

**AMENDED AND RESTATED BYLAWS
OF
LAKEWAY AIRPARK, INC.**

ARTICLE I: NAME AND LOCATION

Section 1. Name.

The name of the Corporation is LAKEWAY AIRPARK, INC. (the "Corporation").

Section 2. Purpose.

The Corporation is organized as a Texas not for profit corporation to operate the Lakeway airpark, a general aviation airport (the "Airpark"). The Corporation operates the Airpark for the benefit of the City of Lakeway and surrounding communities in the area west of the City of Austin. The Airpark is available to the general public and is intended to be used by area residents, businesspeople, and businesses.

The Corporation sells aviation fuel, rents hangar and ramp space to area residents on a contracted basis, and rents ramp tiedown space on a temporary basis to transient aircraft, when spaces are available.

Section 3. Location.

The principal office of the Corporation shall be in the City of Lakeway, Travis County, Texas. Other offices of the Corporation shall be located at such places as the Board of Directors may from time to time designate.

ARTICLE II: MEMBERS

Section 1. Classification of Memberships; Voting Rights.

Membership in the Corporation shall be divided into **five (5)** classes as set forth in this Section. The term "Member" or "Members" includes Class One Members, Class Two Members, Class Three Members, Class Four Members **and Class Five Members**. For aircraft partnerships, at least one partner of such partnership must be a Class One Member, Class Two Member, or Class Three Member and all other partners of such partnership must be Members of any **voting** class. A Member's class will automatically change from one class to another if such Member ceases to meet all the prerequisites for the original class of membership assigned to such Member. The Board of Directors shall have the sole authority to refuse to admit a person as a Member of any given class of membership if it determines that such person does not meet the applicable prerequisites for such class of membership.

A. Class One Members.

"Class One Members" shall consist of the holders of record title to tracts of land with residential improvements **or hangars** that abut or form a part of the property used by the Corporation in the operation of the Airpark and who are current in the payment of annual dues and fees. In the event that a Class One Member plans to access the Runway via a private taxiway, then such Class One Member must have an unexpired **and current** Runway Access Agreement with the Corporation.

B. Class Two Members.

"Class Two Members" shall consist of persons who hold a valid ground lease, for a hangar, on a portion of the property owned by the Corporation and who are current in the payment of annual dues and fees. All Class Two Members must be either real property owners or full-time residents within the boundaries of the Lake Travis Independent School District. In the event that a Class Two Member plans to access the Runway via, then such Class Two Member must have an unexpired **and current** Runway Access Agreement with the Corporation.

C. Class Three Members.

“Class Three Members” shall consist of persons who hold a valid tiedown lease on a portion of the property owned by the Corporation or rents hangar space, **either in a hangar on a portion of the property owned by the Corporation or in a hangar attached to a home abutting the runway**, and who are current in the payment of annual dues and fees. In the event that a Class Three Member plans to access the Runway, then such Class Three Member must have an unexpired **and current** Runway Access Agreement with the Corporation.

D. Class Four Members.

“Class Four Members” shall consist of any person who has an **active aviation** interest in the Airpark, who is current in the payment of annual dues **and has approval by the Board of Directors**.

E. Class Five Members.

“Class Five Members” shall consist of any person who has a social interest in the Airpark and who is current in the payment of annual dues.

F. Voting Rights.

Each Member shall have the following voting rights which are exercisable by such Member subject to the limitations in Section 2 of this Article II:

Class One Members - 10 votes
Class Two Members - 5 votes
Class Three Members - 2 votes
Class Four Members - 1 vote
Class Five Members - 0 votes

An individual may qualify for Class 1, Class 2 and/or Class 3 Membership by owning multiple Airpark homes, having multiple hangars with ground leases, or by having multiple ramp, car, or hail shed leases, or any combination thereof. In that case, they will receive votes for each qualifying membership.

Section 2. Annual Dues and Fees.

The amount of annual dues and fees for each Class of Members are set by the Board of Directors and may be adjusted from time to time by the Board of Directors. Annual dues and fees are non-refundable but annual dues may be prorated by the Board of Directors for any Member who becomes a member in the middle of a year.

Notice of annual dues and fees payable shall be provided to all Members at least sixty (60) calendar days prior to the date of the annual meeting of the Members. In accordance with Texas law, only Members who have paid annual dues and fees at least thirty (30) calendar days prior to the annual meeting of the Members may cast votes for directors. Annual dues and fees paid by a member within thirty (30) calendar days prior to the annual meeting of the Members require that such Member may not cast a vote for the board of directors at such meeting. Annual dues and fees shall be considered delinquent if not paid by the beginning of the annual meeting of the Members. A failure to pay annual dues and fees within sixty (60) calendar dates after their original due date may result in termination of membership.

