AMENDED AND RESTATATED BYLAWS
OF
TEXAS A&M-CORPS CHRISTI FOUNDATION

ARTICLE I - NAME
The name of the Corporation is Texas A&M-Corpus Christi Foundation.

ARTICLE II - OFFICES
The principal office of the Corporation shall be located at 6300 Ocean Drive, Corpus Christi, Texas, or at such other place as shall be lawfully designated by the Board of Trustees. The books and records of the Corporation shall be kept at the principal office of the Corporation.

ARTICLE III - PURPOSES
The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of successor federal tax laws (the “Code”). The corporation is organized and shall be operated exclusively for the benefit of Texas A&M University-Corpus Christi (the “University”) and shall use its funds to promote the quality, growth, and effectiveness of the University. The Corporation shall be empowered to engage in any activity consistent with these Bylaws which are not prohibited by the Texas Non-Profit Corporation Act, even though any such activity is not enumerated herein. In furtherance of such purposes, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same and apply the income and principal thereof, as the Board of Trustees may from time to time determine, for educational and charitable purposes for the benefit of the University.

ARTICLE IV - BOARD OF TRUSTEES

Section 4.01 - Powers. The property, business and affairs of the Corporation shall be managed and controlled by the Board of Trustees. The Trustees shall exercise all of the powers of the Corporation subject to the restrictions imposed by the Articles of Incorporation, these Bylaws and the laws of the State of Texas.

Section 4.02 – Tenure of Trustees. Each Trustee shall hold office for a three year period and until the Trustee’s successor is elected and qualified. In order to initially stagger the terms, the Board of Trustees shall determine a manner in which Trustees are elected to one year terms, to two year terms and to three year terms. No individual shall serve as Trustee for more than six (6)
continuous years.

Section 4.03 - Number of Trustees. The number of Trustees of the Corporation shall be twelve (12). The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of Trustees shall have the effect of shortening the term of an incumbent Trustee. In addition, the President of Texas A&M University-Corpus Christi shall automatically be deemed elected a non-voting Trustee and shall serve as a non-voting Trustee for so long as such individual shall serve as President of Texas A&M University-Corpus Christi.

Section 4.04 - Election of Trustees. Trustees shall be elected at the annual meeting of the Board of Trustees by a majority vote of the Trustees holding office at the commencement of the annual meeting, except as provided Section 4.06 with respect to elections to fill vacancies.

Section 4.05 - Vacancies. Vacancies on the Board of Trustees shall exist upon the death, resignation, or removal of a Trustee.

Section 4.06 - Filling Vacancies. Vacancies shall be filled by majority vote of the Trustees in office at any meeting of the Board of Trustees.

Section 4.07 - Removal. Any Trustee shall be removed upon the determination by a majority vote of the other Trustees that a Trustee lacks capacity to serve. Any Trustee’s term of office shall be automatically terminated and such person shall be deemed to have been removed upon final adjudication by a court that such person has committed a felony crime or any other crime of moral turpitude. A Trustee who has two unexcused absences in a fiscal year shall be automatically removed as Trustee. The decision as to the whether an absence is excused shall be by the President.

Section 4.08 - Resignation. Any Trustee may resign at any time by providing written notice to the Secretary of the Corporation. Such resignation shall take effect upon the receipt of the notice or at a later time specified in the notice. The acceptance of such resignation shall not be necessary to make the resignation effective.

Section 4.09 - Meetings of Trustees. The Trustees shall hold their meetings at such place or places in the State of Texas, as the Board of Trustees; provided, however, that in the absence of such determination, such place shall be the principal office of the Corporation.

Section 4.10 - Annual Meetings. The Annual Meeting of the Board of Trustees shall be held each year on a day during the month of September to be selected by the President of the Corporation.

Section 4.11 - Regular Meetings. Regular Meetings of the Board of Trustees shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Trustees.

