

AMENDED BYLAWS
OF THE
MOHAVE COUNTY AIRPORT AUTHORITY, INC.

ARTICLE I

Name, Location, Corporate Seal

1. Name. The name of this Corporation shall be MOHAVE COUNTY AIRPORT AUTHORITY, INC.
2. Business Office. The principle office of this Corporation shall be located at 2550 Laughlin View Drive, Bullhead City, Arizona, but this Corporation may have other offices at such places as the Board of Directors shall designate and the business of the Corporation may require.
3. Seal. The Corporation shall have a corporate seal which shall be of such form and device as the Board of Directors may determine. The Directors may change the form and device and inscription of the seal at pleasure. The Directors may, if they deem advisable, provide more than one seal press for making imprints of the corporate seal and make suitable regulations and provisions for the custody and use thereof.

ARTICLE II

Membership and Meetings

1. Qualifications for Membership. Subject to resignation, death and termination under the provisions of Article II, Paragraph 8 and 9, Voting and Associate Members of the Corporation shall be those persons as may be approved by the voting membership. To qualify as a Voting or Associate Member of the Corporation, a person must be a resident of Mohave County, Arizona, Clark County, Nevada, or Needles, California who has repeatedly evidenced his or her interest in the promotion of air transportation and commerce, and who has filed at the principle office of the Corporation, at least thirty (30) days prior to the next Regular Quarterly Board Meeting of the Members, an application for membership. No more than four (4) persons from any one employer, entity or organization can be Voting Members of the Corporation.
2. Election of New Members. The election of new members shall be by open ballot of the existing voting membership of this Corporation during any Regular Quarterly Board Meeting, and one shall be considered elected a member if a majority of the Voting Members actually casting votes, whether in person or by proxy, voted affirmatively for that member. For the purpose of this Bylaw, an abstention shall be considered as not casting a vote.
 - a. Voting Members. All members of the Corporation shall be Voting Members unless there are more than four (4) members of the Corporation from any one employer, entity or organization. Only four (4) members from any one employer, entity or organization may be Voting Members.
 - b. Associate Members. Any person elected to membership into the Corporation from an employer, entity or organization who already has four (4) Voting Members in the Corporation shall be deemed an Associate Member. Associate Members do not have the rights of a Voting Member as set forth and defined in these Bylaws.
 - c. Members Designation. When any one employer, entity or organization has more than four (4) members in the Corporation, it will be the responsibility of all the members from that employer, entity or organization to decide among themselves as to which of the members will be Voting Members and which of the members will be Associate Members, and to advise the Board of Directors, in writing, as to the category of each member from that employer, entity or organization. The members for that employer, entity or organization shall decide the membership designation of each member by any method they choose among themselves. Failure or inability to resolve the issue within sixty (60) days after their written notice will cause the Board of Directors to decide the issue by random draw at the next Regular Quarterly Board Meeting.

3. Annual Members Meeting. An Annual Members Meeting of the members of the Corporation shall be held annually at the corporate offices or at such location in Mohave County, Arizona, or within ten (10) miles thereof, as may be designated by the Board of Directors, on the second Tuesday of April, immediately following the Regular Quarterly Board Meeting or at such other hour as it may from time to time designate for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting. A written reminder of the annual meeting shall be mailed at least ten (10) days prior to the meeting to each member's address as the same appears in the records of the Corporation. A failure to mail such notice or any irregularity in such notice shall not affect the validity of any annual meeting, or of any proceedings at any such meeting. An annual meeting may be adjourned and continued by the majority vote of Voting Members present, in person.

4. Special Meetings. Special meetings of the Members of the Corporation may be held at the principal office of the Corporation, or at such other place as designated within Mohave County, Arizona, or within ten (10) miles thereof, whenever called in writing or by vote, by a majority of the Board of Directors, or by the President. Written, telephonic, telegraphic or in-person notice of such special meeting, stating the day, hour and place thereof, and in general terms the business to be transacted thereat, shall be delivered at least twenty-four (24) hours prior to the meeting to each member at his address last shown on the records of the Corporation. No notice of such meeting shall be required if all members waive notice, and whenever all members shall meet in person, such meetings shall be valid for all purposes without call nor notice, and at such meetings any corporate action may be taken.