Section 3. Term of Membership.

Unless terminated earlier in accordance with Section 13 of this Article II, the term of a Member’s membership shall be for one (1) year, such year being the Corporation's fiscal year as defined in Article V.

Section 4. Procedure for Adding Members.

For each person who joins the Corporation as a Member, the Secretary of the Corporation will enter the name and address of such Member into the membership roll, indicating that such Member has joined as a Member of the Corporation, stating the class of membership and the associated voting rights, if any.

Section 5. Assessments.

In addition to annual dues and fees, Members may, from time to time, be assessed for contributions. Assessments shall be proposed by the Board of Directors and must be approved by a majority of the Members of each Class voting at the annual or special meeting when such assessments are proposed. The Board of Directors shall have exclusive authority to determine the required payment date for any assessments which have been approved by the applicable Members. A failure to pay any such monetary assessments as may be approved by the applicable Members and ordered by the Board of Directors may result in termination of membership.

Section 6. Annual Meeting.

The annual meeting of the Members of the Corporation shall be held during the first month of the fiscal year at the principal office of the Corporation or at such other place as may be designated in the notice of the meeting. Such meeting shall be held for the purpose of electing directors and the transaction of such other business as may come before the meeting.

Section 7. Special Meetings.

Special meetings of the Members may be called at any time by the President or the Board of Directors. A special meeting of the Members shall be called by the President upon the demand of Members owning over fifty percent (50%) of the current membership votes then issued and outstanding.

Section 8. Notice of Meetings.

Notice of the time and place of all special and annual meetings of the Members shall be given by the Secretary of the Corporation to each Member not less than ten (10) nor more than sixty (60) calendar days before the date of the meeting. Provided the Secretary of the Corporation has complied with the requirements of Section 4 of Article IX such notice shall establish conclusively that notice of the meeting has been given.

Section 9. Quorum.

At any meeting of the Members, the holders of a majority of the current membership votes issued and outstanding present in person shall constitute a quorum of the Members for all purposes.

Section 10. Voting Procedures.

At any meeting of the Members, a Member shall be entitled to cast the applicable number of votes held in ~~his~~ **their** name, (see Section 1.E of this Article II) which vote(s) must be cast by such Member in person or by written proxy. A written proxy must address each item to be voted on and must be signed by a witness and delivered to the Secretary of the Corporation.

Section 11. Closing of Transfer Books or Fixing of Record Date.

For the purposes of determining the Members entitled to notice of any meeting of Members or any adjournment thereof, the Members of record at the date of the mailing of the notice shall be the only Members entitled to notice. Only Members who are current in the payment of their annual dues, as set forth in Section 2 of this Article II, shall be entitled to vote at the annual or any special meetings.

Section 12. Conduct of Meetings.

All meetings of the Members shall be presided over by the President, or in his **or her** absence, the Vice President of the Corporation. The conduct of all meetings of the Corporation shall be in accordance with the Texas Business Organizations Code and the Roberts Rules of Order.

Section 13. Non-renewal and Revocation of Membership.

Upon the affirmative vote of the Members holding at least two-thirds (2/3^{ds}) of the current membership votes then issued and outstanding, a Member's request to renew such Member's membership shall be denied, or a Member's existing membership shall be revoked for Cause (as such term is defined below in this Section). With respect to all votes pertaining to the denial of a request to renew membership or the revocation of an existing membership, the following procedures shall apply:

A. Each of the following shall be considered a "Cause Event" which may lead to a vote by the Members on the denial of a request to renew membership or the revocation of an existing membership:

1. Engaging in flying skills or habits which pose unacceptable safety risks to the Corporation, the Airpark or the surrounding area, as reasonably determined by the Board of Directors.

2. Failure to comply with or violation of any term of a Member's Runway Access Agreement.

3. The occurrence of any actions that harm, defame, or otherwise adversely affect the Corporation, the Airpark or its relations with the community, as reasonably determined by the Board of Directors.

4. Failure to pay annual dues, fees or assessments within sixty (60) calendar days of their original due date.

B. At any time following the occurrence of a Cause Event, the Board of Directors may declare that the applicable Member is in violation of Section 13.A of this Article II. Following such declaration, a motion to hold a vote must be made and passed at any annual or special meeting of the Members. Any such vote shall be preceded by a minimum of twenty (20) calendar days' notice to all the Members, including the Member who will be the subject of such vote.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties, Election and Term of Office.

