

Amended and Restated Bylaws

Of

Jones Riverside Airport Association,

An Oklahoma Not-For-Profit Corporation

Effective November 20, 2025

BYLAWS
of
JONES RIVERSIDE AIRPORT ASSOCIATION
An Oklahoma Not-For-Profit Corporation

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Section 1. Definitions

1.01 *Definitions.* Unless the context clearly requires otherwise, in these Bylaws:

- “Act” means the Oklahoma General Corporation Act.
- “Board” means the Board of Directors of the Corporation.
- “Bylaws” means these Bylaws as adopted by the Board and includes amendments subsequently adopted by the Board or by the Members.
- “Certificate of Incorporation” means the Articles or Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of Oklahoma and includes all amendments subsequently filed.
- “Corporation” means JONES RIVERSIDE AIRPORT ASSOCIATION.
- “JRAA” is the shortened identity and acronym of the Corporation.
- “Member” means a Member of record of the Corporation.
- “Section” refers to a section of these Bylaws.

1.02 *Title of Office.* The title of an office refers to the person or persons who at any given time perform the duties of that particular office for the Corporation.

Section 2. Offices

2.01 *Principal Office.* The Corporation may locate its principal office anywhere within the state of Oklahoma as the Board may determine.

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2.02 *Registered Office.* The registered office required by law to be maintained in the state of incorporation may be, but need not be, identical with the principal office of the Corporation. The Board may change the address of such office from time to time.

2.03 *Other Offices.* The Corporation may have offices at such other places, either within or without the State of Oklahoma, as the Board may designate or as the business of the Corporation may require from time to time.

Section 3. Members

3.01 *Membership.* The corporation shall consist of one (1) class of voting Members as follows:

- A. *Number of Members.*** Unless specified otherwise pursuant to a resolution of the Board, there shall not exist any limitation on the number of Members of the Corporation.
- B. *Qualifications.*** The Members of the Corporation shall consist of the directors of the Corporation and any additional persons admitted by the Board. Members and directors shall have invested in private capital improvements on the Riverside Airport facility, airport facility users, or otherwise deemed qualified for membership by resolution of the Board and shall have paid any dues required by resolution of the Board.
- C. *No Transfer of Membership.*** Membership or any interest in the ***Corporation*** shall not be assignable by a Member, nor shall Membership or any interest in the Corporation pass to any personal representative, heir, or devisee. Membership of any Member shall cease on his or her death.
- D. *Privileges of Membership.*** Members will be provided and entitled to the benefits established from time to time by the Board.
- E. *Removal.*** A majority of the Members entitled to vote may remove any Member at any time with or without cause.

3.02 *Regular Meetings.* The Members shall hold an annual meeting for the purpose of electing Directors, approving bylaws and for the transaction of such other proper business as may come before such meetings at such time, date, and place as the Board shall determine by resolution.

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3.03 *Special Meetings.* A majority of the Members, the Board, or a committee of the Board duly designated and whose powers and authority include the power to call meetings, may call special meetings of the Members at any time for any purpose or purposes.

3.04 *Place of Meetings.* Members shall hold meetings at such places, within or without the State of Oklahoma, as the Members, the Board, or a committee of the Board shall specify in the notice or waiver of notice for such meeting.

3.05 *Notice of Meetings.* The Members, the Board, or a committee of the Board shall give written or electronic notice of each meeting of Members, not less than 10 nor more than 60 days before the date of the meeting; provided, however, that if the purpose of the meeting is to vote on a dissolution or the sale, lease, or exchange of all or substantially all of the Corporation's property and assets, written or electronic notice shall be delivered not less than 20 nor more than 60 days before the date of the meeting. An affidavit of the Secretary or an Assistant Secretary that notice has been given shall constitute, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.

3.06 *Waiver of Notice.* Whenever these Bylaws require that notice be given, a written waiver of notice, signed by the person entitled to notice, whether before or after the time stated in the notice, shall constitute the equivalent of notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the call of the meeting and makes such objection at the beginning of the meeting. A written waiver of notice need not specify either the business to be transacted or the purpose of any meeting of Members, Directors or Members of a committee of the Board. Notice can be given either in writing or electronically.