5. Quorum. At regular and special meetings, a majority of the Board of Directors shall constitute a quorum. At the annual meeting, a majority of eligible voting members shall constitute a quorum. In instances where a quorum does not exist, a majority of the applicable voting members present in person may call the meeting to order, until such time as enough members in person or by proxy are present to constitute a quorum or reschedule the meeting and adjourn. At any such continued meeting, once a quorum is present business may be transacted which might have been transacted at the meeting as originally notified.

6. Voting. At all meetings of the members, Voting Members shall vote in person, and all questions, except such questions the manner of deciding which is specially regulated by law, regulation or bylaws, shall be determined by a majority vote of applicable Voting Members present in person.

7. Use of Proxies. All informalities and/or irregularities in calls, notices of meeting and in the matter of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting. Voting Members may vote by written proxy only at the annual meeting on the questions of the election of new members and/or Directors, or at any duly called meeting on the questions of restatement and/or amendment of Articles of Incorporation. Such written proxy must specifically designate the name(s) of the candidate(s) for whom the proxy holder must cast his vote(s).

8. Automatic Termination of Membership. Membership shall be terminated automatically upon the occurrence of any one or more of the following events:

- a. In the event a member is no longer a resident as defined in Article II paragraph 1.
- b. Upon the failure to attend at least more than one-half (1/2) of the Regular Quarterly Board Meeting of the Board of Directors without prior justification notification; and
- c. Upon the failure to attend any two (2) consecutive Annual Meetings of the Members.

The Secretary shall give a written notice to any member whose membership has been terminated pursuant to the terms of this paragraph.

9. Termination of Membership by Vote. Except for termination under Section II paragraph 8, membership shall be terminated in the event at least three fourths (3/4) of the Board of Directors present, at a Regular Quarterly Board Meeting or duly called special meeting, vote affirmatively to expel the member for the reason that such expulsion is in the best interest of the Corporation. Any member may file with the President a request in writing to terminate the membership of another member. The request to terminate a membership shall state the reasons for such request. Upon receiving a written request to terminate a membership, the President shall send a copy thereof, by certified mail, not the addressee only, to the address of record of the subject member. The subject member may file a written response to the request to terminate a membership within twenty (20) days following the date of mailing. The proposed termination of membership shall be considered at the next special or Regular Quarterly Board Meeting, as long as such meeting of members does not take place any sooner than thirty (30) days following the date of mailing of the request to terminate a membership to the

subject member. Written notice of time, date and place of the subject member. Written notice of time, date and place of the subject special or Regular Quarterly Board Meeting at which the matter being considered, shall be given to all applicable voting members, including the subject member, in accordance with the applicable paragraph of Article II herein. The subject member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

10. Election of Directors. At each annual meeting, in April, the Voting Members shall elect the Directors of the Corporation. Each member shall have one vote for each director position to be filled. The candidate(s) receiving the highest number of votes shall be deemed elected to the vacant position(s).

ARTICLE III

Board of Directors

1. Management. The business and property of the Corporation shall be managed by its Board of Directors. Matters directly relating to the operation of the Airport and its various functions shall be managed by the Executive Director and the staff of the Airport Authority. A Director shall not individually instruct or direct any regular employee of the Authority as to the job functions or duties of that employee. Should any employee contact a Director to personally discuss any aspects of the operation of the Authority or any personnel matter, that employee shall immediately be referred to the President who shall advise the Airport Director and take action as the President deems appropriate.

2. Vacancies. In the event of any vacancy on the Board of Directors at any time other than the normal expiration of a term of office, the remaining directors, by majority vote, shall elect a successor Director to hold office until the expiration of the vacant Director term. Vacancies may be filled by the Board of Directors with members who have not fulfilled the minimum six (6) months membership requirement as set forth in Article III, paragraph 3, herein.

3. Term, Composition and Qualification of Board of Directors. The Board of Directors shall consist of seven (7) members of the Corporation. The term of each Director shall be for a period of three (3) years, and shall expire at the Annual Meeting three (3) years after the Directors' election.

Only a member of the Corporation may be a Director. All Directors must have been a member of the Corporation for a minimum of six (6) months immediately preceding their election by the Voting Members

No more than two (2) persons from any one employer can be a member of the Board of Directors.

A member of the Board of Directors shall remain eligible to serve on the Board even if that Director moves their residency to a different state, so long as the residency remains within the requirements for Qualification for Membership, as set forth in these amended bylaws.