The business, affairs and property of the Corporation shall be managed by the Board of Directors composed of seven (7) directors who shall be elected by the Members by a plurality vote at the annual meeting of the Members.

Membership on the Board of Directors shall consist of four (4) directors who are Class One Members (each, a "Class One Director"), one (1) director who is a Class Two Member (the "Class Two Director") and two (2) directors who are either Class Two Members, Class Three Members **or Class Four Members** (each, a "Variable Director"). All current Members who hold voting rights and are not otherwise ineligible to vote according to Section 2 of Article II shall be entitled to vote on each category of directors, but the slate of candidates shall be submitted to the Members clearly showing the slates for each category prior to each vote.

Any Member may nominate a candidate to serve on the Board of Directors. Each candidate shall be a

Member in good standing and current in the payment of annual dues, fees and other assessments for which that candidate shall be responsible.

Board membership is staggered such that two (2) Class One Directors shall be voted on annually along with ~~one (1) the~~ Variable Director(s). The Class Two Director shall be voted on every other year. All directors are elected for a term of two (2) years.

Section 2. Vacancies.

A vacancy or vacancies in the Board of Directors may be filled by a majority vote of the remaining directors and the director or directors elected to fill such vacancy or vacancies shall hold office for the unexpired term of the director who is being replaced, or until a successor shall be duly qualified and elected.

Section 3. Annual Meetings.

The annual meeting of the Board of Directors shall be held within twenty-four (24) hours after the adjournment of each annual meeting of the Members and at the place of the annual meeting of the Members.

Section 4. Regular and Special Meetings.

Regular meetings of the Board of Directors shall be held at such time and at such places as shall be determined by the President. Special meetings may be called by the President and shall be called by the President at the request of any two (2) directors, at such time and place as shall be determined by the President.

Section 5. Notices of meetings; Waiver.

Notice of any regular, or special meeting shall be given to each director at least two (2) calendar days but not more than thirty (30) calendar days before the date of such meeting. Any director entitled to notice of a meeting may waive notice by executing a written waiver either before or during the meeting stated therein, and any such written waiver shall be deemed equivalent to the receipt of the required notice. The attendance of a director at any meeting shall constitute a waiver of notice of meeting except that, when a director attends a meeting for the sole purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened, does not otherwise participate in any business at such meeting and makes known to the other directors that the sole reason for his **or her** attendance is such objection, such attendance shall not constitute a waiver of the required notice.

Section 6. Quorum.

A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Compensation.

Directors shall receive no compensation for their services as directors.

Section 8. Removal of Director.

A director may be removed from the Board of Directors for a violation of any of the tenants of Article VII of these Bylaws or for any reason by a majority vote of all the other directors.

ARTICLE IV: OFFICERS

Section 1. Number.

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such

other officers as may be established from time to time by the Board of Directors. Officers shall be elected in accordance with the provisions of this Article IV. Other than the President, the offices of the other officers may be combined in one individual.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. They shall be elected for a term of one (1) year and shall hold office until their successors are duly elected.

Section 3. Vacancies.

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President.

The President, or in the President's absence, the Vice President, shall be the principal executive officer of the Corporation, shall in general supervise and control all the business, affairs and property of the Corporation, and shall preside at all meetings of the Members and the Board of Directors.

The President shall have authority to make and enter into contracts, to borrow money, to make purchases and sales, and to sign, execute and deliver all contracts, conveyances, deeds, deeds of trust, leases, assignments, mortgages, chattel mortgages, pledges, releases, notes, or other obligations of the Corporation and all other written instruments of any character appropriate to any of the powers or duties of the President in the name of and binding upon the Corporation when the dollar value of such is less than \$500 and only with the prior approval of the Board of Directors when the dollar value exceeds that amount.

The Board of Directors, from time to time, shall designate the way the President and/or other officers are authorized to sign checks and/or other orders for the payment of money.

Section 5. Secretary.

The Secretary shall keep or cause to be kept the minutes of the meetings of the Members and the Board of Directors. The Secretary shall issue or cause to be issued notices of all meetings of Members and the Board of Directors and shall keep or cause to be kept a record of the names and addresses of the members entitled to vote.

Section 6. Treasurer.

The Treasurer shall keep, or cause to be kept, current true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

Section 7. Salaries.

Officers shall receive no compensation for their services as officers.

Section 8. Removal.

Any officer or agent (other than a director) elected or appointed by the Board of Directors shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 9. Resignation

Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 10. Committees.

