

February 17, 2022

**SECOND AMENDED BYLAWS
OF
COASTAL BEND BAYS & ESTUARIES PROGRAM, INC.**

ARTICLE I. PURPOSE AND OPERATIONS

1.01 Name. The name of the corporation is Coastal Bend Bays & Estuaries Program, Inc., and is referred to herein as “Program” or “CBBEP”.

1.02 Principal Office. The principal office of the Program is:

615 N. Upper Broadway, Suite 1200
Corpus Christi, Texas 78401

The principal office may be moved within the program area from time to time and from place to place by vote of the Board of Directors. The Program may also have offices at such other places within the State of Texas as the Board of Directors may from time to time determine.

1.03 Registered Agent. The Program will maintain a registered office and registered agent. The Board of Directors may change the registered office and registered agent as permitted in the Texas Business Organizations Code (the “TBOC”).

1.04 Purpose. The specific and primary purpose for which this Program is formed is to implement the stakeholder-developed Coastal Bend Bays Plan (the “Bays Plan”) by whatever plans, projects and programs that shall be approved and adopted by the Program.

1.05 Powers. This Program shall possess all the rights and powers granted by the laws of Texas to this Program or to any non-profit corporation, and may from time to time do any one or more of the acts and things which are necessary or expedient for the administration of the affairs and attainment of the purposes of the Program. The Program shall not pay dividends or otherwise accrue distributable profits or permit the realization of private gain.

ARTICLE II. BOARD OF DIRECTORS

2.01 Directors. The Board of Directors will manage the corporate affairs of the Program. The Board of Directors of the Program shall consist of the following members:

- a. The County Judge of Nueces County or the County Judge’s designee;
- b. The County Judge of San Patricio County or the County Judge’s designee;
- c. The Mayor of the City of Corpus Christi or the Mayor’s designee;
- d. The Chairman of the Port Commission for the Port of Corpus Christi Authority or the Chairman’s designee;

- e. The Chair of the Coastal Bend Bays Foundation or the Chair's designee;
- f. The Chair of the Board of Directors for Port Industries of Corpus Christi or the Chair's designee; and
- g. The Chair of the CBBEP Bays Council or the Chair's designee.

2.02 Additional Directors. The Board of Directors may, by a unanimous vote of all Directors in Section 2.01, appoint Additional Directors to the board. Additional Directors, if any, shall be appointed at the Annual Meeting. Additional Directors may be individuals or representatives of additional cities, counties, charities or local universities. The number of Additional Directors appointed by the Board of Directors shall not exceed four (4) Additional Directors at any given time. Additional Directors shall serve for a period of one year and may be reappointed by unanimous vote of all Directors in Section 2.01. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of an Additional Director's term may be filled by the unanimous vote of all Directors in Section 2.01. An Additional Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. The Board of Directors may authorize CBBEP employees to serve as ex-officio members of the board.

2.03 Duties. The property, business and fiscal affairs of the Program shall be managed by its Board of Directors which may exercise all such powers of the Program and do all such lawful acts and things as are authorized by statute, the Interlocal Agreement, the Bays Plan and these bylaws. The Board of Directors may establish any committees, task forces, or advisory groups as it deems necessary. The Board of Directors shall create a Finance and Audit Committee to ensure that audit findings are implemented, to assist in the audit process, and to provide fiscal monitoring, procurement procedures, travel guidelines, personnel policies, conflict of interest policies and policies regarding the role and responsibilities of individuals serving on the Board of Directors, the Bays Council, and other committees of the Program.

2.04 Regular Meetings; Place of Meetings. Meetings of the Board of Directors for any purpose may be held at such time and place within or without the State of Texas as shall be stated in the notice of the meeting. No action will be taken at a meeting held outside of the Program area.

2.05 Annual Meeting. The Annual Meeting of the Board of Directors shall be held at 8:00 a.m. on the fourth Thursday of the month, if not a legal holiday and if so, then on the first Thursday thereafter, of a month determined by the Board of Directors. Announcement and notice of the Annual Meeting shall be made no less than fifteen (15) days before the date of the meeting. The agenda for the Annual Meeting shall include a requirement that the Board of Directors elect Officers of the Program as provided in Article III, below. The Board of Directors may also appoint Additional Directors pursuant to Section 2.02.