Section 4.12 - Special Meetings. Special Meetings of the Board of Trustees shall be held
whenever called by the President, the Secretary or a majority of the Trustees.

Section 4.13 - Notice of Meetings. The Secretary or the designee of the Secretary shall give notice of each Meeting in person, by facsimile or by mail at least five (5) days prior to the meeting to each Trustee. Unless otherwise indicated in the notice, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a meeting. At any meeting at which all Trustees shall be present, even though without any notice, any matter pertaining to the Corporation may be considered and acted upon. Each notice shall state the date, time and place of the meeting. If the notice is for a special meeting, the notice shall also state the purpose or purposes of which the meeting was called.

Section 4.14 - Quorum. A quorum for the transaction of business at any meeting of the Board of Trustees shall be a majority of the number of the Trustees.

Section 4.15 - Action without Meeting. Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Trustees. Such action by a unanimous written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Trustees.

Section 4.16 - Meetings by Teleconference. Any Trustee may participate in, and be regarded as present at, any meeting of the Board of Trustees by any means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 4.17 - Conduct of Business. At the meetings of the Board of Trustees, matters pertaining to the purposes of the Corporation shall be considered in such order as the Board of Trustees shall determine. At all meetings of the Board of Trustees, the President shall preside, and in the absence of the President, the Vice-President shall preside. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 4.18 – Act of Board of Trustees. Except as otherwise provided by law, or as provided in these Bylaws, the act of a majority of the Trustees present or by proxy, at a meeting shall constitute an act of the Board of Trustees.

Section 4.19 – Proxy. A Trustee may vote by proxy executed in writing by the Trustee. No proxy shall be valid after three (3) months from the date of the execution of the proxy. The proxy shall be revocable unless expressly provided in the proxy to be irrevocable or otherwise made irrevocable by law.

Section 4.20 – Vote. At any meeting of the Board of Trustees, each Trustee, present in person or by proxy, shall have one vote.
ARTICLE V – COMMITTEES

Section 5.1 – Committees. The Board of Trustees shall appoint members of the following committees: Finance, Long Range Planning, Planned Giving and Nominating. The Board of Trustees shall be authorized to create other committees as it determines in its sole discretion.

Section 5.2 – Executive Committee. The Executive Committee may exercise the powers of the Board of Trustees when the Board of Trustees is not in session; except as provided in Section 5.9 of the Bylaws. The Executive Committee shall report its actions to the Board of Trustees at the next meeting of the Board of Trustees. The members of the Executive Committee shall consist of the officers of the Foundation along with the President of Texas A&M University – Corpus Christi who shall be a non-voting member.

Section 5.3- Finance Committee. The Finance Committee shall monitor the financial affairs of the Corporation. Specific responsibilities of the Finance Committee include monitoring investments of the Corporation, monitoring and evaluating the Corporation’s investment consultant along with the Corporation’s portfolio managers, reviewing and monitoring the Corporation’s financial management and reporting systems and assisting in the development and presentation of the annual budget. The Finance Committee shall recommend to the Board of Trustees an auditor to perform the Corporation’s annual audit. The Finance Committee shall serve as the liaison for the Board of Trustees to the auditor selected by the Board of Trustees. The Finance Committee shall be chaired by the Treasurer of the Corporation.

Section 5.4 – Long Range Planning Committee. The Long Range Planning Committee shall develop recommendations to the Board of Trustees for the long term goals of the Corporation. The Long Range Planning Committee shall be chaired by the Vice-President of the Corporation.

Section 5.5 – Planned Giving Committee. The Planned Giving Committee shall recommend to the Board of Trustees policies for acceptance of gifts to the Corporation. The Planned Giving Committee shall review proposed gifts to the Corporation and provide recommendations to the Board of Trustees for the acceptance of gifts. The Planned Giving Committee shall assist the University and the Corporation in obtaining contributions to the Corporation for the benefit of the University. The Board of Trustees shall select the chair of the Planned Giving Committee.

