

**AMENDED AND RESTATED BYLAWS OF
YOUNG BUSINESS PROFESSIONALS OF THE COASTAL BEND**

Adopted January 17, 2012, by Beth Terry

Revised January 18th, 2014, by Cade Mason

Revised February 5th, 2020, by Jonathan Torres

Revised March 5th, 2020, by Jonathan Torres & Cade Mason

Revised March 27th, 2024, by Isabela Huerta

These bylaws govern the affairs of Young Business Professionals of the Coastal Bend, a nonprofit corporation (the “**Organization**”) organized under the Texas Business Organizations Code, Chapter 22 (the “**Act**”). These bylaws are effective as of March 27, 2024, and supplant and replace any other version of the Organization’s bylaws that existed as of that date.

ARTICLE I. NAME, FISCAL YEAR, REGISTERED OFFICE, AND REGISTERED AGENT

Section 1. Assumed Name. In addition to the Organization’s legal name, The Organization may use the assumed name “the Young Professionals of the Coastal Bend” or the acronym “YPCB.” The Organization is a nonprofit corporation, formed under charter from the State of Texas under the business name of the Young Business Professionals of the Coastal Bend, doing business as, as of February 11th 2020, the Young Professionals of the Coastal Bend.

Section 2. Fiscal Year. The fiscal year will commence on the first day of September of each year, or such other date as the Board of Directors may determine.

Section 3. Registered Office and Registered Agent. The Organization will comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Organization’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE II. PURPOSE AND GOALS

Section 1. Purpose. The Organization is organized for the general purposes set forth in Section 501(c)(6) of the Internal Revenue Code and will at all times act consistently with these general purposes. Within the context of these general purposes, the Organization’s specific purposes will be to recruit and retain young, emerging, and established professionals in Corpus Christi and the entire Coastal Bend, by promoting their educational, social, and professional development through networking and mentorship opportunities, and by enriching members' quality of life, social engagement, and servant leadership.

Section 2. Goals. Within the context of the general purposes and specific purposes listed in Article II, Section 1, the Organization will pursue the following major goals:

- (i.) enrich members' knowledge and professional development;
- (ii.) provide opportunities for networking with young and established professionals;
- (iii.) provide community service and leadership opportunities to its members;

- (iv.) encourage mentoring relationships between young and established professional and;
- (v.) develop liaisons with community organizations.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any natural or artificial person residing or doing business in South Texas is eligible for a type of membership in the Organization, except that a natural person must be at least 18 years of age to be eligible to be a member of the Organization. The Organization will not exclude any person from membership in the Organization on any of the following basis: sex, disability, race, creed, gender expression, sexual orientation, national origin, or professional or academic background.

Section 2. Selection. Any eligible person may apply for the appropriate type of membership in the Organization. The Board of Directors will establish a process for reviewing applications for membership, and the Board of Directors will approve or decline applications for membership in accordance with that process.

Section 3. Types of Membership. There are four types of membership in the Organization. The Board of Directors may create additional types of membership.

i. Voting Members. The first type of membership is a Voting Member. A “**Voting Member**” is any natural person who

- (a) the Board of Directors has approved to be a Voting Member;
- (b) is not currently enrolled as a full-time student (undergraduates, 12 hours; graduate students, 6 hours) at a recognized post-secondary educational institution;
- (c) is not over 39 years old; and
- (d) is current in their dues and membership fees.

ii. Student Members. The second type of membership is a Student Member. A “**Student Member**” is any natural person who

- (a) the Board of Directors has approved to be a Student Member; and
- (b) is currently enrolled as full-time student (undergraduates, 12 hours; graduate students, 6 hours) at a recognized post-secondary educational institution.

iii. Mentor Members. The third type of membership is a Mentor Member. A “**Mentor Member**” is a person natural person who

- (a) the Board of Directors has approved to be a Mentor Member;
- (b) is over 39 years old;

A Mentor Member is not eligible to be an officer or director of the Organization.

iv. Corporate Members. The fourth type of membership is a Corporate Member. A “**Corporate Member**” is an artificial person (e.g., organization, company, corporation, or institution) who

- (a) the Board of Directors has approved to be a Corporate Member;

- (b) supports the mission and goals of the Organization;
- (c) desires to assist their organization in recruiting and retaining young talent, and
- (d) seeks opportunities to sponsor the Organization's events.

