

**BYLAWS
OF
RIVERS COALITION, INC.**

**ARTICLE I
Name and Purposes**

Section 1.1 Name. The name of the corporation is RIVERS COALITION, INC.

Section 1.2 Nonprofit and Tax Exempt Status. The corporation is organized as a nonprofit corporation under the Florida Nonprofit Corporation Act and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.3 Purposes. The purposes for which the corporation is organized, as stated in its Articles of Incorporation, are as follows:

(a) The general purposes for which this corporation is organized are to protect, defend and restore the St. Lucie River Estuary and the Indian River Lagoon, to make them safe, healthy and ecologically balanced because they are natural resources that are vital to the economy and quality of life in Martin County and the Treasure Coast.

(b) The purposes of the Corporation are to engage solely and exclusively in scientific, educational, literary and charitable activities; to accumulate a fund to be used for the objects herein specified and for such purposes to receive, manage, take and hold real and personal property by gift, grant, devise or bequest, and to engage in any other activity which further these purposes or are ancillary or incident thereof, and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

(c) The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article V hereto. No substantial part of the activities of the Corporation shall be in the carrying on of 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.

(e) Notwithstanding any other provision of these Amended and Restated Articles, the Corporation shall not carry on any other 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 the corresponding provision of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

(f) Upon the dissolution of the Corporation, 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, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the State Court having jurisdiction in the county in which the principal office of the

Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(g) The Corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE II Offices

Section 2.1 Principal Office. The principal office of the corporation shall be located in Martin County, Florida.

Section 2.2 Registered Office. The registered office of the corporation required by law to be maintained in the State of Florida may be, but need not be, identical with the principal office.

Section 2.3 Other Offices. The corporation may have offices at such other places within the State of Florida as the Board of Directors from time to time may determine, or as the affairs of the corporation may require.

ARTICLE III Members

Section 3.1 Classes of Membership in Corporation. There shall be two (2) classes of members in the corporation: Voting Members who shall be those persons who are elected to and serve as members of the Board of Directors of the Corporation; and Non-Voting ("Associate Members"), which shall be those organizations or entities who apply to and are accepted by the Board of Directors as Associate Members of the Corporation. Associate Members must be organizations or entities with at least 25 members. Voting Members shall have voting rights as members of the Corporation. Associate Members shall not have voting rights, but Associate Members shall have ratification rights as provided below in Section 3.4.

Section 3.2 No Assignment of Membership. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

Section 3.3 Voting Members Limited to Board of Directors. Voting membership in this Corporation shall be restricted to those persons who are members of the Board of Directors of the Corporation.

Section 3.4 Ratification of "Public Pronouncements". Official statements made to the public on behalf of the Corporation on matters of importance shall be defined as "Public Pronouncements". Public Pronouncements shall include but not be limited to position statements, resolutions, declarations and official announcements of the Corporation. The following are not Public Pronouncements information regarding the Corporation or its mission; communication of information or actions of government agencies or officials, letters to officials or members, etc.. Public Pronouncements must be approved as follows before being released to the public: two-thirds (2/3rds) of all directors of the Corporation must approve the proposed Public Pronouncement at a meeting or in writing; the proposed Public Pronouncement must be presented to the Associate Members at a meeting of Members (Annual, Regular or Special Meeting) at which a quorum is present; the proposed Public Pronouncement must be approved by a two-thirds

(2/3rds) majority of Associate Members present at the meeting. After such approval, a Public Pronouncement shall be released to the public as an official statement of the Corporation. The Board of Directors shall determine the timing and method of the release of Public Pronouncements.

Section 3.5 Delegates. Each Associate Member shall designate a spokesperson as its delegate for purposes of communicating on behalf of the Associate Member and for purposes of ratification as described in Section 3.4, above. The name of the delegate for each Associate Member shall be given in writing to the Secretary of the Corporation. No elected official or announced political candidate shall be eligible to serve as a delegate. A delegate may represent only one Associate Member.

Section 3.6 Term of Membership. The term of membership for Voting Members shall be identical with the term of the respective Voting Member's term as a director of the Corporation. The term of membership for Associate Members shall be annual renewable memberships, subject to the approval of the Board of Directors.

Section 3.7 Communications and Correspondence. No Voting Member or Associate Member shall communicate or correspond on behalf of the Corporation except through persons who are designated by the Board of Directors. The President/Chairman of the Corporation shall be the person designated to communicate or correspond on behalf of the Corporation unless otherwise determined by the Board of Directors. All inquiries from the media regarding the Corporation shall be directed to the President/Chairman or other Board designee.

ARTICLE IV Meetings of Associate Members

Section 4.1 Place of Meetings. All meetings of the Associate Members shall be held at such place and time as the Board of Directors may determine.

Section 4.2 Annual Meeting. The Annual Meeting of the Associate Members shall be held typically on the last Thursday of January each year at a place and time selected by the Board of Directors, or at such other date, place and time as the Board of Directors may determine.

