 11  
AMENDMENT**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two thirds vote of the full number of the Directors then serving in office at any meeting of the Board of Directors, provided that the text of any such proposed amendment shall have been forwarded to each Director thirty (30) days prior to the required notice of meeting at which such proposed amendment may be submitted to a vote. The provisions for notice to Directors of any proposed amendment may not be waived. All amendments shall be consistent with the provisions of the laws of the State of Texas and Section 501(c)(3) of the Internal Revenue Code and related regulations.

The undersigned Secretary of the Corporation certifies that these Bylaws have been duly adopted by the Board of Directors of the Corporation to be effective on June 27, 2025.

Secretary



Stephan D. Howden  
June 27, 2025