A Corporate Member is not eligible to be an officer or director of the Organization.

Section 4. Members are expected, in good faith, to attend organizational events and pay membership dues as determined by the Board of Directors. Organizational events include:

1. Monthly open member meetings, including committee meetings if applicable;
2. Speaker series events;
3. Networking events;
4. Social events;
5. Community service projects or events; and
6. Any other event hosted or sponsored by the Organization.

Section 5. Membership Revocation. A director of the Organization may recommend that a person's membership be revoked if that person fails to abide by these bylaws or any of the Organization's rules, regulations, or resolutions. Any recommendation for membership revocation will be brought before the Board of Directors, which will decide whether to revoke the person's membership. Prior to deciding whether a person's membership will be revoked, the Board of Directors will (a) notify that person about his or her potential membership revocation and (b) allow that person at least 10 days to submit a written appeal for the Board of Directors to consider in support of that person retaining that person's membership.

Section 6. Dues and Fees. The Board of Directors may establish all dues and other fees pertinent to the Organization's activities.

ARTICLE IV. MEETINGS OF THE MEMBERS

Section 1. Place. The Board of Directors shall specify the place, date, and time for each meeting of the members.

Section 2. Monthly Meetings. The Board of Directors may provide for regular monthly meetings by resolution stating the time and place of such meetings. No notice of any regular monthly meetings of the members is required other than a resolution of the Board of Directors stating the time and place of such meetings.

Section 3. Special Meetings. Special meetings of the members may be called for specific purposes by the president, the Board of Directors, or not less than one-tenth of the Voting Members.

Section 4. Publicization of Meetings. The Board of Directors may publicize any meeting in any method the Board of Directors deems appropriate, including, without limitation, using social media, fliers, and e-mails.

Section 5. Quorum. The Voting Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by submission of written proxy, shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the Voting Members present may adjourn the meeting to another specified time without further notice.

Section 6. Voting. At each meeting of the members each Voting Member will be entitled to one vote. When a quorum is present at any meeting, the vote of the majority of the Voting Members represented at that meeting, except where a larger vote may be required by law, the certificate of formation, or these bylaws, decide any question brought before the meeting. At any meeting of members, a Voting Member may vote by proxy, executed in writing by that Voting Member or by his or her authorized attorney-in-fact. No proxy will be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Enumeration. The Organization will have a board consisting of directors who shall have the powers and duties of a Board of Directors under Texas law (that board, the “**Board of Directors**”). The affairs of the Organization will be managed by the Board of Directors. A person may be a director only if that person is a Voting Member. The officers of the Organization will be a president, president-elect, past president, treasurer, secretary, executive director, and such other officer positions as the Board of Directors may create. The Board of Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the Organization or such other title as the Board of Directors deems appropriate.

Section 2. Qualifications. Each director must reside within the Coastal Bend area (including, without limitation, Nueces County, Texas, and San Patricio County, Texas). A person may be an officer and a director, except that the executive director shall not have any other position within the Organization.

Section 3. Directors. The number of directors will not be less than five. Subject to the immediately preceding sentence, the Board of Directors may determine the number of directors. Subject to being removed from a director position in accordance with these bylaws, any decrease of the number of directors will not cause any director to lose that director’s position as a director until the next election of directors. No later than December of each year, the Board of Directors will choose for the persons to serve as directors during the next calendar year to be (a) elected by the Voting Members or (b) appointed by at least 75% of all of the directors currently serving on the Board of Directors. Each director will serve in a director position until the next member meeting during which directors are elected, except that the Board of Directors may remove a director from a director position at any time in accordance with these bylaws.

Section 4. Officers. No later than December of each year, the Board of Directors shall appoint the officers of the Organization for the next calendar year. The Board of Directors may request that the Voting Members provide the Board of Directors with nominations for persons to be officers of the Organization, but the Board of Directors will not be bound by any nomination from the Voting Members. Except as provided in these bylaws, each officer will serve in the relevant officer position for the calendar year following that officer’s appointment. No later than December of each year, the Board of Directors will choose for the persons to serve as officers during the next calendar year to be (a) elected

by the Voting Members or (b) appointed by at least 75% of all of the directors currently serving on the Board of Directors.

