

**BYLAWS OF THE  
ARK-LA-TEX REGIONAL AIR SERVICE ALLIANCE**

**ARTICLE 1  
OFFICES**

1.1 *Principal Office.* The principal office of the Ark-La-Tex Regional Air Service Alliance (hereinafter referred to as the "Corporation") shall be located at 710 Benton Road, Second Floor, Bossier City, Louisiana, 71111. The Corporation may have such other offices, either within or without the State of Louisiana, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.2 *Registered Office.* The registered office of the Corporation required to be maintained in the State of Louisiana in accordance with Louisiana law may, but need not, be identical with the principal office in the State of Louisiana; and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2  
PURPOSES**

2.1 *Purposes.* The purposes of the Corporation are those set forth in its Articles of Incorporation, as from time to time amended or restated (hereinafter referred to as the "Articles").

2.2 *Prohibitions.* The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its directors, officers, or any other private person, except as provided herein as reimbursement for reasonable expenses on behalf of the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in, including the publishing or distributing of statements, any political campaign on behalf of: or in opposition to, any candidate for public office. In no event shall any gift or bequest of property be received or accepted by the Corporation if such gift or bequest is conditioned or limited in such manner as to require the disposition of its income or principal to any person or organization other than in accordance with its Tax-Exempt Purposes.

2.3 *Dissolution of the Corporation.* Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 3  
MEMBERSHIP**

3.1 *Members.* In accordance with Louisiana Revised Statute 12:217, the persons constituting the Board of Directors (the "Board") shall be the members of the corporation. The Board may designate Honorary Members for honorary, promotional or related purposes, but Honorary Members shall have no voting rights.

## **ARTICLE 4**

### **DIRECTORS AND MEETINGS**

4.1 *General Powers.* The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Articles, or these Bylaws. In addition, without limiting the foregoing, the Board shall be authorized and empowered:

- (A) to employ such persons as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof;
- (B) to receive, accept, administer, invest and distribute on behalf of the Corporation property gifted or bequeathed to the Corporation in accordance with the provisions set forth in these Bylaws;
- (C) to make distributions of income and principal in furtherance of the Corporation's public benefit purposes in such amounts and proportions as the Board, in its discretion, shall determine. The primary consideration of the Board shall be income distributions, but the Board also shall be authorized to make distributions of principal from time to time as the Board shall determine.

4.2 *Number and Tenure.* The Board of Directors of the Corporation shall consist of seven (7) directors, who shall be elected by the initial Board of Directors named in the Articles.

- (a) Future Directors shall be one (1) appointee from the following organizations: Bossier Chamber of Commerce, Greater Shreveport Chamber of Commerce, Shreveport Bossier African American Chamber of Commerce, Minden/South Webster Chamber of Commerce, Chamber of Commerce surrounding Parish Chamber of Commerce (DeSoto, Red River, Lincoln or Natchitoches), the Cyber Innovation Center; and Greater Bossier Economic Development Foundation.
- (b) The term of each Director shall be a period of three (3) years. The President of the corporation shall serve as the chairperson of the Board of Directors and shall, when present, preside at all meetings of the Board and the Executive Committee. Each director shall continue to serve until his or her death, resignation, removal or replacement, whichever comes first. Directors may serve consecutive terms.

4.3 *Compensation.* Directors are volunteers and shall serve without compensation for their services in that capacity. However, nothing herein contained shall be construed to preclude reimbursement to any Director of reasonable expenses incurred in attending any function of the corporation. Any such reimbursement must be approved by the Board and is limited to travel costs, including hotel, transportation and meeting costs on behalf of the corporation. Expenses for food and alcohol are specifically excluded.

4.4 *Annual Meeting.* The annual meeting of the Board shall be held within or without the State of Louisiana within the first five (5) months of the fiscal year of the Corporation at such time and date as shall be determined by the Board. The purpose of the annual meeting shall be to elect directors or officers, as and when necessary, and transact such other business as may properly be brought before the meeting. If the directors and officers are not elected on the date designated for any annual meeting of the Board, or at any

adjournment thereof, the Board shall cause a special meeting of the Board to be held as soon thereafter as may be convenient for such purpose.

