

**AMENDED AND RESTATED BYLAWS  
OF THE  
SAN ANTONIO BAY PARTNERSHIP, INC.**

**ARTICLE I - NAME AND PURPOSE**

*Section 1 - Name:* The name of the organization shall be the "San Antonio Bay Partnership, Inc." It shall be a nonprofit organization incorporated under the laws of the State of Texas.

*Section 2 - Purpose:* The San Antonio Bay Partnership, Inc. is organized exclusively for charitable, scientific and education purposes, specifically to:

- support and conduct non-partisan research, education, and informational activities to increase public awareness of environmental issues related to the San Antonio Bay/Guadalupe Estuary System;
- develop and implement a science-based, stakeholder-driven management plan for the San Antonio Bay/Guadalupe Estuary System;
- and undertake projects aimed at the protection, restoration, enhancement and maintenance of the San Antonio Bay/ Guadalupe Estuary System.

**ARTICLE II – MEMBERSHIP**

Membership shall consist of the Board of Directors.

**ARTICLE III - BOARD OF DIRECTORS**

*Section 1 - Board role, size, and compensation:* The Board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to the staff and committees. The Board of Directors shall have up to 9, but not fewer than 3 members, so long as the number of Directors is an odd number. The Board receives no compensation other than reasonable expenses.

*Section 2 - Terms:* All Board members shall serve staggered two-year terms, but are eligible for re-election for up to five consecutive terms. Staggering of the Board members' terms will be determined by a random drawing.

*Section 3 - Meetings and notice:* The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least one week in advance. Public notice will be provided via e-mail and/or the SABP website. The agenda will be provided to Board members at least three (3) days prior to the meeting. Board members may designate, by notice to the Board Chair, a proxy to participate and vote in their stead if they cannot participate in a meeting.

*Section 4 - Board elections:* During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors to replace those whose terms will expire

at the end of the fiscal year. This election shall take place during a regular meeting of the Board of Directors, called in accordance with the provisions of these bylaws.

*Section 5 - Election procedures:* New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 6 - Quorum and Voting:* A quorum is defined as at least fifty (50) percent of Board members participating in person or by phone. A quorum is necessary for business transactions to take place. Items require a simple majority vote of Board members participating for approval.

*Section 7 - Officers and Duties:* There shall be three officers of the Board, consisting of a Chair, Vice-Chair, and Secretary-Treasurer. Their duties are as follows:

**The Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary-Treasurer.

**The Vice-Chair** shall chair committees on fundraising and special subjects as designated by the Board.

**The Secretary-Treasurer** shall be responsible for keeping records of Board actions, including: overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained; the Secretary-Treasurer shall also Chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public; the Secretary-Treasurer shall make a report at each Board meeting.

*Section 8 - Vacancies:* When a vacancy on the Board exists mid-term, the Secretary-Treasurer must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

*Section 9 - Resignation, termination, and absences:* Resignation from the Board must be in writing and received by the Secretary-Treasurer. A Board member shall be terminated from the Board after more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the remaining Directors.

*Section 10 - Special meetings:* Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary-Treasurer to each Board member at least one week in advance.

## **ARTICLE IV - COMMITTEES**

*Section 1 - Committee formation:* The Board may create committees as needed, such as fundraising, public relations/information, science/technical/data collection, etc. The Board Chair appoints all committee Chairs and members, subject to approval of the Executive Committee.

*Section 2 - Executive Committee:* The three officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to ratification by the full Board.

*Section 3 - Finance Committee:* The Secretary-Treasurer is the Chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, the fundraising plan, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the corporation are public information and shall be made available to Board members and the public.

## **ARTICLE V – CONTRACTS, LOANS, CHECKS, DEPOSITS, AND INVESTMENTS**

*Section 1 - Contracts.* The Board of Directors may authorize any officer or officers or agent or agents 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.

*Section 2 - Loans.* No loans shall be made by the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the corporation to its directors or officers.

*Section 3 - Checks, Drafts, etc.* All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

*Section 4 - Deposits.* All funds of the corporation not otherwise employed 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 5 - Investments.* The funds of the corporation shall be invested in such investments as the Board of Directors or any investment manager appointed by the Board of Directors may from time to time select, giving due regard to balancing the need to preserve principal, produce income and capital gain, and achieve long-term growth for the corporation assets.

#### **ARTICLE VI - CONFLICT OF INTEREST**

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

#### **ARTICLE VII – AMENDMENTS**

These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary-Treasurer to be sent out with regular Board announcements.

**CERTIFICATION**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 11, 2015.

*AR Berger*

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Allan R. Berger  
Chairman of Board