Section 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. Any natural or artificial person designated by the Board of Directors as a sponsor, benefactor, contributor, advisor, or friend of the Organization or such other title as the Board of Directors deems appropriate will, except as the Board of Directors may otherwise determine, serve in only an honorary capacity. Serving in an honorary capacity means that such person will have no voting rights, will not be entitled to notice of any meetings, and will not be considered for purposes of establishing a quorum.

Section 6. Resignation. Any officer, other than the president, and any director may resign at any time by submitting a written notice of resignation to the president, or if no person is serving as president at that time, to the secretary. The president may resign at any time by submitting a written notice of resignation to all directors.

Section 7. Removal of Directors and Officers. Any officer or director may be removed from office at any time, with or without cause, by a vote of not less than two-thirds of the Board of Directors. Without limiting the immediately preceding sentence, any officer or director is subject to removal for failing to appear at more than three meetings where attendance is required, except in extenuating circumstances.

Section 8. Vacancies. If any vacancy occurs for any office of the Organization (including, without limitation, any vacant director position or officer position), the Board of Directors shall fill that vacancy by appointing a person to serve in that vacant position.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time of the meetings.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called, upon such notice, by the president or any other officer or director at other times throughout the year.

Section 4. Notice. No notice need be given for a regular meeting. Special meetings shall be held upon such notice as determined by the Board of Directors. Attendance of a director at a meeting shall constitute a waiver of notice for such meeting, except where a director attends a meeting for the express purpose of objecting the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the officers and directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the officers and directors present may take any action on behalf of the board except to the extent that a larger number is required by law, the articles of organization or these bylaws. Directors present by proxy may not be counted toward a quorum. A director may vote in person or by written proxy executed no more than three (3) months and no less than forty-eight (48) hours prior to the vote.

Section 6. Action by Consent; Telephone Conference Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of directors. Such consents shall be treated for all purposes as a vote at a meeting. Any director may participate in a meeting of the Board of Directors by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Interested Directors. Any director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation, or association with which the Organization contemplates contracting or transacting business (an “**Interested Director**”) shall (1) disclose that director’s relationship or interest to the other directors acting upon or in reference to such transaction and (2) refrain from voting on such contract or transaction. An Interested Director may be counted on for the purpose of establishing a quorum for a meeting of the Board of Directors even if that Interested Director cannot vote on a matter at that meeting.

Section 8. Committees. The Board of Directors may designate one or more committees, and each such committee will have only the authority expressly granted to such committee by these bylaws or the Board of Directors. Each such committee shall consist of a member of the Board of Directors acting as chair of the committee, and two or more persons, ~~a majority of whom are directors~~; the remainder, if the articles of incorporation or the bylaws so provide, need not be directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

Section 9. Actions by E-mail and Ratification. The president can submit any item that has been brought up in a prior Board of Directors meeting to the directors for an e-mail vote. An affirmative vote by at least 75% of all the directors is required to approve any such item, and such item must be ratified by the Board of Directors at a subsequent Board of Directors meeting. The president shall accept votes by other means from any officer or director, conforming with the standards of Article 8 Section 1, if any of the of the following conditions are met:

- (i.) an absent member has delivered to the president or secretary a proxy in writing or through electronic mail at least forty-eight (48) hours in advance of scheduled meeting time; or
- (ii.) a non-secret electronic vote of all the Board of Directors.

ARTICLE VII. POWERS AND DUTIES OF DIRECTORS AND OFFICERS

Section 1. Directors & Officers. The directors shall be responsible for the general management and supervision of the business and affairs of the Organization except to those powers reserved to the members by law, the articles of organization, or these bylaws. The Board of Directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to the limitations the Board of Directors may impose. The officers of the Organization shall serve as the executive committee and shall meet as is required to serve the goals and purposes of the Organization.

Each director duly voted or appointed into office and seated shall have one (1) vote and shall count towards quorum. A director not yet voted or appointed into office or not yet seated shall have no vote and shall not count towards quorum. All directors present may motion and second. Votes should only be counted from those Directors who are privy to all information on any given issue.

Section 2. President. The president shall be the chairman of the board and as such shall have charge of the affairs of the Organization subject to the supervision of the Board of Directors and officers and shall preside at all meetings that he or she is present. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the Board of Directors. The president is issued two (2) votes to use as he or she may see fit and as is necessary during meetings when a vote is called and in the event of a tie. The president shall have signatory authority of accounts.