**4.5 *Special Meetings.*** Special meetings of the Board may be called by the Chairman of the Board, the Treasurer or at the request of any two (2) members of the Board.

**4.6 *Notices.*** Notice of the time and place of each annual or special meeting shall be given to each Director by the Secretary or by the person or persons calling such meeting. Notice of each annual and special meeting shall be given at least seven (7) days prior thereto. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**4.7 *Quorum and Participation.*** A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Board shall be promptly furnished a copy of the minutes of the meetings of the Board.

**4.8 *Manner of Acting.*** Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law, by the Articles, or by these Bylaws. Members of the Board absent from any meeting shall not be permitted to vote at such meeting by written proxies.

**4.9 *Action Without a Meeting.*** Any action required or permitted to be taken at a meeting by the Board, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee thereof, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board or committee thereof as the case may be. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing members vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board, or committee thereof. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof: and may be described as such in any document.

**4.10 *Vacancies.*** Any vacancy occurring in the Board shall be filled by the majority vote of the remaining directors present at any regular meeting of the Board, or special meeting called for that purpose.

**4.11 *Presumption of Assent.*** A director of the Corporation who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless such director's dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof: or forward such dissent by certified mail to the Secretary of the Corporation immediately after the

adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.12 *Resignation.* A director may resign his or her position at any time by tendering his or her resignation in writing to the Chairperson, in the case of the resignation of the Chairperson, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

## **ARTICLE 5**

### **COMMITTEES OF THE BOARD**

5.1 *Designation.* The Board of Directors, by resolution adopted by a majority of the entire Board, or the number of Directors required by the Articles or these bylaws, may designate from among its members one or more committees, including without limitation an executive committee, each consisting of one or more Directors and having such title as the Board may consider to be properly descriptive of its function, each of which, to the extent provided in such resolution, shall have the authority of the Board in the management of the business and affairs of the corporation. However, no such committee shall:

- (A) approve or propose any action that the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, et seq., or the Articles or these By-Laws, require to be approved by the entire Board of Directors;
- (B) elect, appoint, or remove Directors, or fill vacancies on the Board of Directors or any of its committees;
- (C) amend the Articles or adopt, amend or repeal these bylaws;
- (D) approve or recommend a plan of merger or dissolution of the corporation or a sale, pledge, or assignment of all or substantially all of the corporation's assets.

A majority of any such committee shall constitute a quorum and may determine its action, and fix the time and place of its meetings unless the Board of Directors shall otherwise provide. The Board may designate one or more Directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee.

5.2 *Tenure: Reports.* Each such committee member shall serve at the pleasure of the Board of Directors. Each committee shall keep minutes of its meetings and report the same to the Board, and it shall observe such other procedures with respect to its meetings as are prescribed in these bylaws or, to the extent not prescribed herein, as may be prescribed by the Board in the resolution appointing such committee.

5.3 *Standing Committees.* The following shall be standing committees of the Board:

- (A) Finance Committee; and
- (B) Executive Committee.

5.4 *Purposes of the Standing Committees.* The purposes of the standing committees shall be as follows:

- (A) Finance Committee. The Finance Committee shall consist of three (3) directors. It shall be the purpose of the Finance Committee to oversee the financial operations of the corporation including, but not limited to, all financial responsibilities regarding the interaction of the

corporation with governmental authorities and private companies. The Treasurer shall serve as an ex-officio member of the Finance Committee.

- (B) Executive Committee. The Executive Committee shall consist of five ( 5) individuals including the President, Secretary and Treasurer of the corporation and two (2) other members of the Board of Directors appointed by the Executive Director/President. It shall be the purpose of the Executive Committee to perform such functions as the full Board of Directors may delegate to it so that the corporation can operate efficiently between Board meetings.