The Board of Directors may establish such committees as it shall deem proper. The directors shall appoint the individuals to serve on such committees, shall determine the purpose, scope of activities, and the authority, responsibility and term of existence of each such committee. The directors may, at any time, discontinue or abolish any of such committees.

ARTICLE V: FISCAL YEAR

The fiscal year of the Corporation shall begin on June 1 and end on May 31 of each calendar year.

ARTICLE VI: INDEMNIFICATION

The Corporation shall indemnify any director or officer of the Corporation who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (collectively a "Proceeding") by reason of the fact that such person is or was a director or officer of the Corporation, to the fullest extent permitted under the Texas Nonprofit Corporation Law, as now in effect and/or as hereafter amended.

Such right to indemnification shall be a contract right and shall include the right to be paid by the Corporation for expenses incurred in defending and proceeding in advance of its disposition to the fullest extent permitted under Texas as, as now in effect and as hereafter amended. The rights conferred under this Section shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board of Directors or members of the Corporation, or otherwise.

ARTICLE VII: CONFLICT OF INTEREST POLICY

Section 1. Purpose.

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Section 2. Definitions.

A. "Interested Person". Any director, officer, or member of a committee with Board of Directors delegated powers who has a direct or indirect Financial Interest, as defined below, is an interested person.

B. "Financial Interest." A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

1. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

2. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A Financial Interest is not necessarily a conflict of interest. Under Section 3, Part B of this Article VII, a person who has a Financial Interest may not have a conflict of interest if the appropriate board or committee decides that no conflict of interest exists.

Section 3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

C. Addressing the Conflict of Interest.

1. An Interested Person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

2. The ~~chairperson of the~~ Board of Directors **or chairperson of the** committee referenced in paragraph A shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

5. If the Board of Directors or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform that person of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose.

6. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines

that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings.

The minutes of the Board of Directors and all committees with Board of Directors-delegated powers shall contain: (i) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE VIII: AMENDMENTS

Members at any annual or special meeting, by a vote of the holders of: (i) at least seventy-five percent (75%) of the membership votes of the Class One Members then issued and outstanding, (ii) at least seventy-five percent (75%) of the membership votes of the Class Two Members then issued and outstanding, and (iii) at least fifty percent (50%) of the membership votes of the Class Three Members then issued and outstanding, shall have power to alter, amend, make and repeal the bylaws of the Corporation.

ARTICLE IX: MISCELLANEOUS

Section 1. Inurement.

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall involve 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.

The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 2. Rights Upon Dissolution.

Upon dissolution of this Corporation, the Board of Directors or any committee appointed thereby shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, other than those described in the Special Warranty Deed dated the 30th day of June 1995, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue law), as the Board of Directors or the applicable committee shall determine.

Any such assets not such disposed of shall be disposed of by the appropriate court in the State of Texas, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Voluntary Dissolution.

In the event the Board of Directors adopts a resolution that the Corporation be dissolved and directs the question of such dissolution be submitted to a vote at a meeting of the Members, the resolution must be adopted by the Members holding at least two-thirds (2/3rds) of the current membership votes then issued and outstanding of each Class of Members who are entitled to vote on such question.

Section 4. Notice.

Any notice required or permitted to be given pursuant to the provisions of these bylaws, shall be effective as of the (i) date personally delivered; (ii) if sent by mail, three (3) days after on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at his or her last known address as shown in the records of the Corporation; or (iii) if sent by facsimile transmission or email communication, upon receipt by the receiver.

Whenever any notice is required to be given pursuant to the provisions of these bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: FEES FOR UNAUTHORIZED USE OF THE AIRPARK

The Board of Directors shall impose a fee for each occurrence of any aircraft operator or abutting property owner who taxis or allows an aircraft to be taxied from property abutting the Airpark on to the Runway or any other portion of the Airpark if such operator or abutting property owner does not hold an unexpired Runway Access Agreement. The Board of Directors shall have the sole authority to establish the amount of any fee imposed under this Article X and shall have the authority to change the amount of any such fee from time to time.

ARTICLE XI: HAIL SHED LEASE

Bids for use of the hail shed are to be solicited sixty (60) calendar days prior to the annual meeting of the Members with the winning bid announced at such meeting. The Board of Directors shall have the sole authority to determine the winning bid.

CERTIFICATION

I hereby certify that these Amended and Restated Bylaws were adopted by the Members of Lakeway Airpark, Inc. at an annual meeting of the Members held on this 10th day of June, 2023.


Secretary