3.07 *Reconvened Meetings.* If the Members adjourn a meeting with the intention of reconvening the meeting at another time or place, notice need not be given of the meeting to be reconvened if the time and place are announced before adjournment and the meeting is to be reconvened no more than 30 days after the adjourning meeting. At the reconvened meeting, the Members may transact any business which they may have transacted at the original meeting. If the adjournment is for more than 30 days or, if after the adjournment, the Board or a committee of the Board fixes a new record date for, or changes the time or place of, the reconvened meeting, the Board or a committee of the board shall give notice of the meeting to be reconvened to each Member of record entitled to vote.

3.08 *Quorum.* The presence in person or by proxy of not less than 25 members at the meeting shall constitute a quorum for the purpose of convening or reconvening any meeting of the Members. Except as otherwise required by law, the Members may continue to transact any

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and all business properly before the meeting despite the loss of a quorum, if a quorum was established and the meeting properly convened. In the absence of a quorum, the majority of the Members who are then present in person or by proxy or any officer entitled to preside at, or to act as secretary of, such meeting may adjourn the meeting to another place, date, or time.

3.09 *Organization.* Such person as the Board may have designated or, in the absence of such a person, the highest-ranking officer who is present shall call to order any meeting of the Members, determine the presence of a quorum, and act as Chairman. In the absence of the Secretary or an Assistant Secretary, the Chairman shall appoint the secretary of the meeting.

3.10 *Conduct of Business.* Subject to the authority of the Board, the Chairman of any meeting of Members shall determine the order of business and the procedure at the meeting, including such regulations of the manner of voting and the conduct of discussion as he/she deems appropriate for the good of the Members present.

3.11 *List of Members.* At least 10 days before every meeting of Members, the Secretary shall prepare a list of the Members entitled to vote, arranged in alphabetical order. The Corporation shall make the list available for examination by any Member for any purpose germane to the meeting, either at a place within the city where the meeting will take place or at the place designated in the notice of the meeting.

The Secretary shall produce and keep the list at the meeting during the entire duration of the meeting, and any Member who is present may inspect the list at the meeting. The list shall constitute presumptive proof of the identity of the Members entitled to vote at the meeting.

The failure to comply with this Section shall not invalidate any action taken at the meeting, provided that any director who has willfully neglected or refused to produce the list shall be ineligible to stand for election at the meeting. A determination of Members entitled to vote at any meeting of Members pursuant to this Section shall apply to any adjournment thereof.

3.12 *Fixing of the Record Date.* For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board or a committee of the Board may fix in advance a date as the record date for any such determination of Members. The Board shall not, however, fix such date more than 60 days prior to the date of the particular action.

If the Board or a committee of the Board does not fix a record date for determination of Members entitled to notice of or to vote at a meeting of Members, the date of mailing or

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electronic transmission of the notice shall be the record date for such determination. If the Board or a committee of the Board does not fix a record date, and action is to be taken by written consent of Members, the record date shall be the first date on which a signed written consent is delivered to the Corporation; provided, if prior action by the Board is required under the Act, the record date shall be at the close of business of the day on which the Board adopts the resolution making such prior action.

3.13 Voting.

A. A plurality of the votes cast shall determine all elections and, except when a resolution of the Board or the law requires otherwise, a majority of the vote cast shall determine all other matters.

B. The Members may vote by voice vote on all matters. Upon demand by a Member entitled to vote, or his proxy, the Members shall vote by ballot. In that event, each ballot shall state the name of the Member or proxy voting, the number of votes, and such other information as the Corporation may require under the procedure established for the meeting.

3.14 Judges. At any meeting in which the Members vote by ballot, the Board may appoint a judge or judges. Each judge shall subscribe an oath to execute the duties of a judge at such meeting faithfully, with strict impartiality, and according to the best of his ability. The judge or judges shall decide the qualification of the voters and shall report the number of votes represented at the meeting and entitled to vote on any question. The judge or judges shall prepare a subscribed, written report and shall deliver the report to the Secretary. A judge need not be a Member, and any officer may be a judge on any question other than a vote for or against a proposal in which he has a material interest.