2.06 Notice of Meetings. Written notice of all meetings of the Board of Directors stating the time and place and purpose or purposes thereof, shall be served upon, mailed, facsimile, or emailed to all Directors, and their proxies, at such address as appears on the books of the

Program with notice requirement in conformity with the Texas Open Meetings Act. Notice of meetings shall also be posted on the CBBEP website.

2.07 Special Meetings. Special meetings of the Board of Directors, for any purpose or purposes, including an annual meeting, unless otherwise prescribed by statute or the Interlocal Agreement, may be called by the President, the Executive Director of the Program, or if requested in writing by any voting member of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

2.08 Quorum. A majority of the total number of Directors in office shall constitute a quorum at all meetings. A Director present by proxy at a meeting shall be counted toward a quorum; however, a minimum of three (3) Directors must be present (i.e., not by proxy) out of the total number of Directors in office in order to constitute a quorum.

2.09 Proxies. Directors may appoint proxies to attend and vote at meetings in their place. Proxies must be named in writing on documentation identifying the Director for whom they will serve. Individuals are not authorized to act as proxies without said documentation. No proxy shall be valid more than three months after the date the proxy is executed. If more than one person is authorized to be proxy for a Director, the named individuals must be prioritized in the authorizing documents. Electronically transmitted documentation will be acceptable for documentary requirements in this Section. Officers of the Program as described in Article III, below, may serve as proxies; however, notwithstanding being an Officer, a proxy may not vote if the Director for whom he or she serves is present at a meeting of the Board of Directors.

2.10 Voting. All decisions for the transaction of business will be by majority vote of those Directors present in person, or by proxy, except as otherwise provided by statute, the Interlocal Agreement or these bylaws.

2.11 Notice to Directors. Whenever under the provisions of the statutes, the Interlocal Agreement, or these bylaws, notice is required to be given to Directors, or their proxies, it shall not be construed to mean personal notice, but such notice may be given in writing, by email, by facsimile, or by mail postage prepaid, addressed to such members at such address as appears on the books of the Program for each, and such notice shall be deemed to be given at the time when the same shall be thus delivered, emailed, faxed or mailed.

2.12 Committees. The Board of Directors may establish committees, sub-committees, task forces, ad hoc advisory groups, or other advisory groups as it deems necessary for the execution of its responsibilities and to ensure broad stakeholder involvement in accordance with EPA's National Estuary Program guidance. In addition to the Finance and Audit Committee described in Section 2.03, the Board of Directors shall establish the Bays Council and associated committees as described in Article VII, below.

2.13 Removal of Committee Member. If a member of any committee fails to personally attend three (3) consecutive regular meetings without the written approval of the committee's chair, or if for any reason resigns his/her appointment, a replacement shall be appointed by the Board of Directors. If a member of any committee leaves the agency or organization or interest group or jurisdiction he/she represented at the time of appointment, or if for any reason resigns his/her appointment, a new representative may be nominated by the agency or organization or interest group or jurisdiction he/she represented. The appointment shall then be approved by the Board of Directors.

2.14 Public Attendance. All regular Board of Directors meetings shall be open to the public. Executive sessions of the Board of Directors closed to the public may be scheduled for the consideration of matters authorized under the Texas Open Meetings Act, or other applicable state laws, and are subject to all applicable state laws concerning disclosure.

2.15 Staff Participation. Each member of a committee may bring staff members(s) or other participants to meetings. Such staff members or participants shall not vote, but may participate fully in meeting discussions following recognition by the committee chair, with recognition solely within the discretion of the committee chair.

2.16 Parliamentary Procedures. All meetings of the Board of Directors and any committee shall utilize parliamentary procedures. To the extent that disputes arise, Robert's Rules of Order, Revised, shall be consulted.

