

**BYLAWS  
OF  
LAUREL RIDGE, INC.  
Revised and Amended August 26, 2023**

**DEFINITIONS**

“Deliver” or “delivery” and “convey” or “conveyance” means any method of delivery used in conventional commercial practice including delivery by hand, mail, commercial delivery and electronic transmission.

“Member” means a person who owns one (1) voting share of Laurel Ridge, Inc. stock and maintains a current Laurel Ridge, Inc. site lease.

“Member In Good Standing” means a person who

1. owns one (1) voting share of Laurel Ridge, Inc. stock;
2. maintains a current Laurel Ridge, Inc. site lease;
3. has paid all dues and fees;
4. abides by the bylaws and regulations of the Corporation;
5. is not currently suspended.

“Shareholder” or “stockholder” means the person in whose name a voting share is registered in the records of Laurel Ridge, Inc.

“Shareholder in good standing” means a person who is a member in good standing.

**ARTICLE I. NAME**

**Section 1.**

The name by which this Connecticut Corporation shall be known is Laurel Ridge, Inc., hereinafter referred to as "Corporation" or “LRI.” It shall have a corporate seal bearing the name of the Corporation and such other device or inscription as the Board of Directors may determine.

**ARTICLE II. PURPOSE**

**Section 1.**

The purpose for which this Corporation is organized is:

- (a) To operate exclusively for pleasure, recreation, and other non-profitable purposes.
- (b) To promote competitive sports.

- (c) To advance social health and recreation.
- (d) To promote the interest of legal sport with bow and arrow, rod and gun, and the art of swimming.
- (e) To promote friendly relations with land owners and sportsmen.
- (f) To operate and maintain Solair Recreation League, a landed nudist resort offering social and recreational privileges and amenities.
- (g) To purchase, sell, lease, release, hold and otherwise acquire properties both real and personal for any of these purposes.

## **Section 2.**

The net earnings of this Corporation are to be used exclusively for the above purposes. No part of the net earnings of this Corporation shall inure to the benefit of any shareholder.

## **Section 3.**

Notwithstanding any provision of Article II, Section 1 (f) any sale, transfer, subordination, or conveyance of any Laurel Ridge, Inc. real property other than a lease for less than five (5) years must be approved by a vote of two thirds (2/3) of the total shareholders in good standing represented either in person or by proxy at an annual meeting or any special meeting of the shareholders called for that purpose. Cabins, decks, and sheds on leased sites are an exception and require only BOD approval.

## **Section 4.**

The Corporation may be dissolved only by no less than a vote of 80% of the shareholders in good standing.

# **ARTICLE III. SHAREHOLDERS**

## **Section 1.**

Any person eighteen (18) years of age or over desiring membership must become a site leaseholder and a shareholder of Laurel Ridge, Inc., subject to the approval of the Board of Directors, by subscribing to one (1) voting share maximum of stock in said Corporation, with the payment of ten dollars (\$10.00), and with payment of an Initiation Fee of forty dollars (\$40.00), annual dues, site fees, and any other applicable dues, fees, or taxes to said Corporation. Upon acquiring said share of voting stock, the shareholder shall be entitled to one (1) vote. The Board of Directors may delegate this power of approval to the Director of Membership.

As of September 4, 1966 the face value of all voting shares of Laurel Ridge, Inc. stock shall be ten dollars (\$10.00) per share.

## **Section 2.**

All shares of stock of said Corporation shall be non-transferable and shall not be entitled to any dividend payment or other distribution of any kind, whatsoever. In the event that the holder of a stock certificate shall return said certificate to the Treasurer of the Corporation, he shall cease immediately to be a shareholder of the Corporation and within six (6) months be reimbursed at

the face value thereof, which is ten dollars (\$10.00) per voting share, and/or fifty dollars (\$50.00) per nonvoting share.