Section 3. President-Elect. The president-elect shall assist the president and shall preside over meetings in the absence of the president and act as liaison between committees and the president. president-elect automatically serves as the next year's president with board approval and is member ex-officio of all committees. The president-elect must have view only access to the accounts and shall be the principal assistant to the Treasurer in financial matters.

Section 4. Past President. The past president shall serve as an advisor for the current president to ensure a smooth transition in leadership. The past president shall have signatory authority of accounts.

Section 5. Treasurer. The treasurer shall be the chief financial officer of the Organization. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president of the Board of Directors including, but not limited to, overseeing monetary transactions, prepare and maintain an annual budget, meet with the executive director quarterly to balance the budget and all accounts as necessary. The treasurer shall deliver a treasurer's report at monthly Board of Directors meetings. The treasurer shall ensure that all monies belonging to the Organization are deposited and distributed through a bank account. All funds must be deposited no later than 48 hours of receipt. Any payment or withdrawal of funds over or not in the budget must be approved by at least one officer and reported to the Executive Board within 24 hours and the Board of Directors at the next scheduled meeting.

Section 6. Secretary or Recording Secretary. The secretary or recording secretary shall record all proceedings of members and directors in a book or books to be kept thereof and shall receive and submit for review all excuses for absences and keep order at meetings and events to ensure that they do not run over time and assist with the organization of meetings and events. The Secretary or Recording Secretary shall ensure any sponsorship agreements are fulfilled by the Organization and be responsible for communicating news of the Organization with its members.

Section 7. Executive Director. The executive director will serve as the primary advisor to the organization and will advise the Organization as needed. The executive director shall ensure daily operations for the organization are maintained and will be ex-officio, non-voting member of the Board of Directors. The executive director may have signatory authority to make pre-approved payments for the Organization not to exceed \$1,000.00 and incidental payments not to exceed \$200.00 and must report these payments within 8 hours to the executive committee. If the position of the executive director is contracted out by the Board of Directors, the executive director shall not make any payments to

themselves. This provision supersedes any other agreement the Board of Directors enters into with any entity to provide executive director services and can effectively void such contract.

Section 8. Provisions for other Officers. Other officers may be designated, at the discretion of the Board of Directors, to serve on the executive committee. These additional officers shall have all the rights, responsibilities, terms, and privileges due to officers and directors, but shall not hold signatory authority. These other officers shall count towards quorum when appointed only.

ARTICLE VIII. MEMBER COMMITTEES

Section 1. Enumeration. There shall be at least five (5) committees overseen by the Board of Directors and maintained and chaired by members in order to accomplish the goals of the Organization. Other committees may be designated at the discretion of the Board of Directors. The Member Committees are expected to set a regular monthly meeting time and location. The committees are as follows:

(i.) Corpus Christi Under 40 Committee. The Corpus Christi Under 40 (“**CCU40**”) committee shall plan, coordinate, administer, and execute the CCU40 program. Upon completion of the CCU40 program for that year the chair of CCU40 committee shall recommend to the Board of Directors a suitable replacement for the continuing success of the CCU40 program. That replacement shall be confirmed by at least a two-thirds majority vote of the Board of Directors prior to taking office. If a suitable replacement is not confirmed, the president-elect or past president shall administer the CCU40 program until a proper chair of the CCU40 committee can be elected. The CCU40 program, by a good faith agreement, must be executed annually by the Organization.

(ii.) Social Committee. The social committee will plan social events where members can gather and have fun.

(iii.) Marketing Committee. The marketing committee will create and maintain publications and marketing for the Organization.

(iv.) Community Service Committee. The community service committee will plan events and/or coordinate with other such organizations that make a positive impact on the community to enable our members to contribute to the overall quality of life of the area.

(v.) Speaker Series Committee. The speaker series committee will plan events dedicated to educating the Organization’s members and the community about important issues, new ideas, and exciting happenings affecting the Coastal Bend.

(vi.) Professional Development Committee. The professional development committee will create a curriculum and plan events to enrich our members quality of life by focusing on their individual professional growth and personal wellbeing.

(vii.) The Membership Committee. The membership committee will recruit and welcome new members.

