

**BYLAWS
OF
PORT ARANSAS CHAMBER OF COMMERCE FOUNDATION**

These Bylaws (the "Bylaws") govern the affairs of PORT ARANSAS CHAMBER OF COMMERCE FOUNDATION, a nonprofit corporation (the "Corporation") organized under the Texas Business Organizations Code (the "Code").

**ARTICLE 1
BOARD OF DIRECTORS**

1.01. Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

1.02. Number, Qualifications and Tenure of Directors. The number of Directors shall be five (5). The Directors shall be members of the executive committee of the PORT ARANSAS CHAMBER OF COMMERCE, a Texas nonprofit corporation (the "Chamber"). Directors must be residents of Texas. Directors shall serve one-year terms ending December 31 of each year.

1.03. Election of Directors. The Directors shall be elected annually by the board of directors of the Chamber from the members of the executive committee of the Chamber as required by the Certificate of Formation of the Corporation. Each Director shall hold office until a successor is elected and qualified.

1.04. Vacancies. Any vacancy occurring in the Board of Directors by reason of removal, resignation, or death shall be filled by the board of directors of the Chamber from the members of the executive committee of the Chamber as required by the Certificate of Formation of the Corporation.

1.05. Annual Meeting. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation on a date set by the Board of Directors in the month of January of each year, or at such time and place as shall be designated by the President on three days' written notice to each of the Directors. All other meetings may be held at the place selected by the Board of Directors either within or outside the State of Texas.

1.06. Regular Meetings. The Board of Directors may adopt a resolution providing for regular meetings stating the time and place of such meeting. No notice of regular meetings of the Board of Directors is required other than a resolution by the Board of Directors stating the time and place of the meetings.

1.07. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or upon written notice of any three Directors. Such special meetings shall be held only upon written notice to all Directors mailed at least three days prior to the meeting.

1.08. Quorum. A majority of the persons then serving as Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

1.09. Duties of Directors. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of this Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and that are not unlawful. A Director shall not be liable for any action taken by the Director if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

1.10. Actions of the Board of Directors. The vote of a majority of Directors present and voting shall be sufficient to constitute the act of the Board of Directors unless a greater number is required by law or these Bylaws.

1.11. Proxies. A Director may not vote by proxy.

1.12. Compensation. Directors and Committee members shall not receive salaries for their services in such capacities; however, any such person may be a salaried employee of the Association in performance of other duties and responsibilities.

1.13. Termination of Service as Director. Any Director may be removed from office by a two-thirds vote of the board of directors of the Chamber at a meeting specially called for such purpose with or without cause.

ARTICLE 2 OFFICERS

2.01. Officer Positions. The officers of the Corporation shall be a Chairman, Vice Chairman, Second Vice Chairman, President/CEO, a Secretary, and a Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Any two or more offices may be held by the same person, except the offices of President and Secretary. The positions of President, Vice President, Secretary and Treasurer do not require membership on the Board of Directors.

2.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified.

2.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

2.04. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

2.05. Chairman. The chairman shall preside at all meeting of the Board of Directors and perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

2.06. Vice Chairman. When the chairman is absent, is unable to serve, or refuses to serve, a vice chairman shall perform the duties of the chairman. When the vice chairman serves in place of the chairman, the vice chairman shall have all the power of and be subject to all the restrictions upon the chairman. The vice chairman shall perform other duties as assigned by the chairman or Board of Directors.

2.07. President. The president shall be the chief executive officer of the Corporation. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed; however, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statutes. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

2.08. Vice President. When the president is absent, is unable to serve, or refuses to serve, the vice president shall perform the duties of the president. When the vice president serves in place of the president, the vice president shall have all the power of and be subject to all the restrictions upon the president. The vice president shall perform other duties as assigned by the president or Board of Directors.

2.09. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source, deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president, write checks and disburse funds to discharge obligations of the Corporation, maintain the financial books and records of the Corporation, prepare financial reports at least annually, perform other duties as assigned by the president or by the Board of Directors, and perform all of the duties incident to the office of treasurer.

2.10. Secretary. The secretary shall give all notices as provided in the Bylaws or as required by law, take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records, maintain custody of the corporate records and of the seal, if any, of the Corporation, affix the seal, if any, of the Corporation to all documents as authorized, keep a register of the mailing address of each member Director, officer, and employee of the Corporation, perform duties as assigned by the president or by the Board of Directors, perform all duties incident to the office of secretary.

**ARTICLE 3
TRANSACTIONS OF THE CORPORATION**

3.01. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contract and instruments.

3.02. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors select.

3.03. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

3.04. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors, no member, Director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**ARTICLE 4
FINANCIAL MATTERS**

4.01. Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger,

articles of consolidation, and statement of change of registered office or registered agent.

- (b) A copy of the bylaws, and any amended versions or amendments to the bylaws.
- (c) Minutes of the proceedings of the members, Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the members, Directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the most recent fiscal year.
- (f) A financial statement showing the income and expenses of the Corporation for the most recent fiscal year.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's most recent tax year.

4.02. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January, and end on the last day of December in each year.

4.03. Indemnification. The Corporation shall indemnify any governing person or delegate as required by the Certificate of Formation of the Corporation.

ARTICLE 5 NOTICES AND MEETINGS GENERALLY

5.01. Notice by Mail. Any notice required or permitted by the bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given by mail, or as otherwise herein authorized. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. A person may change his or her address by giving written notice to the secretary of the Corporation.

5.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Code or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

5.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.04. Meeting by Telephone. The Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone

conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

5.05. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the, Board of Directors or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

ARTICLE 6 MISCELLANEOUS

6.01. Amendment of Bylaws. The Board of Directors shall have the power to alter, amend or repeal the Bylaws, or adopt new Bylaws not inconsistent with the certificate of formation of the Corporation.

6.02. Legal Authorities Governing Construction of Bylaws The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statues, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

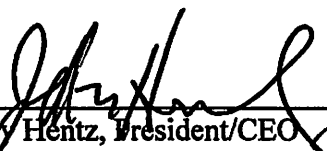
6.03. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, in invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

6.04. Seal. The Board of Directors is not required to but may provide for a corporate seal. Such a seal to comply with any provisions of law relating thereto. This seal must contain the full name of the Corporation and must indicate that it is incorporated in the State of Texas as a nonprofit corporation.

6.05. Power of Attorney. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

END OF BYLAWS

APPROVED AND ADOPTED effective as of September 14, 2017.



Jeffrey Hentz, President/CEO