



Certificate of
Formation
File #805531748
April 2024
El Paso, TX
79906

Bylaws

Article I: Name and Purpose Alignment

The name of this organization shall be Tranquility Ocean Adventures (“the Corporation”).

These Bylaws are adopted for the governance and operation of the Corporation and shall be interpreted in a manner consistent with the Articles of Incorporation.

The Corporation shall operate exclusively in furtherance of the purposes set forth in Article III of the Articles of Incorporation. Nothing in these Bylaws shall be construed to authorize any activity that is inconsistent with those purposes.

Article II: Governance Authority

The Board of Directors shall serve as the governing body of the Corporation and shall have full authority and responsibility for the oversight, direction, and control of the Corporation in accordance with the Articles of Incorporation and these Bylaws.

The Board of Directors shall act collectively in the exercise of its authority. No individual director shall have unilateral authority to act on behalf of the Corporation except as expressly authorized by the Board in accordance with these Bylaws.

The Board of Directors shall ensure that the Corporation operates in a manner consistent with its stated purposes, maintains compliance with applicable laws and regulations, and exercises prudent stewardship over its resources.

The Board of Directors may delegate operational responsibilities to officers, committees, or authorized individuals as necessary for the effective functioning of the Corporation; however, the Board shall retain ultimate responsibility for governance, oversight, and adherence to the Corporation’s mission.

The Board of Directors shall not delegate responsibilities in a manner that compromises its fiduciary duties or the integrity, independence, and neutrality of the Corporation.

Article III: Board Composition

The Board of Directors shall consist of no fewer than three (3) and no more than five (5) directors.

Directors shall be selected based on their ability to support the mission and purposes of the Corporation through a combination of professional expertise, leadership experience, and demonstrated commitment to the populations served by the Corporation.

The Board of Directors shall collectively reflect a balance of skills and perspectives necessary to govern the Corporation effectively, including but not limited to experience in leadership, legal, financial, operational, or trauma-informed fields.

In furtherance of the Corporation's mission, directors are expected to possess lived experience or a demonstrated understanding of trauma, recovery, or personal development. Such experience is intended to ensure that the Board remains grounded in the realities faced by the individuals the Corporation serves.

No single qualification shall be required to the exclusion of all others; rather, the Board of Directors shall be composed in a manner that reflects both experiential insight and professional capability.

Article IV: Board Selection and Terms

Directors shall be selected and appointed by the Board of Directors in accordance with procedures established in these Bylaws and any policies adopted by the Board.

Each director shall serve a term of three (3) years, beginning on the date of appointment or as otherwise designated by the Board of Directors. Directors may be reappointed for successive terms at the discretion of the Board.

The Board of Directors shall maintain the authority to remove a director for cause or to accept the resignation of any director at any time, in accordance with procedures established by the Board. Removal for cause shall include, but not be limited to, failure to fulfill fiduciary duties, misconduct, or actions inconsistent with the mission of the Corporation.

In the event of material changes in organizational structure, operational conditions, or governance needs, the Board of Directors may adjust the composition, terms, or structure of the Board as necessary to ensure continuity, stability, and alignment with the Corporation's mission. Any such adjustments shall be made through formal Board action and documented in the Corporation's records.

Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors.

Article V: Board Meetings

The Board of Directors shall meet at least quarterly to conduct the business of the Corporation and to provide oversight of its operations, programs, and strategic direction.

Additional meetings may be held as necessary and may be called by the Chair of the Board or by a majority of the directors.

A majority of the currently seated directors shall constitute a quorum for the transaction of business. No official action may be taken without a quorum present.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is established shall be the act of the Board of Directors. Directors are expected to participate regularly in meetings and may be subject to removal for repeated failure to attend without reasonable cause, as determined by the Board.

Meetings may be conducted in person or by any means of communication that allows all participating directors to hear one another simultaneously.

The Board of Directors shall ensure that records of meetings, including decisions and actions taken, are maintained as part of the Corporation's official records.

Article VI: Officers

The officers of the Corporation shall consist of a Chair, a Vice Chair, a Treasurer, and a Secretary. These officers shall be selected by the Board of Directors from among its members.

Officers shall serve terms concurrent with their service as directors, unless otherwise determined by the Board of Directors, and may be reappointed at the discretion of the Board.

The Chair shall preside over meetings of the Board of Directors and shall be responsible for facilitating the effective functioning of the Board in alignment with the Corporation's mission.

The Vice Chair shall support the Chair and shall perform the duties of the Chair in the event of the Chair's absence or inability to serve.

The Treasurer shall oversee the financial affairs of the Corporation, including ensuring appropriate financial reporting, stewardship of resources, and compliance with applicable financial requirements.

The Secretary shall be responsible for maintaining the official records of the Corporation, including meeting minutes, governance documents, and records of Board actions.

The Board of Directors may assign additional responsibilities to officers or establish additional officer roles as necessary, provided such actions are consistent with the governance structure of the Corporation.

Article VII: Committees

The Board of Directors may establish committees as necessary to support the governance and operation of the Corporation.

Any committee created by the Board shall operate under the authority of the Board of Directors and shall not exercise powers reserved exclusively to the Board, including but not limited to the amendment of the Articles of Incorporation or Bylaws.