3.15 Proxies. A Member may exercise any voting rights in person or by his proxy appointed by an instrument in writing, which he or his authorized attorney-in-fact has subscribed and which the proxy has delivered to the secretary of the meeting.

A proxy is not valid after the expiration of three (3) years after the date of its execution, unless the person executing it specifies thereon the length of time for which it is to continue in force (which length may exceed three years) or limits its use to a particular meeting.

The attendance at any meeting of a Member who previously has given a proxy shall not have the effect of revoking the same unless he notifies the Secretary in writing prior to the voting of the proxy.

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3.16 *Consent of Members in Lieu of Meeting.* The Members may take any action which they could take at any annual or special meeting without a meeting, prior notice, or a vote, if the number of Members necessary to authorize or take the action at a meeting at which all Members entitled to vote were present and voted, sign a written consent or consents, setting forth the action taken, and deliver such consent or consents to the Corporation. To be effective, a consent or consents representing the required number of votes must be delivered to the Corporation within sixty (60) days of the day that the first consent was delivered with respect to the action taken.

The Secretary or Assistant Secretary shall note the delivery date on each written consent delivered to the Corporation and shall give prompt notice of the taking of any action by less than unanimous consent to the Members who have not delivered written consents.

Section 4. Board of Directors

4.01 *General Powers.* The Board shall manage the property, business and affairs of the Corporation. The powers of the corporation shall include, the following:

- The participation in and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the corporation;
- The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the corporation;
- The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- The contribution of money and other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the corporation;
- The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the corporation;
- The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the corporation;

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- The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the corporation and conduct its affairs.

4.02 Number. The number of Directors who shall constitute the Board shall equal not less than five (5) nor more than eleven (11), as the Board may determine by resolution from time to time. Unless a nomination to the Board is contested, a Board resolution nominating persons for the Board shall suffice to evidence the fixing of the number of Directors constituting the Board.

4.03 Election of Directors and Term of Office. Members shall elect the directors from the membership at a member meeting (except as otherwise provided herein for filling vacancies). Each Director shall hold office for a period of three (3) calendar years, or until their resignation, removal, retirement, or disqualification, or until their successor shall have been elected and qualified.

4.04 Resignations. Any Director may resign at any time by giving written notice to the Board or to the Secretary. Any resignation shall take effect upon receipt. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

4.05 Removal. A majority of the Members at an election of Directors may remove any Director at any time with or without cause.

4.06 Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the voting board members attending a regular or special meeting. A quorum must be present. A director elected by the board to fill a vacancy shall be elected for the unexpired term of the predecessor.

4.07 Compensation. The Board may not compensate Directors for their services nor provide for the payment of all expenses the Directors incur by attending meetings of the Board.

Section 5. Meetings of Directors

5.01 Regular Meetings. The Board may hold regular meetings at such places, dates and times as the Board shall establish by resolution. The Board need not give notice of regular meetings.

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5.02 *Place of Meetings.* The Board may hold any of its meetings in or out of the State of Oklahoma, at such places as the Board may designate, at such places as the notice or waiver of notice of any such meeting may designate, or at such places as the persons calling the meeting may designate.

5.03 *Meetings by Telecommunications or Electronic Means.* The Board or any committee of the Board may hold meetings by means of conference telephone or similar telecommunications equipment that enable all persons participating in the meeting to hear and speak to each other. Such participation shall constitute presence in person at such meeting.

5.04 *Special Meetings.* The President or a majority of the Directors then in office may call a special meeting of the Board. The person or persons authorized to call special meetings of the Board may fix any time during a business day as the time for the meeting, and may fix a reasonable place, either in or out of the State of Oklahoma as the place for the meeting.

5.05 *Notice of Special Meeting.* The person or persons calling a special meeting of the Board shall give written notice to each Director of the time, place, date and purpose of the meeting of not less than three (3) business days if by U.S. postal service, not less than two (2) business days if by overnight delivery service, and not less than 24 hours if by telegraph, telecopy, electronic transmission, or in person.