4. Voting. All questions before the Board of Directors shall be determined by a majority vote of those Directors present at any duly called meeting of the Board of Directors. The President shall vote only in the case of a tie. At any Board of Directors meeting where the President is absent and, after due deliberation, there remains a tie vote on any given issue which cannot be broken, then that item shall be tabled until the next duly called meeting of the Board.

5. Place of Meeting. All regular meetings of the Board of Directors shall be held at the general office of the Corporation in Mohave County, Arizona, or at such other place within Mohave County, Arizona, or ten (10) miles there from, as the Board of Directors or the President may, from time to time, determine. Special meetings shall be held at the place specified in the call therefore, a notice thereof.

6. Regular Meetings. The Board of Directors shall hold a meeting at the principle office of the Corporation, or at such other place as it may from time to time designate within Mohave County, Arizona, or with ten (10) miles there from, on the second Tuesday of each quarter (April, July, October, January), 9:00 a.m. MST, or at such other hour as it may from time to time designate. If it determines prior to the regular quarterly meeting that an Executive Session will be necessary, the President may schedule the Executive Session to commence one hour before the regularly scheduled meeting. Directors will be elected to the Board by majority vote of the full Voting Members of the Corporation present at the April Annual Members Meeting.

If the second Tuesday of any Quarterly Meeting is a legal holiday, the Board of Directors shall, by resolution, either waive said regular meeting for that month or require that it be held on the following Tuesday. Except for such waivers or change in date occasioned by legal holidays, no notice shall be required for such meetings.

7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Airport Director or the President, or any three (3) Board Directors, and shall be so recorded when the Secretary or any staff employee certifies that all Directors not absent from Mohave County, Arizona, Clark County, Nevada or Needles, California have been duly notified of the time and place of said meeting either in writing, by telegram, by telephone, electronically, or in person.

8. Conduct of meeting. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice President shall assume those duties. In the absence of both the President and Vice President, the Board of Directors, by a majority vote, shall designate a President pro term to assume those duties at that meeting only.

9. Automatic Termination of Director. The term of office of a Director shall be terminated automatically, and his office shall be declared to be vacant upon the occurrence of any one (1) or more of the following events:

- a. In the event a Director no longer meets residency requirements;
- b. Upon the failure of a Director to attend any two (2) consecutive Annual Meetings of the Members;
- c. Upon the failure of a Director to attend at least one-half (1/2) Regular Quarterly Board Meetings of the Board of Directors during any one corporate year; and
- d. Upon the termination of the Director's membership in the Corporation.

The Secretary shall give written notice to any Director whose term of office has been terminated pursuant to the terms of this paragraph.

10. Termination of Director by Vote. A Director's term of office shall be terminated in the event at least three-fourths (3/4) of the Board of Directors present, at a Regular Quarterly Board Meeting, Annual Meeting or special meeting, vote affirmatively to expel the Director for the reason that such expulsion is in the best interest of the Corporation. Any Director may file with the President a request in writing to terminate the term of office of another Director. The request to terminate a Director's term of office shall state the reasons for such request. Upon receiving a written request to terminate a Director's term of office, the President shall send a copy thereof by certified mail, not the addressee only, to the address on record of the subject Director. The subject Director may file a written response to the request to terminate a Director's term of office within twenty (20) days following the date of mailing. The proposed termination of a Director's term of office shall be considered at the next special meeting of the Directors, or at the next regular meeting of Directors, whichever is earlier, as long as such meeting of Directors does not take place any sooner than thirty (30) days following the date of mailing of the request to terminate a Director's term of office to the subject Director, in accordance with the applicable paragraph of Article III herein. The subject Director shall be given opportunity to present a defense at the time and place mentioned in such notice.

11. Amending the Composition of Board of Directors. Article III, Paragraph 3 may be amended by vote of the Board of Directors, pursuant to the provisions of Article VIII.

ARTICLE IV

Officers

1. President. Only a Director may serve as President of the Corporation. The President shall be elected, by a vote of the Board of Directors, at the annual meeting, immediately following the election of the new Directors for that year. The President shall serve until the next annual meeting. The President shall perform all necessary duties, functions and perform all acts and things which the Board of Directors may require of the President. A vacancy in the office of the President shall be filled by the Board of Directors in compliance with the residency requirements as set forth in Article III, herein.

2. Vice President. Only a Director shall serve as Vice President of the Corporation. The Vice President shall be elected by the Board of Directors during the Annual Meeting of the Members and shall serve until the next Annual Meeting of the Members. In the event of the President's absence or inability to act, the Vice President shall have the powers of the President. In addition, he shall perform such duties as the Board of Directors may impose upon him. A vacancy in the office of Vice-president shall be filled by the Board of Directors.