## **ARTICLE 6**

### **OFFICERS**

6.1 *Number*. The Corporation shall have a President, Secretary and Treasurer each of whom shall be elected in accordance with the provisions of this Article. Any two of these offices may be combined in one person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.

6.2 *Election and Term of Office*. The officers of the Corporation shall be elected annually by the Board at its annual meeting, or at duly called special meetings in the event that a vacancy occurs before the annual meeting. Each officer shall hold office for a term of three (3) years or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. A retiring officer may succeed himself or herself.

6.3 *President*. The President shall be the principal executive officer of the Corporation. The President shall, when present, preside at all meetings of the Board and the Executive Committee and shall, in general, perform all of the duties, and have all of the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to time be prescribed by the Board. The President may sign, with the Secretary or any other proper officer thereunto authorized by the Board: deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

6.4 *Secretary*. The Secretary shall keep the minutes of the proceedings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation; keep a register of the post office address of each member of the Board, which address shall be furnished to the Secretary by each director; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the Executive Director/President or by the Board.

6.5 *Treasurer*. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these Bylaws; disburse the funds of the Corporation in accordance with the directives of the Board, taking proper vouchers for such disbursements, and render to the Board, at its annual meeting and at such other times as

may be requested by the Board, an accounting of all the transactions of the Corporation and of the financial condition of the Corporation; and in general to perform all duties incident to the office of Treasurer and such other duties as may be assigned to him by the Board.

**6.6 Removal.** The Board may remove any officer when, in its judgment, the best interests of the Corporation will be served thereby. Such removal may be with or without cause by an affirmative vote of the majority of the Board.

**6.7 Vacancies.** A vacancy in any office, because of death, resignation, removal disqualification, or otherwise, may be filled by the Board.

**6.8 Resignation.** An officer may resign such officer's position at any time by tendering such resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

**6.9 Voting Securities.** Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Corporation to attend and to act and vote at any meetings of security holders, partnerships, or corporations in which the Corporation may hold securities, and at such meetings shall possess and may execute any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board may from time to time by a resolution confer like powers upon any other person or persons.

## **ARTICLE 7**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS**

**7.1 Contracts and Employment of Agents.** The Board may authorize any director, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation. The Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

**7.2 Loans.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**7.3 Checks.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board.

**7.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositories as the Board may from time to time select.

**7.5 Investment Authority.** The Board shall be authorized to retain assets distributed to it, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation.

## **ARTICLE 8**

### **INDEMNIFICATION**

**8.1 Mandatory Indemnification.** To the maximum extent permitted by the provisions of La. R.S. 12:227, as amended from time to time (provided, however, that if an amendment to said provision in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to for purposes of this Article as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof; reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (a) the Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and
- (b) the director or officer conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, or officer did not meet the standard of conduct herein described.

**8.2 Permissive Indemnification.** The Corporation may, to the maximum extent permitted by the provisions of La.R.S. 12:227, as amended from time to time (provided, however, that if an amendment to said provision in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 10.1 above, provided that the Proceeding was instituted by reason of the fact that such

person is or was an employee or agent of the Corporation and met the standards of conduct set forth in Subsection 10.1(b) above. The Corporation also may indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Articles, by these Bylaws, by contract, or by general or specific action of the Board.

**8.3 Non-Exclusive Application.** The rights to indemnification and advancement of expenses set forth in Sections 8.1 and 8.2 above are contractual between the Corporation and the person being indemnified, and such person's heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Articles, by a resolution of the Board, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

**8.4 Non-Limiting Application.** The provisions of this Article shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when such person has not been made a named defendant or respondent to the Proceeding.

**8.5 Prohibited Indemnification.** Notwithstanding any other provision of this Article, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

- (A) if a judgment or other final adjudication adverse to such person establishes such person's liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (B) in connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or
- (C) in connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by him or her.