In the event that the Board of Directors is ordered by a two-thirds (2/3) vote of shareholders to recall the stock certificates held by a shareholder, he shall be reimbursed at the face value thereof, which is ten dollars (\$10.00) per voting share and/or fifty dollars (\$50.00) per nonvoting share.

### **Section 3.**

All currently issued and outstanding shares of stock in excess of one (1) share per person, other than two (2) shares owned by a living, legally married couple, shall be converted to non-voting shares.

### **Section 4.**

Upon reaching eighteen (18) years of age, the initiation fee shall be waived for the child of a shareholder, and for said child's spouse (if any), provided that the child's parent(s) shall have been shareholders in good standing for at least the previous twelve (12) months.

### **Section 5.**

All outstanding stock now owned by any nonmember of Laurel Ridge, Inc., shall be declared non-voting stock.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1.**

The stock, property and affairs of the Corporation shall be under the management of nine (9) Directors. The Board is the supreme governing body of Laurel Ridge, Inc., responsible for all matters except those designated herein, which must be voted on by the shareholders. The Board establishes all of the policies, rules, regulations and special committees of Laurel Ridge Inc., and resolves any disagreements or appeals on these matters. The Board has the fiduciary responsibility for Laurel Ridge, Inc., setting the budget and reviewing it on an ongoing basis.

The Executive Committee of the Board shall consist of the President, Vice-President, Secretary and Treasurer. If an urgent situation arises which requires action from the Board of Directors, and if that situation cannot wait for a Board meeting, the Executive Committee of the Board may make that decision, and it shall have the full force of a decision of the whole Board of Directors, but it may not commit the corporation to an expenditure greater than a limit already established by the Board. The Executive Committee of the Board shall notify the Board members of the decision within 24 hours.

The members of the Board of Directors shall be elected by the shareholders at an annual meeting of the Corporation for a term of three (3) years, with three (3) directors being elected each year. The Directors shall be shareholders of the Corporation and must have been shareholders in good standing for at least the twelve (12) months prior to nomination. They shall

hold office for three (3) years or until their successors are duly elected. The Officers (President, Vice-President, Secretary, and Treasurer) shall be directly elected to their specific office. Two (2) Directors shall be elected at large. Three Directors shall be elected to specific positions: Director of Planning and Construction, Director of Recreation, and Director of Membership. Each of these Directors shall chair a standing committee as provided in Article VI., Committees; but each Director may designate another member to chair the standing committee. All Officers and Directors shall not serve for more than two (2) consecutive, elected three (3) year terms in the same office.

At the close of each fiscal year, the Board of Directors shall appoint an Audit Committee consisting of two Directors and one member, none of whom shall be an Officer, whose purpose shall be to select and oversee a Certified Public Accountant to review and render reports on the financial statements of the Corporation. The Audit Committee shall review, evaluate, and advise the Board of Directors with respect to the functions performed by that accountant.

The financial records of Laurel Ridge, Inc. shall be externally reviewed or audited annually by a Certified Public Accountant licensed in Connecticut. The accountant shall not be an officer of the Corporation.

The accountant shall submit a certified financial statement to the Audit Committee on or before May 1 following the close of the fiscal year. The report shall be published and delivered to all shareholders in good standing. The Audit Committee shall review and present the report to the Board no later than the regular scheduled July meeting.

No less than five (5) regular meetings of the Board of Directors shall be held during the period of April 1 through October 31. The time and place of such meetings shall be fixed by the Board of Directors. At least two (2) weeks prior to a regular meeting of the Board of Directors to conduct its usual business, the Secretary shall convey a written notice of that meeting to all Directors. If the Secretary fails to send the notice, or is late in doing so, a waiver of notice may be signed by five (5) Directors.

## **Section 2.**

The President shall coordinate committee activities as further described in these Bylaws. The President shall preside in an impartial manner over the Board of Directors meetings.

## **Section 3.**

Any Director or Officer may be removed from office by a two-thirds (2/3) vote of the shareholders at an annual or special meeting of the shareholders, and the vacancy shall be filled during the same meeting. Nominations will be accepted from the floor in this event only.

