

**BYLAWS
OF
LAKEWAY AIRPARK, INC.**

ARTICLE I: NAME AND LOCATION

Section 1. Name. The name of the Corporation is LAKEWAY AIRPARK, INC.

Section 2. Purpose. The Corporation is organized as a Texas nonprofit corporation to operate the Lakeway airpark, a general aviation airport. The Corporation is operated for the benefit of the City of Lakeway and surrounding communities in the area west of the City of Austin. It is available to the general public and is intended to be used by area residents, business people, and businesses. The corporation sells aviation fuel and oil. It 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. Runway use is also made available to adjacent homeowners who are members of the Corporation and who have ramps leading from their homes to the runway.

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. Membership in the Corporation shall be divided into four (4) classes as follows:

A. CLASS ONE. Class One Members shall consist of the holders of record title to tracts of land with residential improvements that abut or form a part of the property used by the Corporation in the operation of Lakeway Airpark and who are current in the payment of annual dues [.] and fees. *In the event that the homeowner plans to access the runway via a private taxiway, then the homeowner must have signed a Lakeway Airpark Homeowner Taxiway Agreement in the form approved by the Board of Directors. [Change Made 2-9-2002]*

B. CLASS TWO. Class Two Members shall consist of persons who hold a valid lease on a portion of the property owned by the Corporation and who are current in the payment of annual dues.

C. CLASS THREE. Class Three Members shall consist of active users of the airport who are neither owners qualified for Class One Membership nor lessees qualified for Class Two membership and who are current in the payment of annual dues.

D. CLASS FOUR. Class Four Members shall consist of any person who is not an a member of Classes One, Two or Three as described above and who is current in the payment of annual dues.

From and after January 1, 1999 qualifications for new members will require that they be either [real](#) property owners or full time residents within the boundaries of the Lake Travis Independent School District. [\[Change made 2-9-2002\]](#)

Section 2. Annual Dues. Annual Dues, payable annually in advance by the beginning of the Corporation's fiscal year, shall be as follows for each class of membership:

Class One -	\$200
Class Two -	100
Class Three -	100
Class Four	50

Annual Dues may be adjusted from time to time by the Board of Directors.

Annual Dues shall be delinquent if not paid by the beginning of the annual meeting of the same year. Notice of annual dues payable shall be provided to all Members prior to the date they are due.

Section 3. Term of Membership. The term of a membership shall be for one (1) year, such year being the Corporation's fiscal year as defined in Article V [\[.\]](#) , [except as provided in section 13 below.](#) [\[Change made 2-9-2002\]](#)

Section 4. Membership Certificates. Each member shall receive from the secretary a membership certificate evidencing such member's membership in the Corporation, the number of membership votes, and the date to which such membership is current. Each class of Members described in Section 1 of this Article shall be issued the following certificates in exchange for the payment of annual dues described in Section 2:

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

At the time of the payment of each Member's annual dues, the Secretary shall issue a certificate to each member evidencing that the membership has been renewed and specifying the date to which it is current. A failure to pay annual dues or such monetary assessments as may be ordered by the Board of Directors shall result in termination of membership and a cancellation of the membership certificate.

Membership Certificates shall be in such form as approved by the Board of Directors, signed by an officer of the Corporation, and entered on the records of the

Corporation with the number of votes to which the Member is entitled, which record shall represent the official record of the votes to which each Member is entitled.

Section 5. Assessments. In addition to annual dues, 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.

Section 6. Annual Meeting. The annual meeting of the Members of the Corporation shall be held during the month of June 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 shall be mailed by the Secretary to each Member not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such mailing shall establish conclusively that notice of the meeting has been given.

Section 9. Quorum. At any meeting of the Members, the holder or 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. If a quorum shall not be present at any meeting, such meeting may adjourn from time to time without notice other than by announcement by the President at the meeting until holders of the amount of votes necessary to constitute a quorum shall attend.

Section 10. Voting. At all meetings a Member shall be entitled to cast one vote for each current membership vote held in his name, which vote must be cast by him in person or by written proxy.

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 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 absence, the Vice President of the Corporation.

The conduct of all meetings of the Corporation shall be in accordance with Roberts Rules of Order.

Section 13. Refusal to Issue or Renew, and Revocation of Membership. A person shall be denied membership, renewal, or an existing membership shall be revoked if two thirds of the members in good standing present vote (according to their membership class) to deny membership, renew a membership, or to a revoke a membership of an existing member.

- a. The motion to take the above described membership action must be made and passed at any regularly or specially called membership or Board of Directors meeting by members in good standing.
- b. Such vote shall be preceded by a minimum of 20 days notice by certified mail to the member subject of the membership action and 20 day notice by regular mail to the general membership.
- c. Criteria for such membership action:
 1. Actions that harm, defame, or otherwise adversely effect the Airpark or its relations with the community.
 2. Failure to comply with or violation of any term of a member's Lakeway Airpark Homeowners Runway Access Agreement.
 3. Flying skills or habits exhibited that are unacceptable safety risks to the Airpark or the surrounding area.
 4. Failure to pay any dues or fees within 60 days of their due date.
[Change made 2-9-2002]

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties, Election and Term of Office. The business 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) Class One Members and three (3) Members of the remaining Classes. All current Members shall be entitled to vote on each category of directors, but the slate of candidates shall be submitted to the Membership clearly showing the slates for each category. Each candidate shall be current in the payment of annual dues and other assessments for which that candidate shall be responsible.

At the next election for directors, there shall be three (2) Class One Members and one Member of the remaining Classes elected for terms of two (2) years. At each subsequent election those directors standing for election will each be elected for terms 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 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 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 give to each director at least two (2) days but not more than thirty (30) days before the date of such meeting. Notice may be given by personal delivery, fax, or email. Any director may waive notice of any meeting and a written waiver of notice of any meeting, signed by the director entitled to such notice, whether before or after the time of the meeting stated therein, 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 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.

ARTICLE IV: OFFICERS

Section 1. Number. 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. Officers shall be elected in accordance with the provisions of this Article. 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 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 of the business 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 when the dollar value exceeds that amount. The Board, from time to time, shall designate the manner in which 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 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. Committees. The Board of Directors may establish such committees as it shall deem proper. The Trustees 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 every 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 Non-Profit Corporation Act, 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: AMENDMENTS

Members at any annual or special meeting by a vote of the holder or holders of a majority of the membership votes of each class shall have power to alter, amend, make and repeal Bylaws of the Corporation, or such can be done by a majority vote of the Board of Directors at any meeting called for such purpose.

ARTICLE VIII: MISCELLANEOUS

Section 1. Inurement. 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.

Section 2. Rights Upon Dissolution. Upon dissolution of this Corporation, the governing body 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)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing body 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 at least two-thirds of the votes of the members of each Class who are entitled to vote on such question.

ARTICLE IX: FEES FOR UNAUTHORIZED USE OF THE LAKEWAY AIRPARK

The Board of Directors shall impose a fee of \$100.00 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 Lakeway Airpark Property if such operator or abutting property owner does not hold a current Homeowner Taxiway Agreement with Lakeway Airpark, Inc. [Change made 2-9-2002]