**8.6 Repeal or Modification Not Retroactive.** No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

## **ARTICLE 9**

### **INSTITUTIONAL LIAISONS**

**9.1 General.** The corporation may be advised by certain liaisons appointed by the Board of Directors. These liaisons shall be referred to as Institutional Liaisons. Institutional Liaisons shall serve as advisors to the corporation and may attend meetings of the Board of Directors unless the Board of Directors votes to exclude the same. However, Institutional Liaisons shall not have any authority to vote or be counted toward any quorum.

**9.2 Number and Organizations:** There shall be no more than twelve (12) Institutional Liaisons. The Institutional Liaisons should be one (1) from each of the following organizations:

- (1) City of Bossier City or Bossier Parish Police Jury;
- (2) City of Shreveport or the Caddo Commission;
- (3) Bossier Chamber of Commerce;
- (4) Greater Shreveport Chamber of Commerce;
- (5) Shreveport Bossier African American Chamber of Commerce;
- (6) Minden/South Webster Chamber of Commerce;
- (7) Chamber of Commerce of a surrounding Parish (DeSoto, Lincoln, Red River or Natchitoches);
- (8) The Past President of the Ark-La-Tex Regional Air Service Alliance;
- (9) Director of the Shreveport Regional Airport or Designee
- (10) Military Representative from either Barksdale AFB, Military Affairs Council or Barksdale Forward
- (11) Representative for Economic Development in East Texas area
- (12) Representative for Economic Development in Southwest Arkansas area

**9.3 Qualification and Term of Institutional Liaison.**

- (a) Terms. Institutional Liaisons shall serve at the pleasure of the Board of Directors.
- (b) Non-Agency. No person serving as an Institutional Liaison shall be deemed to be an agent or representative of the organization or entity which the person represents and no such organization or entity shall be liable for the acts or omissions of such Institutional Liaison.

**9.4 Resignation or Removal.** Any Institutional Liaison may resign at any time by written notice to the corporation. The resignation is effective upon delivery of the notice, unless the notice specifies a later effective date.

**9.5 Vacancies.** The Board of Directors shall have full authority to appoint replacement Institutional Liaisons.

**9.6 Standards of Conduct.** Institutional Liaisons, in the conduct of their affairs as Institutional Liaisons, shall be governed to the greatest extent possible by the principles set forth in these Bylaws or in any other resolution or written policy of the corporation regarding conflicts of interest.

**9.7 Compensation.** Institutional Liaisons shall serve without compensation for their services in that capacity. However, nothing herein contained shall be construed to preclude reimbursement to any Institutional Liaison of reasonable expenses incurred in attending any function of the corporation, so long as said Institutional Liaison may accept the same in accordance with the rules governing his conduct for the agency or institution which he or she represents.

## **ARTICLE 10**

### **NOTICES AND WAIVER OF NOTICE**

**10.1 Notices.** The notices provided for in these Bylaws shall be communicated in person, by telephone, facsimile, telegraph, teletype, electronic or e-mail, or by mail or private carrier. Written notice is effective at the earliest of:

- (A) receipt;

- (B) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon;
- (C) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

10.2 *Waiver of Notices.* Whenever any notice is required to be given to any director, officer, or committee member of the Corporation under the provisions of these Bylaws, the Articles, or as otherwise required by law, 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.

## **ARTICLE 11**

### **AMENDMENTS**

11.1 *Amendments.* These Bylaws may be altered, amended, or new Bylaws adopted, upon the affirmative vote of a majority of the Board at any meeting. No alteration, amendment, or repeal shall be made to the extent that such alteration, amendment, or repeal is inconsistent with Article 12 hereof. No amendment shall authorize the Board to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(6) of the Code, as now in force or hereafter amended, nor shall any amendment authorize distributions for purposes other than those set forth in Section 2.1 hereto and in the Articles.

## **ARTICLE 12**

### **EXEMPT STATUS**

12.1 *Exempt Status.* The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(4) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

These Bylaws, as amended, are effective December 11, 2015.

**ARK-LA-TEX REGIONAL  
AIR SERVICE ALLIANCE, a 501c4**

By: \_\_\_\_\_

Its: President