A Director may waive notice of any special meeting, and any meeting shall constitute a legal meeting without notice if a majority of all the Directors are present or if those not present sign either before or after the meeting a written waiver of notice, a consent to such meeting, or an approval of the minutes of the meeting. A notice or waiver of notice need not specify the purpose of the meeting or the business which the Board will transact at the meeting.

5.06 *Waiver by Presence.* Except when expressly for the purpose of objecting to the legality of a meeting, a Director's presence at a meeting shall constitute a waiver of notice of such meeting.

5.07 *Quorum.* A majority of the Directors then in office shall constitute a quorum for all purposes at any Board meeting. In the absence of a quorum, a majority of Directors present at any meeting shall adjourn the meeting to another place, date or time without further notice.

5.08 *Conduct of Business.* The Board shall transact business in such order and manner as the Board may determine. Except as otherwise required, the Board shall determine all procedural, substantive, or other matters by the vote of a majority of the Directors present. Any Director may add to the Board's agenda any item germane to the Corporation's property, business, or affairs. The Directors shall act as a Board, and the individual Directors shall have no power as such.

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5.09 Action by Consent. The board or a committee of the Board may take any required or permitted action without a meeting if all Members of the Board or committee sign a written consent and file the consent with the minutes of the proceedings of the Board.

Section 6. Committees

6.01 Committees of the Board. The Board may designate one or more committees of the Board by a vote of a majority of the Directors then in office.

6.02 Selection of Committee Members. Committees of the Board shall be composed of a Director or Directors selected by a vote of a majority of the Directors then in office. By the same vote, the Board may designate other directors as alternative Members who may replace any absent or disqualified Member at any meeting of a committee. In the absence or disqualification of any Member of any committee and any alternate Member in his place, the Member or Members of the committee present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may appoint by unanimous vote another Member of the Board to act at the meeting in the place of the absent or disqualified Member.

6.03 Conduct of Business. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as the law or these Bylaws require otherwise.

Each committee shall make adequate provision for notice of all meetings to Members. A majority of the Members shall constitute a quorum unless the committee consists of one (1) or two (2) Members. In that event, one (1) Member shall constitute a quorum. A majority vote of the Members present shall determine all matters. A committee may take action without a meeting if all the Members of the committee consent in writing and file the consent or consents with the minutes of the proceedings of the committee.

6.04 Authority. Subject to any limitations under the Act and to the extent the Board provides, any committee of the Board shall have and may exercise all the powers and authority of the Board in management of the business and affairs of the Corporation. However, no committee shall have any power or authority with regard to amending the Certificate of Incorporation, adopting an agreement of merger, or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the Corporation's property, recommending to the Members a dissolution of the Corporation or a revocation of a dissolution of the Corporation, or amending these Bylaws of the Corporation.

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6.05 Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

6.06 Committees of the Corporation. In addition to committees of the Board, the Board may designate committees for the purpose of advising the Board about specific matters or undertaking specific tasks. To accomplish such purposes, the Board may delegate to a committee the authority that the Board could properly delegate to agents, but such committee shall not have the general power and authority of the Board in the management of the business and affairs of the Corporation. A committee may be composed in whole or in part by members of the corporation.

Section 7. Officers

7.01 Officers of the Corporation. The officers shall consist of those Members which the Board may designate and elect from time to time. The same person may hold any number of offices.

7.02 Election and Term. The Board shall elect the officers. Each officer shall hold office for one (1) calendar year, or until his resignation, retirement, removal or disqualification, or until his successor shall have been elected and qualified.

7.03 Compensation of Officers. The officers shall serve without compensation.

7.04 Removal of Officers and Agents. The Board may remove any officer or agent it has elected or appointed at any time, with or without cause.

7.05 Resignation of Officers and Agents. Any officer or agent the Board has elected or appointed may resign at any time by giving written notice to the Board, the Chairman of the Board, the President or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice. Unless otherwise specified in the notice, the Board need not accept the resignation to make it effective.