Section 4.3 Regular Meetings. Regular meetings of the Associate Members shall be held typically on the last Thursday of the month at such places and times as the Board of Directors or at such other date, place and time as the Board of Directors may determine. Regular meetings may be cancelled by the Board of Directors for reasonable cause.

Section 4.4 Special Meetings. Special meetings of the Associate Members may be called by or at the request of the President or the Executive Committee. Such meetings must be held within Martin County, Florida.

Section 4.5 Notice of Meetings. Notice of meetings of Associate Members shall be posted on the Corporation's website. No other notice shall be required.

Section 4.6 Quorum. A minimum of twenty (20) Associate Members shall constitute a quorum at any meeting of Members (Annual, Regular or Special).

ARTICLE V
Directors

Section 5.1 General Powers. The business and affairs of the corporation shall be managed by the Board of Directors who shall constitute the Voting Members of the corporation.

Section 5.2 Number, Term, and Qualifications. The number of the directors constituting the Board of Directors shall consist of not less than three (3) nor more than fifteen (15) directors as the Board of Directors shall determine at its Annual Meeting each year prior to the election of directors; provided, that in the absence of such a determination, the number of directors shall be the number elected at the preceding Annual Meeting. Each director shall hold office for a period of three (3) years or until his/her death, resignation, retirement, removal disqualification, or until his/her successor shall have been elected and qualified, except as provided in Section 5.3, below. Each Director must be a delegate member of an Associate Member organization of the Corporation.

Section 5.3 Special Election of Directors/Staggered Terms. There shall be a special election of directors following the change of the name of the Corporation to Rivers Coalition, Inc. This special election shall take place at a special meeting of the Board of Directors. At said election the Board of Directors shall establish staggered terms for the directors elected to provide that approximately one-third (1/3rd) of the directors are elected for one (1) year terms (i.e., to serve until the 2020 Annual Meeting), one-third (1/3rd) for two (2) year terms (until the 2021 Annual Meeting), and one-third (1/3rd) for three (3) year terms (until the 2022 Annual Meeting). Thereafter approximately one-third (1/3rd) of the directors will be elected each year. If required by changes in the number of directors, future elections of directors shall adjust the terms of directors to maintain staggered terms to the extent reasonably possible.

Section 5.4 Election of Directors. Except as provided in Section 5.3 above, directors shall be elected by the Board of Directors at its Annual Meeting each year. Due to the election referenced in Section 5.3 above, there shall be no election of directors at the 2019 Annual Meeting of directors. The Nominating Committee shall present a slate of nominees for election as directors. Nominations may also be made by directors from the floor. Those persons who receive the highest number of votes shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 5.5 Removal of Directors. A director shall be subject to removal, by the Board of Directors, for an unexcused absence from three (3) consecutive, regular meetings of the Board of Directors. Directors shall avoid conflicts of interest and report conflicts of interest to the Board of Directors. A director may be subject to removal, by the Board of Directors, for a conflict of interest.

Section 5.6 Vacancies. A vacancy occurring in the Board of Directors may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 5.7 Chairperson. The President of the corporation shall serve as the Chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 5.8 No Compensation. The Board of Directors shall not be compensated for their services as such.

ARTICLE VI
Meetings of Directors

Section 6.1 Place of Meetings. All meetings of the Board of Directors shall be held at such place as the Board of Directors may determine.

Section 6.2 Annual Meeting. The Annual Meeting of the Board of Directors for the election of directors and officers and for the transaction of other business shall be held prior to and closely precede the Annual Meeting of Associate_Members.

Section 6.3 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly typically prior to and closely preceding the Regular Meetings of Associate_Members.

Section 6.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or the Executive Committee. Such meetings must be held within Martin County, Florida.

Section 6.5 Notice of Meetings. Notice of the Annual and Regular meetings of directors shall be posted on the Corporation's website. The person or persons calling a special meeting of the Board of Directors shall, at least three (3) days before the meeting, give notice thereof to each director by any usual means of communication and such notice must specify the purpose for which the meeting is called.

Section 6.6 Waiver of Notice. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.7 Quorum. Two thirds (2/3) of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6.8 Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided in the Corporation's Articles of Incorporation or these Bylaws.

ARTICLE VII
Officers

Section 7.1 Officers. The officers of the corporation shall consist of a President (who shall also serve as the Chairman of the Board of Directors), a Vice President, a Secretary, a Treasurer, and such assistant secretaries, treasurers and other officers as the Board of Directors may from time to time elect.

Section 7.2 Election and Term. The officers of the corporation shall be elected by the Board of Directors at its Annual Meeting. The Nominating Committee shall present a slate of nominees for election. Nominations may also be made from the floor. Nominees for the offices of President, Vice President, Secretary and Treasurer must be members of the Board of Directors. Officers shall hold office until the next Annual Meeting. The Board of Directors may elect Assistant Secretaries and/or Assistant Treasurers at such time or times as the need may arise. A vacancy occurring in a position of officer of the

corporation may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

Section 7.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever a majority of the Board determines that the best interests of the corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.4 No Compensation. The officers of the corporation shall not be compensated for their services as such.