## **Section 4.**

The Board shall fill any vacancies, except as provided for in Article IV, Section 3, in the Board or any other office until the next annual meeting of the Corporation. At all meetings of the Board, five (5) Directors shall constitute a quorum.

### **Section 5.**

The Board of Directors shall determine the time and place of its special meetings. Meetings may be called by the President or any three (3) Directors, and the Secretary shall notify all Directors of such meetings. A notice in writing describing the business to be considered shall be delivered seven (7) days before the meeting to each Director. In cases of emergency which require immediate action of the Board, a formal notice of any meeting may be dispensed with provided that at least five (5) Directors present sign a written waiver of notice which is to be filed with the record of such meeting.

### **Section 6.**

All meetings, regular, special and emergency, of the Board of Directors shall be open in attendance to any member in good standing. Regular and Special meetings shall be conveyed five (5) days in advance.

Executive session may be called by a majority of the Board only for the following purposes:

- (a) To discuss the reputation of a member or employee or to discipline a member or employee. Said member or employee must be notified in advance and may be present at the executive session and may have a person or persons of his or her choosing present. The Board shall hold an open meeting if said member or employee requests that the meeting be open.
- (b) To discuss legal proceedings filed against or by the Corporation.
- (c) To investigate charges of criminal misconduct or to discuss the filing of criminal complaints.

No executive session shall be held until the Board of Directors has first convened in an open session for which notice has been given in accordance with these Bylaws and a majority of the Board has voted to go into executive session, the presiding officer has cited the purpose for the executive session, and the presiding officer has stated if the Board will reconvene after the executive session.

### **Section 7.**

The Board of Directors shall appoint five (5) or more shareholders, none of whom shall hold any other elected office, to a Finance Committee. The Board of Directors shall also designate one (1) of the appointed members as the chair of the committee. The Finance Committee shall advise the Board on all matters pertaining to the financial position of the Corporation including, but not limited to: (a) preparing and recommending annual operating and capital budgets; and (b) determining the financial feasibility of all proposed capital projects, facilities, or related ventures. The Board of Directors shall appoint the Finance Committee annually no later than May 1 of each year. The Treasurer shall provide, in a prompt manner, all financial information requested by the Finance Committee.

### **Section 8.**

The Board of Directors shall appoint three (3) shareholders, none of whom shall hold any other elected office, to co-chair a Long-Range Planning Committee. The Long-Range Planning Committee shall consider matters concerning the future of LRI. It shall create long-range goals, ensure that they are continually examined and refined, consider how to achieve them, and make strategic recommendations for changes to ensure that LRI survives and thrives. The Board of

Directors shall appoint the Long Range Planning Committee co-chairs annually no later than 60 days following the annual meeting.

### **Section 9.**

The Secretary shall identify past Presidents, from members in good standing, willing to serve on an advisory cabinet which shall offer advice and consultation to the President on corporate matters being considered by the President, and particularly matters involving legal, environmental, land, and government relations issues. The Board of Directors at its first regular meeting following the annual meeting shall appoint these past Presidents to said advisory cabinet which shall perform these duties. Meetings, documents, and communications of the cabinet may be private and confidential at the discretion of the President. Formal minutes of meetings or discussions shall not be required.

### **Section 10.**

Except for cases that the Board of Directors determines to be an emergency, the Board of Directors shall solicit three (3) bids for all contracted work with vendors that is conducted by Laurel Ridge, Inc. or Solair Recreation League. The Board of Directors shall annually establish the dollar value of any contract requiring the three (3) bids. Further, the Board of Directors shall establish a penalty clause for each contract.

No individual member of the Board of Directors may enter into any legal agreement on behalf of Laurel Ridge, Inc. without prior authorization by at least a two-thirds vote of the Board of Directors except for those projects already approved and budgeted by the Board or membership and to be executed by the appropriate director responsible for said project.