7.06 President. The President shall be the chief executive officer and, subject to the Board's control, shall supervise and direct the business and affairs of the Corporation. When present, he shall sign (with the Secretary, or any other officer or agent which the Board has authorized) deeds, mortgages, bonds, contracts or other instruments which the Board has specially or generally authorized an officer or agent to execute. The President shall not, however, sign any instrument which the law, these Bylaws, or the Board expressly requires some other

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officer or agent to sign and execute. The President shall exercise and perform such powers and duties as are usually vested in a President and chief executive officer and such other powers and duties as the Board may prescribe from time to time.

7.07 Vice Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Executive Vice President, if one is elected, or unless the Board determines otherwise, shall perform the duties of the President. When acting as the President, the Executive Vice President shall have all the powers and restrictions of the presidency. The Executive Vice President shall exercise and perform such powers and duties as are usually vested in a chief operating officer and such other powers and duties as the President or the Board may assign to him from time to time. Any other Vice President shall have only those duties as the Board, the President, or the Executive Vice President may assign to him from time to time.

7.08 Secretary. The Secretary shall (a) keep the minutes of the meetings of the Members and of the Board in one or more books for that purpose, (b) give all notices which these Bylaws or the law requires, (c) serve as custodian of the records and seal of the Corporation, (d) affix the seal to all documents that the Board has authorized or the law requires be executed under seal, (e) maintain a register of the address of each Member, (f) sign, with the President, a Vice President, or any other officer or agent which the Board has authorized, certificates for shares, (g) have charge of the stock transfer books, and (h) perform all duties which the Board, the President, or the Executive Vice President may assign.

7.09 Treasurer. The Treasurer shall (a) have responsibility for all funds and securities of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, (c) deposit all moneys in the name of the Corporation in depositories which the Board selects, and (d) perform all of the duties which the President, the Executive Vice President, or the Board may assign to him from time to time. In addition, the Treasurer shall be the chief accounting officer. He shall approve all bills for purchases, payrolls, and similar instruments providing for disbursement of moneys by the Corporation. He shall be in charge of and maintaining books of account and accounting records.

7.10 Delegation of Authority. Notwithstanding any provision of these Bylaws to the contrary, the Board may delegate the powers or duties of any officer to any other officer or agent.

7.11 Vacancies. The Board may fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause in the manner which these Bylaws prescribe for the regular appointment to such office.

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Section 8. Contracts, Loans, Drafts, Deposits and Accounts

8.01 *Contracts.* The Board may authorize any officer or officers, or agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may make such authorization general or special.

8.02 *Loans.* Unless the Board has authorized such action, no officer or agent shall contract for a banking or similar loan on behalf of the Corporation or issue any evidence of indebtedness in the Corporation's name.

8.03 *Deposits.* The Treasurer shall deposit all funds of the Corporation not otherwise employed in such banks, trust companies, or other depositories as the Board may select or as any officer, assistant, agent, or attorney of the Corporation to whom the Board has delegated such power may select. For the purpose of deposit and collection for the account of the Corporation, the President or the Treasurer (or any other officer, assistant, agent, or attorney of the Corporation whom the board has authorized) may endorse, assign and deliver checks, drafts and other orders for the payment of money payable to the order of the Corporation.

8.04 *Drafts and Checks.* The President, any Vice President, the Treasurer, any Assistant Treasurer, and such other persons as the Board shall determine shall issue all checks, drafts and other orders for the payment of money, notes and other evidences of indebtedness issued in the name of or payable by the Corporation. Any drafts or checks to be issued from accounts of the Corporation will require the signature of not less than two officers or one officer and one board member as designated by the board.

8.05 *General and Special Bank Accounts.* The Board may authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select or as any officer, assistant, agent, or attorney of the Corporation to whom the Board has delegated such power may select. The board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

Section 9. Indemnification

9.01 *Actions, Suits or Proceedings against Directors, Officers, Employees, and Agents of the Corporation.* The association shall have the power and authority to indemnify its directors,

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officers, employees, and agents under the provisions of Title 18 Oklahoma Statutes §1031 as amended.

Section 10. Notices.