Section 5.6 – Nominating Committee. The Nominating Committee shall nominate Officers, Committee members and Trustees for election. The Nominating Committee shall be chaired by the immediate Past President of the Corporation.

Section 5.7 – Appointment and Removal of Committee Members. The Board of Trustees shall have the authority to appoint members of any committee and to remove members of any committee.
Section 5.8 – Composition of Committees. Each committee shall consist of two or more Trustees of the Corporation and may also include persons who are not Trustees of the Corporation. The Trustees who are members of the committee must comprise a majority of the members of the committee.

Section 5.9 – Authorities of Committees. Each Committee shall have the responsibilities and duties provided by the Bylaws and by the Board of Trustees. The Committee shall have no authority, duty or power except those specifically delegated to the Committee by either these Bylaws or the Board of Trustees. Unless specifically authorized, no committee shall have the power to:

a. Authorize the sale, lease, exchange, or mortgage all or substantially all of the property of the Corporation.

b. Elect, appoint, or remove a member of a committee or a Trustee or officer of the Corporation.

c. Take any action outside the scope of authority delegated to it by the Board of Trustees.

Section 5.10 – Tenure of Member of Committee. Each member of a committee shall serve on the committee until the next annual meeting of the Board of Trustees and until a successor is appointed and qualified. However, the term of a committee member shall terminate earlier if the committee is terminated or if the member of the committee dies, ceases to qualify, resigns, or is removed as a member of the committee.

Section 5.11 – Resignation of Committee Member. Any committee member may resign at any time by providing written notice to the Secretary of the Corporation. Such resignation shall take effect upon the receipt of the notice or at a later time specified in the notice. The acceptance of such resignation shall not be necessary to make the resignation effective.

Section 5.12 – Removal of Committee Member. At any meeting of the Board of Trustees any committee member may be removed from office, with or without cause, by a vote of a majority of the Board of Trustees.

Section 5.13 – Filling of Vacancy of Committee Member. A vacancy on a committee shall be filled by an appointment made in the same manner as the original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the term of the terminated committee member.

Section 5.14 – Calling of Committee Meeting. The Chair of the committee shall call and preside at all meetings of the committee.

Section 5.15 – Notice of Committee Meetings. The Secretary or the designee of the
Secretary shall give notice of each Meeting in person, by facsimile or by mail at least five (5) days prior to the meeting to each member of the committee. Unless otherwise indicated in the notice, any and all matters pertaining to the purposes of the Committee may be considered and acted upon at a meeting. At any meeting at which all members are present, even though without any notice, any matter pertaining to the Corporation may be considered and acted upon. Each notice shall state the date, time and place of the meeting. If the notice is for a special meeting, the notice shall also state the purpose or purposes of which the meeting was called.

Section 5.16 – Quorum. A quorum for the transaction of business at any meeting of the committee shall be a majority of the number of the committee members.

Section 5.17 - Action without Meeting. Any action required or permitted to be taken by the Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Committee members. Such action by a unanimous written consent shall have the same force and effect as a unanimous vote at a meeting of the Committee.

Section 5.18 - Meetings by Teleconference. Any committee member may participate in, and be regarded as present at, any meeting of the committee by any means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 5.19 – Act of Committee. Except as otherwise required by law or as provided herein, the vote of a majority of the members of the committee at a meeting shall be the act of the committee so long as the members of the committee who are members of the Board of Trustees of Corporation who are present in person comprise a majority of the members of the committee who are present in person.

Section 5.20 – Minutes of Committee Meetings. Minutes of each committee meeting shall be recorded and filed with the Secretary of Corporation.

Section 5.21 – Proxy. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after three (3) months from the date of the execution of the proxy. The proxy shall be revocable unless expressly provided in the proxy to be irrevocable or otherwise made irrevocable by law.

Section 5.22 – Vote. At any meeting of the committee, each committee member, present in person or by proxy, shall have one vote.

