

BYLAWS
OF
MOUNT SHARP AIRPARK OWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND DEFINITIONS

1.01. Name. The provisions contained herein constitute the Bylaws of the non-profit corporation known as Mount Sharp Airpark Owners Association, Inc., and hereinafter referred to as the "Association."

1.02. Declaration and Subdivision. The activities of the Association shall be regulated in part by the Declaration of Covenants, Conditions and Restrictions recorded the Official Public Records of Hays County (the "Declaration") and the Plat of Mount Sharp Airpark Subdivision (the "Subdivision") recorded in the Plat Records of Hays County, Texas, as amended from time to time.

1.03. Other Terms Defined. The words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit, and are hereby incorporated by reference and made a part hereof.

ARTICLE II
APPLICABILITY OF BYLAWS

2.01. Subdivision Applicability. The provisions of these Bylaws are applicable to the Subdivision.

2.02. Personal Application. All present or future Owners, tenants, future tenants, or their employees, or any other person that might use the facilities of the Subdivision in any manner, are subject to the regulations, set forth in these Bylaws. The mere acquisition or rental of any of the Lots of the Subdivision or the mere act of occupancy of any of the Lots will signify that these Bylaws are accepted and ratified and will be complied with by the Owner, purchaser, tenant, or occupant.

ARTICLE III
OFFICES

3.01. Principal Office. The principal office of the Association shall be located at Mount Sharp Airpark.

3.02. Registered Office. The Association shall have and shall continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV QUALIFICATIONS FOR MEMBERSHIP

4.01. Membership. The membership of the Association shall consist of all the owners (the "Owners") of the lots (the "Lots") within the Subdivision. Each Owner shall become a member ("Member") of the Association upon the organization of the Association, thereafter, a successor in interest to a Lot shall automatically become a Member and shall remain such for as long as such ownership continues. Such membership shall be appurtenant to and pass with the title of any Lot and may not be in any manner alienated or encumbered except as an appurtenance thereto as part and parcel thereof; provided, however, that no such change of ownership shall be effective for voting purposes, unless and until the Association is given actual notice and is provided satisfactory proof thereof. When more than one person holds an interest in any Lot, all such persons shall be Members.

4.02. Proof of Membership. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of a Lot in the Subdivision. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

4.03. Additional Qualifications. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Association's Articles of Incorporation, the Declaration or by the Board of Directors of the Association (the "Board").

4.04. Certificates of Membership. The Board may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. All certificates evidencing membership shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association and maintained by the Secretary at the registered office of the Association.

4.05. Termination. Membership shall terminate for a transferring Member upon the transfer of a membership in accordance with these Bylaws. Upon such termination, any right, title, or interest of the transferring member in the Association shall cease, and the person receiving the membership shall succeed to the rights, titles and interests formerly held by the transferring Member.

ARTICLE V VOTING RIGHTS

5.01. Voting. Each Member shall have as many votes as such Member has Lots in the Subdivision.

5.02. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

5.03. Quorum. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least twenty percent of the votes that may be cast at any meeting shall constitute a quorum for any action, except as otherwise provided in the Declaration. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting from time to time without further notice.

5.04. Required Vote. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting of Members, unless the vote of a greater number is required by statute, these Bylaws or the Declaration.

ARTICLE VI MEETINGS OF MEMBERS

6.01. Annual Meetings. The annual meeting of the Members of the Association shall be held on the first Monday of _____ of each succeeding calendar year at the hour of _____ o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following that is not a legal holiday (excluding Saturday and Sunday).

6.02. Special Meetings. Special meetings of the Members may be called by the President, the Board, or by Members representing at least twenty percent of the total voting power of the Association.

6.03. Place. Meetings of the Members shall be held at a place designated by the Board (or other persons authorized to call the meeting) in writing.

6.04. Notice of Meetings. Written notice of all Members' meetings shall be given by or at the direction of the Secretary of the Association (or other persons authorized to call the meeting) by mailing or personally delivering a copy of such notice not less than ten (10) days nor more than sixty (60) days before such meeting to each Member entitled to vote at such meeting, addressed to Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Member. Such notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, or when required by statute or the Declaration, the nature of the business to be undertaken. However, if all of the Members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any action may be taken.

6.05. Action Without Meeting. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members and filed with the Secretary of the Association.

ARTICLE VII BOARD OF DIRECTORS

7.01. Number. The affairs of this Association shall be managed by a Board of Directors consisting of three persons, all of whom must be Members of the Association.

7.02. Term. At the first meeting of the Association, the Members shall elect the initial Directors who shall hold office until the first annual election of Directors by the Members. Thereafter, Directors shall be elected at the annual meeting of the Members and shall hold office for a term of one (1) year and until their successors are elected and qualified.

7.03. Removal. Directors may be removed from office with or without cause by a majority vote of the Members of the Association.

7.04. Vacancies. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director, the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of his predecessor.

Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

7.05. Compensation. Directors shall not receive compensation for services rendered to the Association. However, a Director may be reimbursed by the Board for actual expenses incurred by him in the performance of his duties and shall be indemnified to the fullest extent permitted by the Texas Business Organizations Code (the "Code").