2.17 Agenda Development/Approval. Each meeting agenda shall be developed by the Executive Director in consultation with the respective committee and approved by the President and shall include all items timely proposed by a member of the Board of Directors. Items for potential inclusion on the agenda may be proposed by members of the committee, the Board of Directors, the President, and the Executive Director. Items for inclusion on the agenda shall be submitted to the Executive Director at least five days in advance of the meeting. The agenda and supporting materials for committee action shall be distributed to committee members and appropriate staff at least five days prior to the schedule date of the meeting. Other program information may be distributed by the Executive Director with the agenda, by separate mail, or at meetings.

2.18 Minutes. Minutes of all meetings of the Board of Directors shall be taken by the Secretary with the help of Program staff, shall be distributed to Directors prior to or with the next subsequent meeting agenda and shall be signed by the President after approval by the Board of Directors. Certified agenda minutes from executive sessions shall be taken and filed in a confidential file at the Program office in accordance with Texas law.

2.19 Open Meetings Act. All meetings of the Board of Directors will comply with the requirements of the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, as amended.

2.20 Public Information Act. The Program shall comply with the Texas Public Information Act, as amended.

2.21 Directors Emeritus. The Board of Directors may appoint one or more former or retiring directors to the honorary position of "Director Emeritus" or similar title each for a term ending on the date of the next regular annual meeting of the Board. Such person so elected shall have the title of "Director Emeritus" or such other title as determined by the Board and shall be entitled to receive notice of, and to attend all meetings of the Board, but shall not in fact be a director, shall not be entitled to vote or attend executive sessions, and shall not be counted in determining a quorum of the Board and shall not have any of the duties or liabilities of a director under law.

ARTICLE III. OFFICERS

3.01 Election of Officers. At each Annual Meeting, the Board of Directors shall elect the following Officers: President, Vice-President, Secretary and Treasurer. Unless otherwise specified below, Officers are not required to be Directors. The Board of Directors may appoint such other Officers and agents as it shall deem necessary. The Officers shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors. Two (2) or more offices may be held by the same person, except the offices of Secretary and President.

3.02 Compensation. The duly elected Officers shall serve without compensation, but shall be reimbursed for actual or commensurate cost of travel, lodging and incidental expenses while on official business of the Board in accordance with state law.

3.03 Term; Removal; Vacancies. The term for Officers shall begin on the date of the Annual Meeting at which they were elected and expire on the date of the next following Annual Meeting. Officers may be re-elected to serve two (2) successive terms; exceptions to this provision may only be recognized by a resolution of the Board of Directors approved by 100% of the members present and voting at the Annual Meeting. Otherwise, Officers of the Program shall hold office until their successors are chosen and qualify in their stead. Any Officer elected by the Board of Directors may be removed at any time by the affirmative vote of 100% of the members present and voting at a duly called meeting called for that purpose, excluding the Officer who is the subject of the removal vote. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

3.04 Executive Director. The Executive Director shall be the chief executive officer of the Program. The Executive Director shall be an ex-officio member of all standing committees, shall have a part in the active management of the business of the Program, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

3.05 President. The President shall be a member of the Board of Directors as described in Article II, above. The President shall preside at all meetings of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Program's behalf if this power is expressly delegated to another officer or agent of the Program by the Board of Directors, these bylaws or statute. The President will perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

3.06 Vice-President. The Vice-President shall be a member of the Board of Directors as described in Article II, above. In the absence or non-availability of the President, the Vice-President shall perform the duties of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the President may from time to time provide, subject to the powers and supervision of the Board of Directors.

3.07 Secretary. The Secretary shall record all votes and the minutes of the proceedings in a book to be kept for that purpose, and may attest to the signature of the President, a Vice-President, or the Executive Director, when requested. The Secretary shall give or cause to be given all notices in accordance with these bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary.

3.08 Treasurer. The Treasurer shall monitor the funds and securities and shall keep full and accurate records of receipts and disbursements in books belonging to the Program and shall deposit all monies and other valuable effects in the name and to the credit of the Program in such depositories as may be designated by the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall prepare and provide a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Program and shall perform all other duties incident to the office of Treasurer.

ARTICLE IV. CORPORATE FINANCES

4.01 Annual Budget. The Finance and Audit Committee is responsible for preparing the proposed budgets of the Program, and shall annually prepare and submit the budget to the Board of Directors for approval.