Section 7.5 President. The President shall be the chief executive officer of the corporation, shall serve as the Chairman of the Board of Directors, and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these Bylaws. The President shall sign, with any other proper officer, any deeds, leases, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent and, in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall serve as an ex-officio member of all Committees and may delegate that responsibility to another officer as needed.

Section 7.6 Vice President. The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors and President shall prescribe.

Section 7.7 Secretary. The Secretary shall: (a) keep accurate records of the acts and proceedings of all meetings of the Board of Directors and of the Executive Committee; (b) give all notices required by laws and by these Bylaws; (c) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (d) sign such instruments as may require such signature; (e) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and, (f) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 7.8 Assistant Secretaries. In the absence of the Secretary or in the event of the death, inability or refusal to act of the Secretary, the Assistant Secretaries, in the order of their length of service as Assistant Secretaries, unless otherwise determined by the Board of Directors, shall perform the duties of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, the President, or the Board of Directors.

Section 7.9 Treasurer. The Treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the Board of Directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; and, (d) cause a true balance sheet (statement of the assets, liabilities and fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the Board of Directors not later than March 1st of the following year. A copy of these financial statements shall be filed at the registered or principal office of the corporation and kept available for inspection by the public for a period of ten (10) years. The Treasurer, in general, shall perform all duties incident to the

office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 7.10 Assistant Treasurers. In the absence of the Treasurer or in the event of the death, inability or refusal to act of the Treasurer, the Assistant Treasurers, in the order of their service as Assistance Treasurers, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, the President, or the Board of Directors.

ARTICLE VIII Committees

Section 8.1 Executive Committee. The Executive Committee shall consist of the four principal elected officers of the corporation; the President, Vice President, Secretary and Treasurer. The Executive Committee shall perform the functions of the Board of Directors in the routine management of the affairs of the corporation. All actions taken by the Executive Committee shall be presented to the Board of Directors at its next meeting for review and approval. The designation of the Executive Committee or any other committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or them by law. If any action taken by the Executive Committee is not thereafter formally considered by the Board of Directors, a director may dissent from such action by filing a written objection with the Secretary of the corporation with reasonable promptness after learning of such action.

Section 8.2 Nominating Committee. The Nominating Committee shall consist of at least three (3) members of the Board of Directors, to be appointed by the President not less than thirty (30) days prior to the Annual Meeting each year. The President shall serve as an ex officio member of the Nominating Committee. The Nominating Committee shall present a slate of directors and officers for election at the Annual Meeting.

Section 8.3 Operating Committees. The President may appoint persons to serve on operating committees of the Board. The description and names of the persons so appointed shall be submitted for ratification by the directors at the next meeting of the Board of Directors. A vacancy occurring on an operating committee shall be filled in like manner, upon appointment by the President and ratification by the Board of Directors. Committees may include a Programs & Meetings Committee, a Strategic Action Committee, a Finance & Fundraising Committee, a River Kidz Committee and others as determined by the Board.

ARTICLE IX Contracts, Loans, Checks and Deposits

Section 9.1 Contracts. Consistent with the purposes of the corporation as contained in its Articles of Incorporation (see Article I of these Bylaws), the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or lease, or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confirmed to specific instances. The Board of Directors may enter into employment contracts for any length of time it deems wise.

Section 9.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or specific in nature and scope.

Section 9.3 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors; provided, that any checks, drafts or other orders for the payment of amounts in excess One Thousand Dollars (\$1,000.00) shall require two authorized signatures of the Executive Committee.

Section 9.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE X General Provisions

Section 10.1 Waiver of Notice. Whenever any notice is required to be given to any director under the provisions of state law, or under the provisions of the charter or bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 10.2 Amendments. These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a two-thirds (2/3rds) majority vote of the Voting Members of the Corporation present at any regular or special meeting of the Members.

Section 10.3 Fiscal Year. The fiscal year of the corporation shall end on the last day of December of each year.

Section 10.4 Financial Reports. The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors not later than March 1st of the following year. In the discretion of the Board of Directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 10.5 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 10.6 Forbidden Activities. The corporation is organized as a nonprofit corporation exclusively for charitable, religious, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these Bylaws to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended,

or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Florida Nonprofit Act.

Section 10.7 Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against: (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened or pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity; and, (b) reasonable payments made by him in satisfaction of any judgement, money decree, fine, penalty, or settlement for which he may become liable in any such action, suit or proceeding. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due. Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

CERTIFICATION

The undersigned Secretary of RIVERS COALITION, INC. does hereby certify that these Bylaws were duly adopted by the Voting Members this _____ day of _____, 2019.

, Secretary