ARTICLE VI – ADVISORY TRUSTEES

Section 6.01 – Appointment of Advisory Trustees. The Board of Trustees shall be authorized to appoint Advisory Trustees. The number of Advisory Trustees elected shall be in the
sole discretion of the Board of Trustees.

Section 6.02 - Election of Advisory Trustees. Advisory Trustees shall be elected at the annual meeting of the Board of Trustees by a majority vote of the Trustees.

Section 6.03 – Function of Advisory Trustees. The Advisory Trustees shall provide guidance to the Corporation as to its fundraising, operations and distributions. The Board of Trustees may request assistance from Advisory Trustees in securing contributions to the Corporation. Advisory Trustees shall have no authority to act on behalf of the Corporation unless specifically provided by the Board of Trustees.

Section 6.04 - Tenure of Advisory Trustees. Each Advisory Trustee shall hold office for a three year period. In order to initially stagger the terms, the Board of Trustees shall determine a manner in which to determine which Advisory Trustees are elected to one year terms, to two year terms and to three year terms. No individual shall serve as Advisory Trustee for more than eight (8) continuous years.

Section 6.05 – Meetings of Advisory Trustees. The Advisory Trustees shall meet at least two (2) times a year with the date of the meetings to be determined by the Board of Trustees. The preferred location of the meetings of the Advisory Trustees shall be at the University.

ARTICLE VII - OFFICERS

Section 7.01 - Titles and Term of Office. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board of Trustees elect. One person may hold more than one office, except, however, that the President shall not hold the office of Secretary. The term of office for each officer shall be the one (1) year period commencing with the date of the Annual Meeting of the Board of Trustees at which each such officer is elected. In any event, a duly-elected officer shall serve in the office to which he or she is elected until his or her respective successor shall have been elected and qualified.

All officers shall be subject to removal, with or without cause, at any time by a majority vote of the Board of Trustees.

A vacancy in the office of any officer shall be filled by a majority vote of the Board of Trustees.

Any officer may resign at any time. Such resignation shall take effect upon the receipt of the notice or at a later time specified in the notice. The acceptance of such resignation shall not be necessary to make the resignation effective.

Section 7.02 - President. The President shall be the principal executive officer of the Corporation and, subject to the Board of Trustees, he or she shall be in general charge of the
properties and affairs of the Corporation. The President shall preside at all meetings of the Board of Trustees; and in furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation and in these Bylaws, the President may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Corporation. The President shall be a member ex officio of all committees except as otherwise provided by resolution of the Board of Trustees. The President shall perform such other duties as the Board of Trustees shall prescribe.

Section 7.03 - Vice President. The Vice President shall serve under the direction of the President. In the absence, incapacity, death or inability of the President to act, the Vice-President shall assume the authority and perform the duties of the President. The Vice-President shall perform such other duties as the Board of Trusteeess shall prescribe.

Section 7.04 - Treasurer. The Treasurer shall maintain custody of the Corporation's funds and shall maintain complete and accurate books and records of account. The Treasurer shall annually report to the Board of Trustees on the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Trustees shall prescribe.

Section 7.05 - Secretary. The Secretary shall attend all meetings of the Board of Trustees. The Secretary shall keep the minutes of the meetings of the Board of Trustees and of the meetings of the committees of the Corporation. The Secretary shall give, or cause to be given, all notices necessary or appropriate under these Bylaws. The Secretary shall also perform such other duties as the Board of Trustees shall prescribe.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 8.01 - Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Trustees.

Section 8.02 - Notice and Waiver of Notice. Whenever any notice is required to be given under provision of these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the Corporation, by delivering the notice directly to the Trustee and by facsimile. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent.

ARTICLE IX - AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative three-fourths (3/4) vote of the Board of Trustees at any annual or regular meeting, or at any special meeting if notice of the proposed amendment be contained in the notice of said special meeting.

