

# Meadow Lake Airport Association

13625 Judge Orr Road, Meadow Lake Airport (00V), Peyton, Colorado 80831-6051

Date: April 23, 2009

To: All members of the Meadow Lake Airport Association

Subj: **Special Issues for Vote at the Annual General Membership Meeting ... May 12<sup>th</sup>, 2009**

Ref: (a) By Laws of the Meadow Lake Airport Association, Inc., Article III, Membership

The following special issues will be put to a vote of the General Membership at the Annual Meeting on Tuesday, May 12<sup>th</sup>, 2009 at 6:30pm. This vote has significant impact on future FAA funding to Meadow Lake Airport. The FAA Airport District Office has stated that they will not provide any support beyond what they have to until these changes are passed. That support is part of our payback plan to CDoT for the interest on the SIB Loan, and Division of Aeronautics has stated that they will not provide additional support for Meadow Lake until we develop that payment schedule. The questions below were the basis of a Special Meeting called in February, but we failed to meet the Association quorum requirement. All Association members are strongly encouraged to attend this General Membership Meeting and vote.

The total rewrite of the By Laws proposed by the Board of Directors last spring contained several key revisions critical to future financial support for Meadow Lake Airport. The rewrite did not pass and unfortunately the way that the ballot was written, the vote on these individual revisions was not counted. Enclosure (1) contains the key revisions being proposed.

- ❖ **Question 1. Use of the Airport** ... confirms our relationship with the FAA as the “Airport Authority” and as a general aviation reliever airport and recipient of AIP grants. This paragraph was already approved for inclusion in the Articles of Incorporation and has been requested for inclusion in the By Laws. It was reformatted to make it easier to read:
  - Section 2a simply states that members of the MLAA have “Through-the-Fence” (TTF) access to the “public landing area” from their respective properties. A formal, legal “Through the Fence Agreement” has been drafted by the ACC (Joe Kuberka, Mark Shook, Greg Johnson) working with Board members Richard Martin and Ron Lee and Association members Lee Wolford and Wyman Varnedoe. This TTF, to be signed by each property owner and the MLAA, will formalize the relationship between the MLAA and our members and the access between the Meadow Lake Airport and the private properties listed on Exhibit A of the MLAA By Laws.
  - Section 2b states that access to the “public landing areas” from other properties adjacent to the airport may only do so in accordance with the MLAA By Laws. In other words they want to reinforce that MLAA is THE operating authority for this airport and access to it “Through-the-Fence” must be in accordance with our rules and regulations.
- ❖ **Question 2. Directors Term of Office** ... amends the term of office of the Directors. This has been a point of concern and controversy and this proposed revision extends the terms of Directors to 2 years. It is considered significant to the FAA and CDoT/Aero/Aero to ensure continuity of planning, coordination and capital improvements of the airport. A revision details that vacancies may be filled

by appointments by the Board until the next General Membership Meeting, when election by the membership would be required for the remainder of the term or continuation into the new term.

- ❖ **Question 3. Dissolution of the Association** ... recognizes the position of the FAA as Grantor with respect to the purchase and development of the airport. Unfortunately, it was written in “legalese” and sounds complicated. But not only is it a request from the FAA, it is also law that we have to cover the possibility of dissolution in our documents. Similar language was already approved for inclusion in the Articles of Incorporation and this has been requested for inclusion in the By Laws. A revision details that a 2/3 vote (66.67%) vote of the membership must be obtained to dissolve the Association.

Each of these individual proposals should be considered on their own merits. Article XIV of the By Laws requires that *“No bylaw shall be changed, amended, or altered without ... assuring that more than fifty percent (50%) of the entire voting interest is present, and that more than two thirds (66.667%) total voting interest of the entire voting interests of the Association have voted in favor of the change either in person or through written proxy.”*

Sincerely,

Dave Elliott, President

Encl: (1) Proposed Revisions to the By Laws of the Meadow Lake Airport Association

**PROPOSED REVISIONS  
to the BY LAWS  
of the MEADOW LAKE AIRPORT ASSOCIATION**

Shall the current By Laws of the Meadow Lake Airport Association be amended as follows:

Circle either  YES or  NO

**1) ARTICLE 1 - USE OF AIRPORT**

Remove current wording in its entirety and replace with:

**“ Section 1. The Meadow Lake Airport Association, Inc. (the "Association") is a Colorado non-profit corporation which has as its purpose the ownership, development, expansion, control and management of Meadow Lake Airport, a public use federally-obligated airport facility. Meadow Lake Airport is comprised of all developed and undeveloped property, including runways, taxiways, motor vehicle roads and easements owned or leased by, or dedicated to, the Meadow Lake Airport Association, Inc.**

**Section 2. Meadow Lake Airport has been designated by the FAA as a Reliever Airport and has been awarded federal and state grants. As such the Meadow Lake Airport Association is required to operate Meadow Lake Airport for the use and benefit of the general public for aviation purposes and to make it available for all types, kinds and classes of aeronautical activity or as otherwise approved by the Federal Aviation Administration (FAA).**

- a. Access to the Meadow Lake Airport public landing area from adjacent property, is limited to members of the Meadow Lake Airport Association and is otherwise subject to control by the Association in compliance with FAA Rules and Regulations.**
- b. Access to the public landing area from other adjacent property may be denied or restricted by the Association in accordance with FAA Rules and Regulations, these By Laws or Rules and Regulations of the Meadow Lake Airport Association, Inc.”**

YES NO

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**2) ARTICLE IV - BOARD OF DIRECTORS, Section 2. Number, Qualification and Term**

Remove the last sentence: *“The regular term of each director shall be one year, commencing with the annual meeting.”* and replace with:

**“The regular term of each director shall be two years, commencing with the annual meeting in 2009 and continuing in every odd numbered year. In the event of a mid-term vacancy, the Board may appoint a replacement to serve until the next General Membership meeting. If the vacancy occurs during the first year of the two-year term of the Board, membership shall confirm the appointment or elect a new replacement to complete the remaining year of the term.”**

YES NO

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### 3) ARTICLE XII - DISSOLUTION OF THE ASSOCIATION

Remove current wording in its entirety and replace with:

“ **Section 1. Restriction on Dissolution.** The corporation shall not be terminated or dissolved without the prior approval of the Federal Aviation Administration. In the event of the termination or dissolution of the corporation, the corporation shall return, convey or transfer undeveloped land purchased with federal grant funds to the Federal Aviation Administration by selling such land for the highest and best use, and otherwise comply with all terms of the federal assistance grant assurances to return and dispose of land or assets purchased through those federal grants. Remaining assets, if any, shall be distributed according to a plan of distribution not inconsistent with the appropriate provisions of Colorado law.

**Section 2. Proposal to Dissolve the Association.** For a proposal to dissolve the Association the Board of Directors shall adopt the proposal to dissolve, then the Board of Directors shall recommend the proposal to dissolve to the members unless the Board of Directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the members. The Board of Directors may condition the effectiveness of the dissolution on any basis.

**Section 3. Member Vote to Dissolve.** The Board of Directors shall give notice to the voting members of the Association in accordance with Article III. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the proposal to dissolve the Association and the notice shall contain or be accompanied by a copy of the proposal or a summary thereof. Voting on dissolution shall take place according to the requirements of Article III of these By Laws, including record date, quorum, proxies and voting. A two-thirds majority (66.67%) of the total voting interest of the Association must approve the dissolution proposal. The members may condition their approval of the dissolution on any basis.

**Section 4. Disposition of Known Claims.** In the event that the proposal of dissolution is approved by the members of the Association, the Association shall give written notice of the dissolution to known claimants within ninety (90) days after the effective date of the dissolution in accordance with Colorado statutes then in effect.

**Section 5. Sale and Transfer of Assets.** The dissolved Association shall, after dissolution, collect the Association's assets and return assets held by the Association which require return upon dissolution. After paying or making provisions for the payment of liabilities, the dissolved Association, through its Board of Directors, shall sell, transfer or convey the Associations' remaining assets without further vote of the membership, and the proceeds shall be divided among the Association's members according to the ratio of the members' voting interests. A majority of the total voting interest of the Association must approve the dissolution proposal. The members may condition their approval of the dissolution on any basis.

YES NO

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