4.02 Fiscal Year. The fiscal year of the Program shall be chosen by the Board of Directors from time to time. The Program's first fiscal year began on January 1, 1999, and ended on August 31, 1999. Unless changed by the Board of Directors, the Program's fiscal years will begin on September 1 each year, and end on August 31 of the following year.

4.03 Budget Process.

- a. The staff shall prepare a proposed budget before or during the month of June of each year for the Program covering its proposed operation and requirements for the next ensuing fiscal year. The proposed budget will be shared with the Finance and Audit Committee no later than June 30th of each year.
- b. The Board of Directors shall give consideration to objections filed against the budget and in its discretion, may amend, modify or change the proposed budget. The Board of Directors, before the first day of each fiscal year, following appropriate notice and hearing, shall adopt the final budget for the Program, which shall thereupon be the operating and fiscal budget for the Program for the ensuing fiscal year.
- c. The Board of Directors shall provide copies of the proposed budget to the participants, and such proposed budget shall be accompanied by the annual contribution of each of the participants.

4.04 Executive Director Statements. The Executive Director shall present at each Annual Meeting, and when called for by vote at any special meeting, a full and clear statement of the business and conditions of the Program.

4.05 Checks. All checks or demands for money and notes of the Program shall be signed by such officers or such other person or persons as the Board of Directors may from time to time designate and authorize.

4.06 Audit. The books and records shall be audited annually by an independent certified public accountant chosen by the Board of Directors from time to time.

ARTICLE V. INDEMNIFICATION

5.01 Definitions. For purposes of this Article V, the following definitions shall apply:

- a. “Director” means any person who is or was a member of the Board of Director of the Program.
- b. “Officer” means any person who is or was an officer of the Program.
- c. “Expenses” include court costs, a judgment (including arbitration awards), a penalty, a settlement, excise or similar tax, a fine and reasonable attorneys’ fees and paralegal fees, expert witness fees, and costs of investigation, litigation, and appeal, actually incurred by the person, as well as any amounts expended in asserting a claim for indemnification.

- d. “Liability” means the obligation to pay without limitation a judgment, arbitration award, settlement, penalty (including excise or similar taxes), fine, or other such obligation or expense.
- e. “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

5.02 Indemnification for Directors. The Program shall indemnify a Director or former Director who was, is, or is threatened to be made a respondent in a proceeding if the person acted in good faith, reasonably believed that in the case of conduct in the person’s official capacity that the person’s conduct was in the Program’s best interests and in any other case, that the person’s conduct was not opposed to the Program’s best interests. A person does not fail to meet the standard solely because of the termination of a proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent. In the case of a criminal proceeding, the person must not have a reasonable cause to believe the person’s conduct was unlawful. The indemnification shall be the full amount of the judgment and those expenses which are reasonable and actually incurred by the person in connection with the proceeding. A Director or former Director is considered to have been found liable in relation to a claim, issue or matter if the liability is established by an order and all appeals of the order are exhausted or foreclosed by law. A Director or former Director found liable to the Program or is found liable because the person improperly received a personal benefit is limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not receive indemnification for the judgment, penalty or fine. A Director or former Director shall not be indemnified for willful or intentional misconduct in performance of the person’s duty to the Program, breach of the person’s duty of loyalty to the Program or an act or omission not committed in good faith that constitutes a breach of a duty of the person to the Program.

5.03 Indemnification for Directors in Advance. The Program shall pay or reimburse reasonable expenses incurred by a Director who was, is, or is threatened to be made a respondent in a proceeding in advance of the final disposition of the proceeding without making the determinations required under Section 8.101(a) of TBOC to the fullest extent permissible under and pursuant to TBOC. The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by TBOC. Reasonable expenses incurred by the Director shall be paid or reimbursed by the Program in advance of the final disposition of the proceeding after the Program receives a written affirmation from the Director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under Section 8.104(a) of the TBOC and a written undertaking by or on behalf of the Director to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it ultimately determined that indemnification of the Director is prohibited by Section 8.102 of TBOC. Such written undertaking shall be an unlimited, unsecured general obligation of the Director and shall be

accepted by the Program without reference to his or her financial ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not of itself determine that a Director acted in such a manner as to make him or her ineligible for indemnification. A person shall be deemed to have been found liable in respect to any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom. A person may be indemnified against any Liability actually incurred by the person in connection with any proceedings; but if the person is found liable to the Program or is found liable on the basis that personal benefit was improperly received by the person, indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect to any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Program.