7.06. Powers and Duties. The Board shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in the Declaration.

ARTICLE VIII NOMINATION AND ELECTION OF DIRECTORS

8.01. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members.

8.02. Election. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

ARTICLE IX MEETINGS OF DIRECTORS

9.01. Regular Meetings. Regular meetings of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of Members.

9.02. Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President of the Association or by any two Directors other than the President. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Director not less than three (3) days, or more than fifteen (15) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or telegram to each Director at his address as shown in the records of the Association.

9.03. Quorum. A quorum for the transaction of business by the Board shall be a majority of the number of Directors constituting the Board as fixed by these Bylaws.

9.04. Voting Requirement. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board unless any provision of the Declaration, these Bylaws or statute requires the vote of a greater number.

9.05. Open Meetings. Regular and special meetings of the Board shall be open to all Members of the Association; provided, however, that Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board.

9.06. Executive Session. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, and other business of a confidential nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

ARTICLE X OFFICERS

10.01. Enumeration of Officers. The Officers of this Association shall be a President and Vice-President who shall at all times be members of the Board, and a Secretary and Treasurer. The Board may, by resolution, create such other offices as it deems necessary or desirable.

10.02. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless such Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

10.03. Resignation and Removal. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any Officer may be removed from office by the Board whenever, in the Board's judgment, the best interests of the Association would be served by such removal.

10.04. Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

10.05. Compensation. Officers shall not receive compensation for services rendered to the Association, however, Officers shall be indemnified to the fullest extent permitted by the Code.

ARTICLE XI PRESIDENT

11.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of their number to act as President.

11.02. Duties. The President shall:

- (a) Preside over all meetings of the Members and of the Board;
- (b) Sign as President all deeds, contracts, mortgages, bonds and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser Officer;
- (c) Call meetings of the Board whenever he deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than three (3) days;
- (d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

ARTICLE XII VICE-PRESIDENT

12.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its Members to act as Vice-President.

12.02. Duties. The Vice-President shall:

- (a) Act in the place and in the stead of the President in the event of his absence, inability, or refusal to act;

(b) Exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

ARTICLE XIII SECRETARY

13.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

13.02. Duties. The Secretary shall:

(a) Keep a record of all meetings and proceedings of the Board and of the Members;

(b) Keep the seal of the Association, if any, and affix it on all papers requiring said seal;

(c) Service such notices of meetings of the Board and the Members required either by law or by these Bylaws;

(d) Keep appropriate current records showing the Members of this Association together with their addresses;

(e) Sign as Secretary all deeds, contracts, mortgages, bonds and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.

ARTICLE XIV TREASURER

14.01. Election. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Treasurer.

14.02. Duties. The Treasurer shall:

(a) Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;

(b) Be responsible for, and supervise the maintenance of, books and records to account for such funds and other Association assets;

(c) Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures;

(d) Prepare and distribute the financial statements for the Association required by the Declaration.

ARTICLE XV BOOKS AND RECORDS

15.01. Maintenance. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the registered office of the corporation. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

15.02. Inspection. The Declaration, the membership register, the books of account, and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association or by any Director for any proper purpose at any reasonable time.

ARTICLE XVI AMENDMENT

16.01. Amendment of Bylaws. These Bylaws may be amended, altered, or repealed at a regular or special meeting of the Members of the Association, by the affirmative vote in person or by proxy of Members representing a majority of a quorum of the Association. Notwithstanding the above, the percentage of voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause, the Declaration or by statute.

ARTICLE XVII ASSESSMENTS

17.01. Annual Assessment. Every Owner of every Lot shall pay the Association an annual assessment to be determined by the Board.

17.02. Payment of Dues. Both annual and special assessments shall be paid at a uniform note for all Lots in such manner and on such dates as may be fixed by the Board. Dues of a new Member shall be prorated from the first day of the month in which such new Member becomes a member for the remainder of the fiscal year of the Association.

17.03. Special Assessments. In addition to the annual assessments authorized above, the Association through the Board, may levy at any time a special assessment for the purpose of defraying, in whole or in part, common expenses not anticipated by the annual budget, contingency or reserve funds, including, but not limited to, the cost of construction or reconstruction, repair or replacement of the Subdivision's amenities and those common expenses incurred in the formation of the Association. Any such assessment must be approved by Owners owning two-thirds (2/3) of the Lots, voting in person or by proxy at a meeting duly called for this purpose.

17.04. Default. When any Member shall be in default in the payment of dues, a lien may be placed upon the Member's Lot (or Lots) pursuant to the Declaration.

ARTICLE XVIII
MISCELLANEOUS

18.01. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice-President.

18.02. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such federally insured banks, trust companies, or other depositories as the Board may select and in amounts that are not in excess of the applicable insurable limit.

18.03. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Association.

18.04. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

18.05. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Declaration, the Articles of Incorporation or the Bylaws, 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 deemed equivalent to the giving of such notice.

CERTIFICATION

I hereby certify that I am the duly elected President of Mount Sharp Airpark Owners Association, Inc., and that the foregoing Bylaws were duly adopted on _____, 2025.

President