

THE AMENDED AND RESTATED BYLAWS OF THE GULF OF MEXICO COASTAL OCEAN OBSERVING SYSTEM REGIONAL ASSOCIATION

The Gulf of Mexico Coastal Ocean Observing System Regional Association (the “Corporation”) was originally established pursuant to that certain Memorandum of Agreement to Establish the Gulf of Mexico 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.

These Amended and Restated Bylaws replace the original Bylaws adopted by the Board of Directors at a regular meeting on March 15, 2012 (as they were thereafter amended by the Board from time to time).

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 within the named county 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 are 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 a U.S. “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 \$2000.00 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.

Non-U.S. organizations or individuals meeting the same criteria as Members may become “Associate” Members of the Corporation. Associates do not have the right to vote. Participation of Associates will enhance the success of the Corporation by facilitating collaborations in the design and implementation of a Gulf-wide regional observing system.

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 and the wider Gulf of Mexico.

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 Mexico 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.*

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.

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, at least two of which must be from 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.

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.

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 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; or 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 President, 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.

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 President of the Corporation or, in his or her absence, by the First Vice President 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.*

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 President, 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.

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 President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. These five officers will constitute the Executive Committee of the Board. The President 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 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.c 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.

Officers shall be elected by the Board of Directors annually or at any time, 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 President, 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 President, such vacancy may be filled temporarily by appointment by the President 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 President.

The President 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 President 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 Mexico, as approved by the Board of Directors. This plan will be a strategic document for the Corporation.
- Serve as the Gulf of Mexico 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 President 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

_____.

Secretary

Exhibit “A”

Background, Findings and Purpose of the GCOOS-RA

Background

The Global Ocean Observing System (GOOS) is an intergovernmental system of marine observations, data management, analysis, and production and delivery of data, products and services to users for socioeconomic benefit. GOOS is coordinated through a group of United Nations agencies, lead by the Intergovernmental Oceanographic Commission of UNESCO. Some 100 coastal nations are participating in the GOOS. The U.S. Integrated Ocean Observing System (IOOS) is the U.S. contribution to the GOOS. IOOS consists of an end-to-end system of observations, data management, and production and delivery of products and services. It is being developed under the auspices of the IOOS Program Office within the National Ocean and Atmospheric Administration. It is designed to meet the following national needs:

- Detecting and forecasting oceanic components of climate variability;
- Facilitating safe and efficient marine operations;
- Ensuring national security;
- Managing resources for sustainable use;
- Preserving and restoring healthy marine ecosystems;
- Predicting and mitigating against coastal hazards; and
- Ensuring public health

A Data Management and Coordination (DMAC) subsystem of the IOOS is being developed to better manage data and products in support of IOOS and of ocean data in general.

The IOOS consists of (1) a major contribution to the global module of GOOS, focused on the ocean’s role in climate variability and its effects and on maritime services and (2) a coastal module. The coastal module of IOOS will systematically acquire and disseminate data and information on past, present, and future states of the nation’s Exclusive Economic Zone (including those of U.S. Territories), contiguous estuaries, and the Great Lakes. The coastal module consists of eleven Coastal Ocean Observing System Regional Associations working with federal, state and local agencies, the private sector, NGOs, academia and the public to integrate, enhance and freely provide observations and products from their respective regions.

A Coastal Ocean Observing System may be thought of as a system of distributed observing systems (or of elements of such systems) in a region, which, taken as a whole, efficiently and effectively acquires the observations and enables the modeling, analysis, and delivery of information needed by those who use, manage, or study the oceans. Each Coastal Ocean Observing System is coordinated and governed by a Regional Association (RA). The RA may increase the time-space density of existing observations to adequately portray and predict local conditions and add other types of measurements of importance to users in the region. Together the Regional Associations constitute an IOOS Association.

The Gulf of Mexico Regional Coastal Ocean Observing System (GCOOS) is the coastal ocean observing system for the U.S. waters of the Gulf of Mexico. It is a part of the coastal module of the U.S. IOOS. It is understood that some observing system elements operated from Florida may prefer to be associated with the coastal ocean observing system being developed for the southeastern U.S. (SECOORA). This is understandable in view of the fact that Florida has coasts on the Atlantic Ocean as well as the Gulf of Mexico. The GCOOS will be coordinated with the SECOORA to assure that all observing system data and products from the Gulf of Mexico are accessible to the stakeholders of both systems.

The GCOOS Regional Association is established and responsible for the development, operation, and improvement of the GCOOS as the Coastal Ocean Observing System in the U.S. sector of the Gulf of Mexico, including bordering estuaries. This Regional Association will be responsible for coordination of GCOOS activities with those of U.S. entities and with observing system elements of Mexico and Cuba in the Gulf of Mexico.