5.04 Indemnification for Officers and Employees. The Program shall to the same extent that the Program is required under this Article V to provide indemnification and to make advances and reimbursements for expenses to its Directors, provide indemnification and make advances and reimbursements for expenses to its officers, employees and agents and any person serving any other legal entity in any official capacity at the written request of the Board of Directors of the Program.

5.05 Miscellaneous. Every reference in this Article V to persons who are or may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred and their respective heirs, legatees, devisees, assigns, executors, and administrators. Nothing in this Article V, whether express or implied, is intended to confer any rights or remedies under or by reason of this Article on any persons ("Third Persons") other than the persons entitled to indemnification ("Indemnitees") and their respective heirs, legatees, devisees, assigns, executors and administrators. Nothing in this Article V, whether express or implied, is intended to relieve or discharge the obligation or liability of any Third Persons to any Indemnatee or the Program. Nothing in this Article V, whether express or implied, is intended to give any Third Persons any right of subrogation or action over or against the Program. Special legal counsel, if any, selected to make determinations under this Article V may be counsel for the Program. Indemnification pursuant to this Article V shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to valid contract, indemnification by legal entities other than the Program and indemnification under policies of insurance purchased and maintained by the Program or others. However, no person shall be entitled to indemnification by the Program to the extent he or she is indemnified by another. The Program is authorized to purchase and maintain insurance against any liability the Program may have under this Article V.

5.06 Invalidity of Indemnification. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article V, and to this end the provisions of this Article V are severable.

5.07 Effect of Amendment of Indemnification Provision. No amendment, modification or repeal of this Article V shall terminate, reduce or impair the right of any Indemnitee to be indemnified by the Program from claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of whether such claims were asserted at the time of such amendment, modification or repeal.

5.08 Reporting of Indemnification. A written report shall be provided to the Board of Directors of an indemnification or advance of expenses to a governing person. The report must be made not later than (1) the notice or waiver of notice of the next meeting of the Board of Directors and before the next submission of a consent to action without a meeting and (2) the first anniversary of the of the date of the indemnification or advance.

ARTICLE VI. CONFLICTS OF INTEREST

6.01 Actual or Potential Conflicts. No employee, officer, agent, member of the Board of Directors, or the Bays Council, or other committee (or staff representative or proxy) shall participate in any decision or vote which would constitute a conflict of interest under Federal or State law. Any potential conflicts of interest shall be clearly stated by the member (or staff representative or proxy) prior to any discussion on the agenda item with which the member (or staff representative or proxy) is in conflict. Any member (or staff representative or proxy) in potential conflict of interest shall abstain from discussing or voting on the agenda item. However, any such member (or staff representative or proxy) may supply information at the request of the President during discussion on the issue. No member shall: (a) cast a vote on the provision of services by that person (or any organization which that person directly represents); (b) vote on any matter which would provide direct financial benefit to that person; or (c) participate in the selection, award or administration of a subgrant, procurement or contract supported by public funds subject to this section where, to the person's knowledge, a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of the following has a direct financial or other substantive interest in any organization which may be considered for award: (a) the officer, employee, or agent; (b) any member of his or her immediate family; (c) his or her partner; or (d) a person or organization which employs, or is about to employ, any of the above.

6.02 Disclosure of Conflict. In the event of any such conflict, such person shall disclose the material facts as to his or her interest or benefit from the proposed action, and in the event the measure requires approval by the Board of Directors, or the Bay Council, the proposed action may be approved upon the affirmative vote of the requisite majority of the disinterested members, even though the disinterested members be less than a quorum. Such interested members may be counted in determining the presence of a quorum at the meeting at which such issue is considered. For the purposes of this section "direct financial benefit" does not include any situation in which a member (or any organization which that member directly represents)

may from time to time employ persons participating in a program administered by an independent contractor not controlled by or related to the member.