10.01. General. Whenever these Bylaws require notice to any Member, director, officer or agent, such notice does not mean personal notice. A person may give effective notice under these Bylaws by:

A. U.S. Mail: Depositing a writing in a post office or letter box in a postage pre-paid sealed wrapper addressed to such Member, Director, officer or agent at his address on the books of the Corporation; or

B. Electronic Notice:

1. Without limiting the manner of which notice otherwise may be given effectively to members or directors, any such notice given by the corporation under any provision of Oklahoma law, the certificate of incorporation, or the bylaws shall be effective if given by a form of electronic transmission consented to by the member or director to whom the notice is given. The consent shall be revocable by the member or director by written notices to the corporation. The consent shall be deemed revoked if:
 - a. The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with the consent;
 - b. The inability becomes known to the secretary or an assistant secretary of the corporation or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat the inability as a revocation shall not invalidate any meeting or other action.
2. Notice given pursuant to subsection B of this section shall be deemed given if by:
 - a. Facsimile telecommunication, when directed to a number at which the member or director has consented to receive notice;
 - b. Electronic mail, when directed to an electronic mail address at which the member or director has consented to receive notice;
 - c. A posting on an electronic network together with separate notice to the member or director of the specific posting, upon the later of:
 - i. the posting; and

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- ii. the giving of the separate notice; and
 - d. Any other form of electronic transmission, when directed to the member or director in accordance with the consent.
 - e. An affidavit of the secretary or an assistant secretary that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.
 - f. "Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.
- d. Unless these Bylaws expressly provide to the contrary, the time when the person sends notice shall constitute the time of the giving of notice.

10.02. Waiver of Notice. Whenever the law or these Bylaws requires notice, the person entitled to notice may waive notice in writing, either before or after the time stated in the notice.

Section 11. Miscellaneous.

11.01. Facsimile Signatures. The Corporation may use such facsimile signatures of any officer or officers, agents or agent, as these Bylaws or as the Board or a committee of the Board may authorize.

11.02. Corporate Seal. The Board may provide for a suitable seal containing the name of the Corporation, of which the Secretary shall be in charge. The Treasurer, any Assistant Secretary, or any Assistant Treasurer may keep and use the seal or duplicates of the seal if and when the Board or a committee of the Board so directs. It shall not, however, be necessary to the validity of any instrument executed by any authorized officer or officers, that the execution of such instrument be evidenced by the corporate seal, and all documents, instruments, contracts and writings of all kinds signed on behalf of the Corporation by any authorized officer or officers shall be as effective and binding on the Corporation without the corporate seal as if the execution had been evidenced by the corporate seal.

11.03 Fiscal Year. The Board shall have the authority to fix and change the fiscal year of the Corporation.

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11.04 ByLaws. Current JRAA ByLaws must be made available on the JRAA website or provided to Members via email upon written request submitted to the Corporation Secretary.

11.05. Dissolution. Subject to any limitations set forth in the JRAA Articles of Incorporation or these Bylaws, if the Board, as the JRAA governing body, agrees to cease operations and dissolve the Corporation, the following steps are required and shall be completed:

- A. Any corporate assets remaining after satisfaction of all outstanding corporate legal obligations, shall be distributed to a non-profit aviation-related educational organization to provide scholarships for one or more of the following:
 - Aircraft Maintenance
 - Pilot training
 - Air Traffic Control training
 - Airport Management.
- B. The board shall comply with all the provisions of appropriate state and federal laws in existence at that time.

Section 12. Amendments.

Subject to the provisions of the Certificate of Incorporation, the Members or the Board may amend or repeal these Bylaws at any meeting or by written consent. The Secretary shall record all amendments or repeals of these Bylaws by making the required changes on the Corporation's copy of the Bylaws and either noting the effective time of the change (and all other changes following the last restatement of the Bylaws) in a parenthetical following the amended or deleted Section or restating and certifying an amended and restated version of the then effective Bylaws.

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Approved and adopted on the 20 day of November, 2025, by the undersigned, on behalf of the directors of the Corporation.

JONES RIVERSIDE AIRPORT ASSOCIATION

By: Cayla S. Vincent
President

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Amended and Restated Bylaws as approved and adopted by the Board of Directors on the 20 day of November, 2025.

Executed this 20th day of November, 2025.

HK Woodhul
Secretary