## **ARTICLE V. ORGANIZATION AND MANAGEMENT**

### **Section 1.**

The officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected by the shareholders in good standing at each annual meeting of the Corporation preceding the election of the Directors. Each officer shall be a member of the Board of Directors, and shall be elected to a three-year (3) term. The terms of the officers shall be staggered, so that one is elected each year except that the Vice-President shall be elected in the same year as the President. The duties of the officers and directors shall be such as are imposed by the Bylaws and Robert's Rules of Order, latest edition. If any legal notice is served upon Laurel Ridge, Inc. Solair Recreation League through a Director or Officer of the Corporation by any person authorized to serve legal process in Connecticut, then it shall be the duty of the person served to provide a copy of the notice to all members of the Board of Directors. A copy of the notice shall be delivered to all shareholders of the Corporation within seven (7) days of receipt of the notice.

## **Section 2.**

The President shall preside at all meetings of the shareholders. The President shall chair the Board of Directors. The President shall be responsible for representing the Corporation, and shall chair a permanent Bylaws Committee to consider all proposed amendments to the Corporation Bylaws. The President may designate another member to chair the Bylaws Committee. The President is the liaison between the Solair Recreation League (SRL) management and the Board. Except as provided in Article VI. Committees, or elsewhere in these Bylaws, the President recruits and nominates the chairs of all special committees subject to Board approval. The President's responsibility is to promote communications, coordination, and cooperation among all committees and between all committees and SRL management. The President shall bring to the Board items from the special committees or SRL management that the President deems need Board attention. The President shall recommend to the Board any actions the President feels are necessary to promote the functioning of all committees and SRL management.

## **Section 3.**

The Secretary of the Corporation shall keep the minutes of the meetings of the shareholders and Board of Directors. The Secretary may select and shall supervise a Recording Secretary, an individual who is not a Board member and is subject to Board approval. The Recording Secretary will not have a vote on the Board. The Secretary shall give notice of all such meetings as required by these Bylaws. The Secretary shall have the custody of the Seal of the Corporation and of all books, records and papers of the Corporation, except those in the custody of the Treasurer.

The Secretary shall supply each Director with a copy of the minutes of all meetings and shall post a copy for the information of all shareholders on the Corporation web site and in a prominent place to be determined by the Board of Directors.

In the performance of the Secretary's duties, the Secretary shall conduct all necessary Corporation Correspondence and shall perform such other duties as may be fixed by the Board of Directors.

The Secretary shall be sworn each year to the faithful discharge of the Secretary's duties and a record of the oath shall be made by the Secretary upon the records of the Corporation.

Fourteen (14) days before the annual meeting the Secretary shall convey all documents required in these Bylaws for the annual meeting to all shareholders. These documents include but are not limited to the minutes of the previous annual meeting, the proxy statements, the absentee ballot, a copy of the certified auditor's report, and the reports of the Nominating Committee, the Bylaws Committee and the Finance Committee.

## **Section 4.**

The Treasurer shall have charge of the finances of the Corporation subject to the direction of the Board of Directors. The Treasurer shall collect all funds and shall keep all the accounts of the Corporation, which accounts shall be open at all times to the inspection of the Board of Directors, to whom the Treasurer shall make reports, when requested, of the financial condition of the Corporation.

The Treasurer shall establish a separate, special account for all monies that have been voted by the membership as special assessments or for a specified purpose. These monies shall not be used for any purpose, other than that which is stated, unless changed by a two-thirds (2/3) vote of the shareholders. Prior to each annual meeting of the Corporation, the Treasurer shall furnish each shareholder a copy of an annual financial report.

The Treasurer shall be bonded by the Corporation, conditioned on the faithful performances of the Treasurer's duties in such sum and with such sureties as the Board of Directors may require. The Treasurer shall appoint a shareholder, subject to confirmation by the Board of Directors, who shall not hold any other office and will have the title of Assistant Treasurer, to assist the Treasurer in the performance of the Treasurer's duties.