The composition, purpose, and duration of any committee shall be determined by the Board of Directors. Committees may include members of the Board and, when appropriate, individuals who are not members of the Board, provided that such participation supports the mission and objectives of the Corporation.

All committees shall report their activities and recommendations to the Board of Directors. Final decision-making authority shall remain with the Board.

Article VIII: Operational Authority

The Board of Directors may delegate operational responsibilities to officers, committees, or other authorized individuals as necessary for the effective functioning of the Corporation.

Such delegation may include the administration of programs, coordination of activities, and facilitation of relationships with external organizations or service providers, provided that all delegated authority remains subject to the oversight and direction of the Board of Directors.

The Board of Directors shall retain exclusive authority over matters of governance, including but not limited to strategic direction, policy adoption, financial oversight, and adherence to the Corporation's mission and purposes.

The Corporation may facilitate connections between individuals and external organizations or licensed professionals. In doing so, the Corporation shall maintain independence and neutrality and shall not endorse, direct, or control the services provided by such external parties.

The Corporation may provide environments or settings in which external organizations or licensed professionals conduct services or programs; however, any such services shall be provided independently by those external parties outside the authority and control of the Corporation. The Corporation shall not assume responsibility for the provision, supervision, or outcome of such services. Nothing in this Article shall be interpreted to authorize the Corporation to provide clinical, medical, or therapeutic services.

All operational activities of the Corporation shall be conducted in a manner consistent with the purposes set forth in the Articles of Incorporation and in alignment with the governance and oversight of the Board of Directors.

Article IX: Conflict of Interest

A conflict of interest exists when a director, officer, or other individual acting on behalf of the Corporation has a personal, financial, or relational interest that could influence, or reasonably appear to influence, the individual's judgment or actions in matters affecting the Corporation.

All directors and officers shall disclose any actual or potential conflict of interest as soon as it becomes known.

Any individual with a disclosed conflict of interest shall not participate in discussions or decisions related to the matter and shall remove themselves from the process to ensure impartiality.

The Board of Directors shall ensure that all disclosures of conflicts of interest, and the actions taken in response to them, are documented and maintained as part of the Corporation's official records.

The Board of Directors may adopt additional policies and procedures to further define and manage conflicts of interest.

The Corporation shall maintain independence and neutrality in all relationships with external organizations, service providers, and affiliated entities. No director, officer, or representative of the Corporation shall use their position to direct individuals toward specific providers for personal or organizational gain.

Article X: Non-Clinical Boundary

The Corporation does not provide clinical diagnosis, medical treatment, or licensed therapeutic services.

The Corporation's activities are limited to facilitating access to services, supporting personal reflection, and connecting individuals with external organizations or licensed professionals capable of providing appropriate care.

Any credentialed professionals participating in the Corporation's programs or activities do so in a non-clinical capacity unless separately engaged outside the scope of the Corporation.

The Corporation may provide environments or settings in which external organizations or licensed professionals conduct services or programs; however, all such services shall be provided independently by those external parties, and not by or on behalf of the Corporation.

The Corporation shall not assume responsibility for the provision, supervision, or outcome of any clinical, medical, or therapeutic services delivered by external organizations or licensed

professionals. Participants are responsible for seeking and engaging with licensed services independently.

Nothing in these Bylaws shall be interpreted to authorize the Corporation to provide clinical, medical, or therapeutic services.

Article XI: Indemnification

To the fullest extent permitted by applicable law, the Corporation shall indemnify any director or officer of the Corporation against expenses, judgments, fines, and amounts paid in settlement reasonably incurred in connection with any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative, arising out of their service to the Corporation.

Such indemnification shall apply only to actions taken in good faith and in a manner reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, where the individual had no reasonable cause to believe their conduct was unlawful.

The Corporation shall not indemnify any individual for acts of gross negligence, willful misconduct, or actions taken outside the scope of their authority.

The Corporation may advance expenses incurred in defending any proceeding prior to its final disposition, provided that the individual agrees to repay such amounts if it is ultimately determined that they are not entitled to indemnification.

The Corporation may obtain and maintain insurance on behalf of any director, officer, or agent of the Corporation against any liability asserted against such individual in their capacity as such, whether or not the Corporation would have the power to indemnify the individual against such liability under applicable law.

The rights of indemnification provided under this Article shall not be exclusive of any other rights to which an individual may be entitled under applicable law.

Article XII: Amendments

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted, only upon the affirmative vote of a majority of the Board of Directors at a meeting where a quorum is present, unless a greater vote is required by the Articles of Incorporation or applicable law.

Written notice of any proposed amendment shall be provided to all directors in advance of the meeting at which the amendment will be considered, in accordance with procedures established by the Board.

Any amendment to these Bylaws shall be consistent with the Articles of Incorporation and shall not authorize the Corporation to engage in activities that are inconsistent with its stated purposes or that would jeopardize its status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The Board of Directors shall exercise this authority with due consideration to the long-term mission, integrity, and continuity of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being duly authorized, has executed these Bylaws on this 12th day of April, 2024.



Dustin Gene Shepherd
Founder

Amended and adopted on: April 27, 2026