Findings

- There is a need for more rapid detection and timely prediction of a broad spectrum of ocean and climate conditions.
- There are impacts on society as a result of changes in these conditions.
- Priorities for detecting and predicting changes in the marine and coastal ecosystems vary among regions in the United States.
- Regional Associations, responsible for the development and operation of regional observing systems, provide the most effective means for identifying users and user needs and developing observational programs to satisfy data and product development needs.
- The GCOOS Regional Association will serve as the Gulf of Mexico regional node for coordinating and integrating coastal and ocean observing activities under the evolving U.S. Integrated Ocean Observing System.
- The Gulf of Mexico Coastal Ocean Observing System will not compete with the private sector because it will not distribute products and services produced by commercial enterprises.

Purpose

The GCOOS-RA will serve as the Gulf of Mexico regional node for integrating and coordinating coastal and ocean observing activities. The Gulf of Mexico is of strategic importance in terms of natural resources, commerce, transportation, human utilization, and military operations. As a result, a number of distinct observing system efforts already exist in coastal waters of the Gulf of Mexico. These can add greatly to the goal of an integrated national ocean observing system. There is a need to develop technology to generate real-time information from disparate and disconnected observing programs, and deploy observing systems where none exist. Further, there is need to develop the scientific basis to assist in defining ecosystem boundaries and processes that are required for multi-use management strategies and to assist in developing policy options and possible management strategies based on scientific principles. To protect the many vital local, state and national interests in the Gulf of Mexico, there must be a concerted effort and commitment to develop and maintain required ocean observing system elements in the Gulf of

Mexico. This can be accomplished, in part, through collaborative, coordinated efforts by the Members of this RA, each of which has an interest in the coasts and oceans of the Gulf of Mexico. This Regional Association will provide a framework for the Members to work cooperatively to accomplish their individual and common missions and to enhance broad user access to ocean knowledge, data, tools, and products.

Exhibit "B"
Members of the GCOOS-RA Corporation as of 10 March 2015

Individual Members (Non-voting)

Individual Members	Affiliation	State
Brenda Leroux Babin	Terrebonne Parish School Board/Busy Bee Clinic	LA
Landry Bernard	University of Southern Mississippi	MS
John P. Blaha	Naval Oceanographic Office	MS
Jerry Boatman	Mississippi State University	MS
Lisa Campbell	Texas A&M University	TX
Kendall L. Carder	University of South Florida	FL
Michael Dagg	LUMCON	LA
Steven F. DiMarco	Texas A&M University	TX
Carol Dorsey	Alabama Department of Public Health	AL
David Driver	BP	TX
Catherine R. Edwards	Skidaway Institute of Oceanography	GA
Yoko Furukawa	Naval Research Laboratory	MS
Wilford Gardner	Texas A&M University	TX
J. Michael Hemsley	Retired	MS
Robert Hetland	Texas A&M University	TX
Matthew Howard	Texas A&M University	TX
Stephan Howden	University of Southern Mississippi	MS
Ann Jochens	Texas A&M University	TX
Bjorn Kjerfve	University of South Carolina	SC
Donna M. Kocak	Maritime Communication Services	FL
Matt Love	Ocean Conservancy	LA
Yixin "Peter" Luo	WAVCIS	LA
Lisa Medeiros	Geospace Offshore	TX
Terry McPherson	LMI	NC
Dong-Ha Min	UT Austin	TX
Barbara Muhling	NOAA	FL
Frank Muller-Karger	University of South Florida	FL
Christopher N. K. Mooers	Retired	OR
Worth D. Nowlin, Jr.	Texas A&M University, Emeritus	TX
Mary Jo Richardson	Texas A&M University	TX
Donald A. Roman	Retired	MS
Justin A. Saarinen	New College	FL
Glen T. Shen	Mote Marine Laboratory	FL
W. H. "Buzz" Sierke Jr.	Gothic Arch Greenhouses, Inc.	AL
Christina Simoniello	University of South Florida	FL
Kevin Speer	Florida State University	FL
Robert Sullivan	George Washington University	DC
Robert H. Weisberg	University of South Florida	FL
Fred C. Zeile	NOAA	MS

Associate Members (Non-voting)

Member
Ingeniería y Desarrollo Empresarial de Tabasco
Presidente de Profesionales Especialistas del Medio Ambiente, AC
Secretaría de Medio Ambiente y Recursos Naturales