### **Section 5.**

The duties of the Vice-President shall be as follows:

1. Chair the Repairs and Maintenance Committee consisting of at least five (5) persons including a representative from Solair Recreation League management.
2. Hold at least a spring and a fall meeting.
3. Develop and maintain a preventive maintenance plan for all infrastructure and equipment owned by LRI.
4. Oversee vendors performing maintenance work on all LRI infrastructure and equipment.
5. Report to the Board of Directors all issues regarding LRI maintenance.

## **ARTICLE VI. COMMITTEES**

### **Section 1.**

Each committee Chair may choose from the shareholders such committee members as he or she deems necessary to carry out the duties of the committee as prescribed below.

Except as otherwise prescribed by the Bylaws or directed by the Board of Directors, each committee will act only in an advisory capacity to the entire Board of Directors.

Each committee Chair shall be responsible for keeping minutes of the proceedings of his or her committee. These approved minutes shall be submitted to the Secretary within seven (7) days after approval, which then shall be entered into the records of the Corporation.

Each committee shall hold its meetings in a public area within the property of Laurel Ridge, Inc., only. Notice of all meetings shall be posted five (5) days in advance at locations approved by the Board of Directors. The Board shall prepare and, at least annually, review a procedure for scheduling and posting committee meetings and agenda.

Each committee Chair shall prepare and present a written and oral report at the annual shareholder's meeting, and will report to the Board, upon its request, the status of any business before the Chair's committee.



The standing committees are Membership, Recreation, Planning and Construction, Marketing/Communications/Public Relations, and Repairs and Maintenance, Café, Forestry and Pond.

**Section 2.**

The Membership Committee shall consider matters pertaining to the acceptability of new shareholders and the continued acceptability of current shareholders.

**Section 3.**

The Recreation Committee shall consider matters concerning the development and use of the recreational facilities. It shall make arrangements for and supervise, under the Board, all special events of a recreational nature.

**Section 4.**

The Planning and Construction Committee shall consider matters relative to the development of all physical facilities. It shall supervise all new construction on Corporation property as outlined in the details of the Building Code as established and maintained by the Board of Directors and/or State and local jurisdictions.

**Section 5.**

The Marketing/Communications/Public Relations Committee shall be chaired by the President, or his or her designee. It shall have responsibility to promote, market, and publicize the organization in all appropriate media. Media content shall be approved by the President.

**Section 6.**

The Repairs and Maintenance Committee shall be chaired by the Vice-President, or his or her designee, and shall be responsible for preparing and carrying out an annual plan for the maintenance and repair of all Corporation properties, facilities and equipment. This plan shall be consistent with the Building Code as established and maintained by the Board of Directors and/or State and local jurisdictions.

**Section 7.**

The Café Committee shall be responsible for hiring café operators and overseeing its day-to-day operations. These include menu, finances, equipment, supplies, and customer service. It will also ensure timely communication between the café and the Recreation Committee regarding events that impact the café. The chair of this committee shall be appointed by the Board of Directors no later than 60 days after the annual meeting.

**Section 8.**

The Forestry Committee shall be responsible for the care, wellbeing, and preservation of our forest and watersheds. The chair of this committee shall be appointed by the Board of Directors no later than 60 days after the annual meeting.

## **Section 9.**

The Pond Committee shall be responsible for ensuring that Sansoucy Pond is aesthetically pleasing, is safe for recreational use, and has a healthy balance of aquatic life. The committee is further responsible for the health and care of the beach and Potter Pond Brook. The chair of this committee shall be appointed by the Board of Directors no later than 60 days after the annual meeting.

## **ARTICLE VII. MEETINGS**

### **Section 1.**

The annual meeting of the shareholders of the Corporation shall be held during the Saturday before Labor Day weekend, the time and place to be determined by the Board of Directors. Two (2) weeks' notice of the annual meeting shall be conveyed by the Secretary or designee to each voting shareholder. It shall be held to fill all vacated positions and for such other business as may legally come before the shareholders.