3. Secretary. Only a Director shall serve as Secretary of the Corporation. The Secretary shall be elected by the Directors during the Annual Meeting of the Members and shall serve until the next Annual Meeting of the Members. The Secretary shall keep the Minutes of the Corporation, its corporate books and such books and records as these bylaws or any resolution of the Directors may require him to keep. He shall perform such other service as the Board of Directors may impose upon him. A vacancy in the office of Secretary shall be filled by the Board of Directors.

4. Treasurer. Only a Director shall serve as Treasurer of the Corporation. The Treasurer shall be elected by the Directors during the Annual Meeting of the Members and shall serve until the next Annual Meeting of the Members. The Treasurer shall have a joint custody and control of the funds of the Corporation, subject to the action of the Board of Directors, and shall, when requested by the President so to do, report the state of the finances of the Corporation at each Annual Meeting of the Members and at any meeting of the Board of Directors. He shall perform such other services as the Board of Directors may require of him. A vacancy in the office of Treasurer shall be filled by the Board of Directors.

ARTICLE V

Compensation of Directors and Officers

Neither the members, Directors, nor the Officers as such, shall receive any salary or compensation for their services, but by resolution of the Board of Directors, they may be reimbursed for their actual expenses paid or obligated to be paid in connection with services rendered solely for the benefit of the Corporation. No member may be an employee of the Corporation.

ARTICLE VI

Books, Accounts and Records

1. Location. This Corporation shall keep at its principle office in Mohave County, Arizona, records of the meetings of members and a book showing a true and complete list of all members, their residences and books containing records of the affairs of this Corporation.

2. Inspection. The books, accounts and records of this Corporation shall be open to the inspection of any Director of the Corporation at all times during the business hours.

3. Audit. It shall be the duty of the Board of Directors, at least once a year and within ninety (90) days after the closure of the Corporation year, to cause the books and accounts of the Corporation to be examined and audited by a Certified Public Accountant, and to cause a copy of the report of said accountant to be mailed to each of the Directors of this Corporation and to the Mohave County Board of Supervisors. A copy of the audit shall be made available at the corporate office to any member of this Corporation during normal business hours.

ARTICLE VII

Committees

1. Nominating Committee. The Nominating Committee shall be a standing committee of the Corporation. The Nominating Committee shall perform its functions under the supervision of the Board of Directors. The members of the Nominating Committee shall be the President, Vice-president, one (1) Director and two (2) non-director members. The function of the Nominating Committee shall be to nominate new members and Directors at the annual meeting, new Officers at the meeting of the Board of Directors immediately following the Annual Meeting of the Members, and to nominate person to fill any vacancy that may occur during the corporate year. Except as specifically designated, the members of the Nominating Committee shall be appointed by the President and shall serve at his discretion.

2. Special Committees. Special Committees may be created by the Board of Directors during a defined term or for a special project on any subject for which there is no standing committee. Special Committee members shall be appointed by the President. A special Committee member shall serve from the date of his appointment to the date he is relieved of his duties by the President.

A non-member of the Corporation may not serve on a special committee. Any General Member may be the Chairman of a special committee.

3. Standing Committees. The Board of Directors may create standing committees. Except for the Nominating Committee, each standing committee member shall be appointed by the President and shall serve at his discretion. A non-member of the Corporation may not serve on a standing committee. Any General Member may qualify to serve as a Chairman of a standing committee.

ARTICLE VIII

Amendment of Bylaws

Amendment of Bylaws. Any of these bylaws, except Article III, paragraph 3, and Article III, paragraph 12, may be altered, amended or repealed by a majority vote of the Board of Directors present at any regular meeting or at any special meeting for the Board of Directors, so long as a quorum is present.

Article III, paragraph 3, and Article III, paragraph 11, may only be amended by a vote of seventy-five percent (75%) of the Board of Directors present at any Regular Quarterly Board Meeting or at any special meeting called for the purpose of amendment, whenever a quorum of the directors is present.

ARTICLE IX

Interpretations

No significance is to be attached to the use of singular or plural designations or the use of the masculine, feminine or neuter gender in these bylaws. Each designation or gender shall be construed to include the other where appropriate.

As Amended by the Board of Directors of the
Mohave County Airport Authority, Inc.
On October 9, 2018


James Zaborsky, President