Section 2. Committee Chairs. Each committee shall be chaired by one member of the Board of Directors nominated and approved by the Board of Directors. Members may voice their willingness to chair a committee by submitting their name for nomination upon request of the board.

Section 3. Committee Vice Chairs. Each committee chair will be assisted by a vice chair, whose role is to assist with events and leadership of the committee. In the absence of the Chair during a regular or special meeting of the Board of Directors, the committee vice chair shall assume the duties of the Chair as a temporary Member of the Board of Directors until such time as they are relieved by the Chair or by the Board of Directors. Vice chairs shall be, with approval by the Board of Directors, selected by the committee chairs.

Section 3. Committee Members. Committees are open to the membership to serve as they choose. Members are encouraged to serve on committees. All members involved in committees are encouraged to maintain any commitment they make to such committee.

IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification. The Organization may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined that the person:

- (i.) conducted himself in good faith;
- (ii.) reasonably believed:
 - (a) in the case of conduct in his official capacity as a director of the Organization, that his conduct was in the Organization's best interests; and
 - (b) in all other cases, that his conduct was at least not opposed to the Organization's best interests; and
- (iii.) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

A determination of indemnification under this article must be made:

- (1) By a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;
- (3) By special legal counsel selected by the Board of Directors or a committee of the board by vote as set forth in Subsection (1) or (2) of this section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or
- (4) By the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

ARTICLE X. AMENDMENTS

The power to alter, amend, or repeal the certificate of formation of the Organization or these bylaws, or to adopt new bylaws may be exercised by a majority vote of the Board of Directors at a meeting of the

Board of Directors at which quorum is present. Bylaws may only be reviewed annually no earlier than January 31st and no later than March 31st of each year. General membership will be notified of changes made by the Board of Directors.

ARTICLE XI. FISCAL, CONFIDENTIALITY, SOCIAL MEDIA, & OTHER POLICIES

Section 1. Budgeted Expenditures. Expenditures for the normal operation of the Organization (including, without limitation, the committees of the Organization) must be approved by a majority vote of the Board of Directors, and in keeping with the ideals, purposes, and budget of the Organization.

Section 2. Over Budget Expenditures. Expenditures which will be over of budget can be paid directly by any officer having signatory authority if the expenditures:

- (i.) are in keeping with the ideals and purposes of the Organization
- (ii.) are approved by one other officer of the Organization
- (iii.) are reported to the Treasurer within 24 hours.
- (iv.) are reported to the Board of Directors at the next scheduled meeting

Section 3. Non-Budgeted Expenditures. Non-Budgeted Expenditures, or emergency expenditures, may be paid by any officer having signatory authority if the provisions of Article XI Section 2 are met.

Section 4. Reimbursements. Reimbursements of expenditures paid to any member of the Organization must be preceded with a valid receipt showing the member paid out money for the direct benefit of the Organization, with the Organization's prior knowledge and approval, or with the approval after the fact of an officer, or within the boundaries set forth by the budget of the Organization, or by majority vote of the Board of Directors. The Organization will not be held responsible for any expenditures by any members that do not meet these criteria.

Section 5. Internal Financial Review. The president-elect, having view only access to the accounts, shall affirm the validity of the accounts to the Board of Directors and the membership if such questions arise. Any director can ask the president-elect to view the accounts privately, without notice, with the director and can report findings to the Board of Directors.

Section 6. No officer, director, contractor, or employee of the Organization may enter into any contract with any entity without the prior consent of the Board of Directors. Once affixed, the signature of the president, or designated signatory, shall bind the Organization to the terms of the contract. This Section is valid for any Memorandum of Understanding, Contact for Services, Event Venue/Catering Contact, or other similar circumstances.

Section 7. Confidentiality. The Board of Directors are bound by a confidentiality agreement, where implied or signed, and shall not share any confidential information with any person unless the Board of Directors has permitted such disclosure. Any director or officer found to be in violation of this Section is subject to removal from such director or officer position.

Section 8. Term Limits of the Board of Directors of the Organization. No person shall not serve more than five consecutive terms on the Board of Directors and shall be limited to a maximum of 10 terms total on the Board of Directors. These limits have the following exceptions:

- (i.) A person selected as the president-elect may continue to serve on the Board of Directors until such person is not an officer (which should occur after such person serves as president-elect, president, and past president); or
- (ii.) A person is allowed to serve another term by unanimous consent of the Board of Directors.