### **Section 2.**

Special meetings of the Corporation may be called by the Board of Directors or upon written request of at least ten (10) percent of the number of issued and outstanding voting shares of the Corporation. At least two (2) weeks' notice of the time, place and purpose of such meeting, a written notice shall be conveyed by the Secretary or the Secretary's designee to each voting shareholder.

### **Section 3.**

The shareholders' meetings shall be held at the principal office or place of business of this Corporation in the State of Connecticut, or at such place as shall be designated in the notice of the meeting.

### **Section 4.**

The holders of fifty (50) percent of the shares of voting stock, issued and outstanding, present either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the shareholders; provided, however, that at any meeting, the purpose of which is to amend or repeal any of the Bylaws of said Corporation, the holders of sixty-six and two-thirds ( $66 \frac{2}{3}$ ) percent of the shares of voting stock issued and outstanding present either in person or by proxy, shall constitute a quorum. The notice of such meeting shall contain in their entirety, the existing Bylaw or Bylaws in question and the amendments or repeals proposed.

### **Section 5.**

All elections for Board of Director positions shall be by paper ballot conveyed to members in advance of the annual meeting and shall be determined as follows:

- a) when only one person is nominated for an office. Then the Secretary shall cast one vote to elect that one person to office.
- b) When two persons are nominated for an office, the winner shall be determined by majority vote.

- c) When three or more persons are nominated for an office, the winner shall be determined by plurality vote.
- d) In a year when the at-large directors are to be elected, the winners shall be the two with the highest number of votes.
- e) In the case of a tie vote, the winner shall be determined by a coin toss conducted by the Presiding Officer.

Any member may appoint as an agent another member to vote at any members' meeting for him for all votes taken except those for members of the Board of Directors, which must be voted for by the member via paper ballot. Proxy authorization shall be in writing. All proxies shall be valid for eleven (11) months from date of issue, subject to recall by the Issuer.

A shareholder may request a paper ballot for any vote.

## **ARTICLE VIII. MEMBERSHIP**

### **Section 1.**

The membership of the Corporation shall be limited to one thousand (1,000) shares of voting stock and shall consist of those who qualify for membership as provided for in Article III of these Bylaws. Shareholders shall remain a site leaseholder of Laurel Ridge, Inc. for the duration of their membership.

### **Section 2.**

The Board of Directors may establish lesser categories of membership for persons who are not site holders and therefore not shareholders. Any category of membership other than shareholder will have no voting rights. All members of the Corporation shall observe as conditions of membership all rules and regulations made by the Corporation and the Board of Directors.

### **Section 3.**

All shareholders of the Corporation, as a further condition of membership, shall provide annually ten (10) hours of service directed towards the betterment, operation, maintenance, or improvement of Laurel Ridge, Inc. In lieu of such service, a member may opt to donate a monetary amount equal to one hundred and twenty-five dollars (\$125). The ten (10) hours of service or the monetary amount of one hundred and twenty-five dollars (\$125) shall be waived for a member in good standing after the observance of his or her seventieth (70th) birthday, and having been a member for at least seven (7) consecutive years immediately prior to this date. The Board of Directors shall prescribe and oversee all rules and procedures necessary for carrying out such service and payment of donations.

### **Section 4.**

Our community seeks to foster a culture of mutual respect and civility. Member business and communication shall be conducted in a respectful and civil manner.