6.03 Prohibited Acts. No member shall: (a) solicit or accept gratuities, favors, or anything of monetary value from contractors or supplier, potential contractors or suppliers, parties to sub-agreements; or (b) solicit, accept or agree to accept any benefits for exercising official authority and performing their duties.

6.04 Immediate Family. For the purpose of this provision, the term "immediate family" shall be defined to include persons related in the first degree by either affinity or consanguinity.

6.05 Award of Contracts. No employee, officer or agent of the Program shall participate in selection, or in the award of administration of a subgrant or subcontract supported by public funds if a conflict of interest, real or apparent, would be involved. Such a conflict arises when the employee, officer or agent, any member of his immediate family, his or her partner, or an organization which employs, or is about to employ any of the above, has financial or other interest in the subcontractor selected. The officers, employees or agents will neither solicit nor accept gratuities, favors or anything of monetary value from contractors, potential contractors, or parties to subcontracts. To the extent permitted by State or local law or regulations, such standards of conduct will provide for penalties, sanctions, or other disciplinary actions for violations of such standards by the Program's officers, employees, or agents, or by contractors or their agents.

ARTICLE VII. BAYS COUNCIL COORDINATION TEAM AND IMPLEMENTATION TEAMS

7.01 Purpose and Duties. The Bays Council, which is an advisory council to the Board of Directors, provides programmatic guidance and helps oversee the programs, projects and research of the Program and other duties as assigned by the Board of Directors. The Bays Council is specifically tasked with developing a proposed annual work plan to be presented to the Board of Directors for final approval. The Coordination Team is a subcommittee of the Bays Council and is tasked with developing an initial list of projects to be included in the proposed annual work plan. Implementation Teams are sub-committees of the Bays Council and are focused on how to implement specific sections of the Coastal Bend Bays Plan through partnerships and projects.

7.02 Members. The Bays Council is comprised of representatives of each of the of the partners and implementers of the Program as designated by the Board of Directors or Executive Director. The Coordination Team consists of the Chairs of the Implementation Team and other persons as appointed by the Chair of the Bays Council or Executive Director. Membership on the Implementation Teams is open to all interested persons.

7.03 Officers. The Bays Council shall elect a Chair and Vice-Chair for a term not to exceed two (2) years. The Chair or the Chair's designee shall serve on the Board of Directors.

7.04 Meetings. An annual meeting of the Bays Council shall be called by the Chair or Executive Director in order to propose an annual work plan for the Board of Directors. Other meetings of the Bays Council may be called as necessary. Coordination Team and Implementation Team meetings shall be called as needed. All meetings shall be noticed in accordance with the Open Meetings Act.

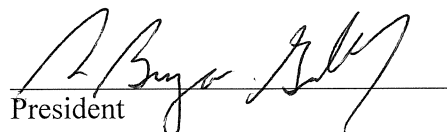
7.05 Parliamentary Procedures. All meeting of the Bays Council, Coordination Team and Implementation Teams shall utilize parliamentary procedures. Robert's Rules of Order shall be consulted as needed.

7.06 Resolution of Issues. In the event there are issues or matters that cannot be resolved by the Bays Council, Coordination Team or Implementation Teams the Board of Directors will make a final decision.

ARTICLE VIII. AMENDMENTS

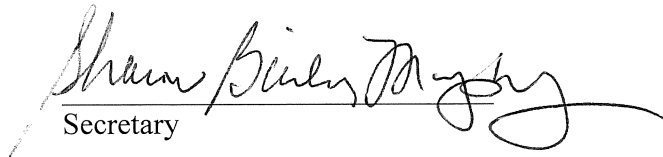
8.01 Amendments. These bylaws and the articles of incorporation may be altered, amended or repealed at any regular meeting or any special meeting of the Board of Directors at which a quorum is present, provided notice of the proposed alteration, amendment or repeal is contained in the notice of such special meeting, by the affirmative vote of 100% of the members of the Board of Directors present in person, or by proxy, and voting for such motion entitled to vote at such meeting.

Adopted by the Board of Directors on the 17th day of February 2022.



President

ATTEST:



Secretary