No person shall serve more than one term as president unless promoted through the resignation of their predecessor. In which case such person shall serve the remainder of their predecessors' term prior to the start of their officially elected term as president. If the past president cannot fulfill their role on the Board of Directors, the immediately previous past president shall execute the role.

Section 9. The purposes of the Organization is to educate the Coastal Bend young professional community on the issues of the day, make special recognition of leadership, and work towards the personal and professional development of its members; the Organization itself or any Officer, Employee, or Board Member presenting themselves as an official representative of the Organization, will not work for, unofficially endorse, officially endorse, be a party to, or monetarily support any political party, entity, political campaign, action committee, or movement. Political Campaigns and entities are permitted to sponsor events, be corporate members, be speakers at officially sanctioned events, and purchase products from the Organization, but only with the express understanding that doing so does not violate any terms of the rules and regulations of the Organization, and that any participation in the program of the Organization is for the express purpose of non-biased education of its members. Opportunity for its membership to hear from any opposition to any Political entity must be given due course and consideration by the Board of Directors. Any director or officer found to be in violation of this Section is subject to removal.

Section 10. Social Media. Any Official Website or Social Media of the Organization will be administered by the marketing chair for the express purpose of the benefit of the program and the Organization itself. The marketing chair shall share whatever creative needs arise with the members of the Marketing Committee and can authorize them as editors and administrators at their discretion. The marketing chair, at his or her discretion, can choose to share content of other organizations or entities that serve the purpose of the Organization, and cannot, for any reason, receive any incentive for such action. All editors and administrators must be members in good standing with the Organization and are subject to the rules and regulations as befit a director, including Article XII Sections 7 & 10. The Executive Director may be an editor or administrator.

ARTICLE XII. PRACTICES AND POLICIES OF CORPUS CHRISTI UNDER 40 (CCU40)

Section 1. Chair. The chair of CCU40 committee shall (a) be a member in good standing of the Organization, (b) be a previous recipient of the CCU40 award, (c) serve on the Board of Directors until all the chair's duties have been fulfilled, (d) conform to the standards of Article VII Section 1 Subsection (i) and (e) Submit to the Board of Directors recommendations for his or her successor.

Section 2. Vice Chair. The vice chair of the CCU40 committee shall confirm all standards and duties enumerated in Article VII Section 3 and Article XII Section 1 Subsection (i) and shall assist in the Administration of the CCU40 program and the CCU40 committee.

Section 3. Committee Members. Members of the CCU40 committee must be members in good standing of the Organization, but such members do not have to be a previous recipient of the CCU40

award. Any member of the CCU40 committee enjoined from accepting the award for the year in which they serve on the CCU40 committee. The CCU40 committee shall execute the CCU40 program under the supervision of the chair of the CCU40 committee.

Section 4. Selection Committee Members. Members of the CCU40 selection committee shall be confidential, known only to the chair, vice chair, such Board Members that conform with Article XII Section 1, and the executive director. Selection committee members must be a previous CCU40 awardee, or a previous honorary awardee. A person serving as the executive director is enjoined from applying for the CCU40 Award for a period of four years from the final day that person serves the Organization or the CCU40 program in any capacity.

Section 5 Top Vote Award. The applicant for a CCU40 award that receives the most points can be recognized by the chair of the CCU40 committee if so warranted.

Section 6 Selection and Award Criteria. The criteria of selection of CCU40 shall be in keeping with the historical best practices of the CCU40 program and shall be clearly defined by the chair of the CCU40 committee prior to the applications opening.

Section 7. Confidentiality of Applicant Names. The executive director shall ensure with all deliberate care that each applicant's name and any other identifying details are censored prior to those applications being given to the CCU40 selection committee for voting. At their discretion the executive director can enlist assistance in this task by only those individuals who conform to the standards of Article XII Section 3 or have served on a previous selection committee. The current selection committee shall not view uncensored applications.

Section 8. Award. The CCU40 award shall be bestowed upon the selected applicants in a manner befitting their esteem and in keeping with the historical best practices of the program.

ARTICLE XIII. DISSOLUTION

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for the promotion of the welfare and interests of young professionals in the Coastal Bend and the Coastal Bend community through education of business practices and social responsibility as the Board of Directors shall determine, by a three-quarters vote of all of the directors.