Voting Members

Member	State
Aanderaa Instruments, Xylem	MA
Alliance for Coastal Technologies, Gulf of Mexico Partner	FL
Aquatrak Corporation	FL
Barataria-Terrebonne National Estuary Program	LA
Bureau of Ocean Energy Management	LA
Center of Higher Learning, University of Southern Mississippi	MS
ChevronTexaco Energy Technology Company	CA
COAPS, Florida State University	FL
Conrad Blucher Institute, TAMUCC	TX
Cousteau Divers	FL
CSA Ocean Sciences Inc.	FL
Dauphin Island Sea Lab	AL
Dialytics, Inc.	FL
Exocetus Development LLC	CA
Fish and Wildlife Research Institute	FL
Florida COOS Consortium	FL
Florida Department of Environmental Protection	FL
Florida Institute for Human and Machine Cognition	FL
Florida Institute of Oceanography	FL
Florida International University	FL
Florida Sea Grant Program	FL
Forristall Ocean Engineering, Inc.	ME
Fugro GEOS	TX
Galveston Bay Foundation	TX
Gulf Coast Research Laboratory-Marine Education Center	MS
Gulf of Mexico Alliance	MS
Gulf of Mexico Foundation	TX
Gulf of Mexico Hydrates Research Consortium, University of Mississippi	MS
Gulf of Mexico University Research Collaborative	TX
Horizon Marine	MA
Ann Jochens	TX
Worth D Nowlin, Jr.	TX
Information Technology & Systems Center of University of Alabama in Huntsville	AL
Institute for Marine Mammal Studies	MS
The International Seakeepers Society	FL
Liquid Robotics, Inc.	TX
Louisiana State University – Earth Scan Laboratory	LA

Louisiana State University – WAVCIS	LA
LUMCON	LA
MacArtney Underwater Technology	OR
Marathon Oil Co.	TX
Mission-Aransas National Estuarine Research Reserve	TX
Mississippi Department of Marine Resources	MS
Mississippi Enterprise for Technology, Inc.	MS
Mississippi State University	MS
Mississippi-Alabama Sea Grant Consortium	MS
Mote Marine Laboratory, Inc.	FL
The Nature Conservancy	TX
Nature’s Academy	FL
Naval Research Laboratory	MS
NEOSgeosolutions	CA
NortekUSA, LLC	MD
Nova Southeastern University Oceanographic Center	FL
Optical Oceanography Laboratory, USF	FL
Oyster Sentinel	LA
PAR Government Systems Corporation	NY
Radiance Technologies, Inc.	AL
Roffer’s Ocean Fishing Forecasting Service	FL
RPS Evans Hamilton, Inc.	TX
Sanibel-Captiva Conservation Foundation	FL
SeaTech, Florida Atlantic University	FL
Secrets of the Sea Marine Exploration Center and Aquarium (Pier Aquarium)	FL
Shell Global Solutions US Inc.	TX
Shreveport Sail & Power Squadron	LA
Society for Underwater Technology	TX
SRI International	CA
Summer Vacation Charters	FL
Tampa Bay Estuary Program	FL
Tampa Bay PORTS	FL
Teledyne ODI	FL
Teledyne RD Instruments	CA
Texas A&M University – Corpus Christi	TX
Texas A&M University Department of Oceanography	TX
Texas Automated Buoy System (TABS); GERG	TX
Texas General Land Office	TX
Texas Sea Grant College Program	TX
ThinkBlue Solutions LLC	FL
Titan Partners	CA
TowBoat U.S. Tampa Bay to Crystal River	FL
Tulane/Xavier Center for Bioenvironmental Research and LEAG	LA
U.S. Environmental Protection Agency Gulf of Mexico Program	MS
University of Florida	FL
University of Miami – Rosenstiel School	FL
University of Miami Center for Computational Science	FL

University of South Florida, College of Marine Science	FL
The University of Southern Mississippi	MS
University of Texas Marine Science Institute	TX
Vencore Services & Solutions, Inc.	MS
WeatherFlow Inc.	FL
Woods Hole Group, Inc.	TX

Exhibit "C"
Directors of the GCOOS-RA Corporation as of 10 March 2015

		Term Expires
<i>Private Sector representatives</i>		
William Lingsch	Vencore Services and Solutions, Inc.	August 2015
Terry McPherson	LMI	August 2015
Jan van Smirren	Fugro GEOS	August 2016
Alan Hart	Continental Shelf Associates	August 2016
David Driver (Chair)	BP America, Inc.	August 2017
<i>Governmental representatives</i>		
Jennifer Wozencraft	U.S. Army Corps of Engineers	August 2015
Pat Hogan	Naval Research Laboratory	August 2016
Pasquale (Pat) Roscigno	Bureau of Ocean Energy Management	August 2017
Steven Buschang	Texas General Land Office	August 2017
Carol Dorsey	Alabama Public Health Laboratory	August 2017
<i>Academic representatives</i>		
Worth Nowlin	Texas A&M University	August 2015
Stephan Howden	University of Southern Mississippi	August 2016
Nancy Rabalais	Louisiana Universities Marine Consortium	August 2017
<i>Outreach and Education representatives</i>		
Mike Spranger	University of Florida	August 2015
Joe Swaykos	NOAA National Data Buoy Center	August 2017
Sara Graves	Information Technology and Systems Center	August 2017