ARTICLE X - INDEMNIFICATION OF TRUSTEES AND OFFICERS
Section 10.01 - Definitions. For purposes of this Article X, the following definitions shall apply:

a. "Trustee" means any person who is or was a member of the Board of Trustees of the Corporation.

b. "Officer" means any person who is or was an officer of the Corporation.

c. "Expenses" include court costs and reasonable attorneys' fees and paralegal fees, expert witness fees, and costs of investigation, litigation, and appeal, actually incurred by the person, as well as any amounts expended in asserting a claim for indemnification.

d. "Liability" means the obligation to pay without limitation a judgment, settlement, penalty (including excise or similar taxes), fine, or other such obligation or expense.

e. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative or investigatory, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 10.02 - Indemnification for Trustees. The Corporation shall indemnify and shall contract in advance to indemnify an individual who is, was, or is threatened to be made a party to a proceeding because he is or was a Trustee of the Corporation against all Liability incurred in the Proceeding to the fullest extent permissible under and pursuant to Act. The determination that indemnification under this Section is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by Article 1396-2.22A of Act. Reasonable expenses incurred by the Trustee shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding after the Corporation receives a written affirmation from the Trustee of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under Article 1396-2.22A and a written undertaking by or on behalf of the Trustee to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it ultimately determined that indemnification of the Trustee is prohibited by Section 1396-2.22A(E) of Act. Such written undertaking shall be an unlimited, unsecured general obligation of the Trustee and shall be accepted by the Corporation without reference to his or her financial ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not of itself determine that a Trustee acted in such a manner as to make him or her ineligible for indemnification. A person shall be deemed to have been found liable in respective to any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom. A person may be indemnified against any Liability actually incurred by the person in connection with any proceedings; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, indemnification (1) is limited to reasonable
expenses actually incurred by the person in connection with the proceeding, and (2) shall not be made in respect to any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation.

Section 10.03 - Indemnification for Officers and Employees. The Corporation shall to the same extent that the Corporation is required under this Article X to provide indemnification and to make advances and reimbursements for expenses to its Trustees, provide indemnification and make advances and reimbursements for expenses to its officers, employees and agents and any person serving any other legal entity in any official capacity at the written request of the Board of Trustees of the Corporation.

Section 10.04 - Miscellaneous. Every reference in this Article X to persons who are or may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred and their respective heirs, legatees, devisees, assigns, executors, and administrators. Nothing in this Article X, whether express or implied, is intended to confer any rights or remedies under or by reason of this Article on any persons ("Third Persons") other than the persons entitled to indemnification ("Indemnities") and their respective heirs, legatees, devisees, assigns, executors and administrators. Nothing in this Article X, whether express or implied, is intended to relieve or discharge the obligation or liability of any Third Persons to any Indemnitee or the Corporation. Nothing in this Article X, whether express or implied, is intended to give any Third Persons any right of subrogation or action over or against the Corporation. Special legal counsel, if any, selected to make determinations under this Article X may be counsel for the Corporation. Indemnification pursuant to this Article X shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he or she is indemnified by another. The Corporation is authorized to purchase and maintain insurance against any liability the Corporation may have under this Article X.

Section 10.05 - Invalidity of Indemnification. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article X, and to this end the provisions of this Article X are severable.

Section 10.06 - Effect of Amendment of Indemnification Provision. No amendment, modification or repeal of this Article X shall terminate, reduce or impair the right of any Indemnitee to be indemnified by the Corporation from claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of whether such claims were asserted at the time of such amendment, modification or repeal.

Adopted by the Board of Trustees on the ____ day of ____________, 2007.
President

ATTEST:

Secretary

I hereby certify that the above and foregoing Bylaws of the Corporation were adopted as the Bylaws of the Corporation at a meeting of the Board of Trustees held on the _____ day of _____________, 2007.

Secretary

APPROVED:

President

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