## **ARTICLE IX. DUES OF SHAREHOLDERS**

### **Section 1.**

The annual dues and fees of every member shall be voted on at the annual meeting each year, payment of which shall constitute the dues and fees of such person to the Corporation for the subsequent calendar year, January 1 through December 31. Further, the annual dues and certain fees for all shareholders shall, at a minimum, be automatically adjusted based on the change in the previous year of the Consumer Price Index for Urban Wage Earners and Clerical Workers as published by the Federal Reserve Bureau of Labor Statistics. This automatic adjustment shall not apply to the Initiation Fee, Stock Fee, Workshare Donation and Dues paid to other organizations. No part of any year's fees and dues shall be remitted for any reason without the approval of the Board of Directors. The annual dues and fees of a first-year member shall be prorated according to a timetable established annually by the Board of Directors.

### **Section 2.**

The annual dues, with the exception stated in Section 1 (above), may be changed with a two-thirds (2/3) vote of those eligible to vote provided that the proposed dues have been conveyed by written notice to the voting shareholders fourteen (14) days prior to the annual meeting or a special meeting called for the purpose of changing the dues. If the notice is not properly executed, no vote may be taken.

### **Section 3.**

Shareholders who have been Laurel Ridge, Inc. members for at least 20 years and have reached the age of 85 years old shall be exempt from Laurel Ridge, Inc. dues.

## **ARTICLE X. PROCEEDINGS IN DEFAULT**

### **Section 1.**

If a member of the Corporation fails to pay any fees, dues, or charges by March 1, and taxes by July 31, the member omitting to pay his debts is automatically deemed suspended unless otherwise voted by the Board of Directors. Nothing herein is to be construed as interfering with the rights of the Board of Directors at any time to limit or suspend the status of a member, or to restore his privileges.

### **Section 2.**

Failure to pay any fees, dues, or charges by March 1, or taxes by July 31, will enable the Corporation, at the option of its Board of Directors, to redeem all outstanding stock of suspended members at any time, by paying the stockholder the amount equal to the face value of each share of stock. The stock shall be non-transferable and, upon the death of any stockholder, shall be redeemed by the Corporation by paying the stockholder's estate in an amount equal to the face value of each share of stock.

## **ARTICLE XI. FISCAL YEAR**

**Section 1.**

The fiscal year of the Corporation shall be from the first (1st) day of November through the thirty-first (31st) day of October of each year.

**ARTICLE XII. AMENDMENTS**

**Section 1.**

These Bylaws may be amended by a two-thirds (2/3) vote of the voting shares represented either in person or by proxy at an annual meeting or a special meeting of the shareholders called for that purpose.

**Section 2.**

Proposed amendments to these Bylaws must be delivered to the Bylaw Committee at least thirty (30) days prior to the date of the annual meeting.

**ARTICLE XIII: NOMINATIONS**

**Section 1.**

The Nominating Committee shall consist of five (5) shareholders other than the Officers or Directors, to be elected by the shareholders at the annual meeting.

**Section 2.**

It shall be the responsibility of the Nominating Committee to solicit and publicize candidates, and convey to the Secretary, thirty (30) days before the annual meeting, all nominations received for Directors and Officers and a Nominating Committee for the coming year.

**Section 3.**

The Nominating Committee shall serve for one (1) year, or until their successors are duly elected.

**Section 4.**

Any shareholder wishing to present a shareholder for nomination to any office of this Corporation may do so by presenting his or her name to the Secretary with the signatures of at least ten (10) voting shareholders attached thereto, thirty (30) days before the annual meeting. There shall be no nominations at the annual meeting except as otherwise provided in Article IV, Section 3.

**ARTICLE XIV. PARLIAMENTARY PROCEDURE**

**Section 1.**

*Robert's Rules of Order*, latest edition, shall be the parliamentary authority for this Corporation.

## **ARTICLE XV. DISPUTE RESOLUTIONS**

### **Section 1.**

All disputes and other matters between shareholders regarding Laurel Ridge, Inc. rules and regulations, and all disputes and other matters between Laurel Ridge, Inc. and its shareholders regarding Laurel Ridge, Inc. rules and regulations, and between shareholders, not included above, as to Laurel Ridge, Inc. rules and regulations, shall be submitted to arbitration as provided in the then current *American Arbitration Association Rules and Regulations*.