

BY-LAWS
OF
LAUREL RIDGE COUNTRY CLUB HOMEOWNERS ASSOCIATION. INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Laurel Ridge Country Club Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at P.O. Box 962, Waynesville, Haywood County, North Carolina 28786 and may be relocated by the Board, but meetings of members and directors may be held at such places within the State of North Carolina, County of Haywood, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Laurel Ridge Country Club Homeowners Association, Inc., a North Carolina Non-Profit Corporation with its principal place of business in Haywood County, North Carolina, which Association is operated pursuant to the Articles of Incorporation thereof recorded in the Corporation's Book of the Haywood County Registry.

Section 2. "Development" or "Properties" mean all that certain property described in that Deed recorded in Deed Book 361, Page 621, Deed Book 316, Page 299, Deed Book 361, Page 610 and Deed Book 363, Page 873 excepting that property described in Deed Book 363, Page 871, Haywood County Registry, and any amendments thereto, collectively known as "Laurel Ridge Country Club" and also excepting all lots, parcels, tracts, living units, homes, home lots, or units which have been made subject to a different scheme of development by the recording of a separate declaration with reference to such property including Declarations of Condominiums or Declarations pertaining to townhouses or other planned unit developments.

Section 3. "Common Areas" means all roadways, easements for public and private utilities, pedestrian and recreation easement, and any other property (real or personal or mixed) or interest therein designated on a plat map and included in the property described in Exhibit A hereof.

Section 4. "Lot" means any parcel of land separately described, located within the Development or Properties together with an appurtenant easement for pedestrian and vehicular egress, ingress, and regress thereto over and across each road abutting and traversing said Lot which is shown on any recorded plat or referred to in any deed. The boundary of a lot shall be as defined on any plat or in any deed, although that portion which shall lie within any road right of- way shown thereon referred to therein shall be subject to certain restrictions set forth in this Declaration.

Section 5. "Owner" means any person, firm, corporation, or other legal entity who or which holds fee simple title to any Lot.

Section 6. "Single-Family Dwelling" means the residential dwelling for one or more persons, each related to the other by blood, marriage, or legal adoption or domestic partnership.

Section 7. "Declarant" means Laurel Ridge Limited Partnership, a North Carolina Limited Partnership, its successors and assigns,

Section 8. "Declaration" means the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Laurel Ridge Country Club dated the 1st day of July, 1986, A.D., and as the same may be supplemented, amended or restated from time to time.

Section 9. "Member" shall mean and refer to every person or entity who holds membership with voting rights in the Association as provided, in the Declaration and in Article III of these By-Laws.

ARTICLE III MEMBERSHIP AND PROPERTY RIGHTS

Section 1. Membership. Every Owner of a Lot in the Development or Properties shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the Members shall be one vote for each Lot. If two or more Lots have been combined for the purpose of constructing one single family dwelling thereon, then the combination of Lots shall result in one vote and one assessment.

Section 2. Property Rights. Each Member shall be entitled to the use and enjoyment of the Common Area as provided in the Declaration. Any Member may delegate his rights of enjoyment of the Common Area to the members of his family, his tenants, guests or contract purchasers who reside on the property. Such Member shall notify the Secretary of the Association in writing of the name of the delegate. The rights and privileges of such delegates are subject to suspension to the same extent as those of the Member.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held in August of each year.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-half (1/2) of all of the votes of the membership.

Section 3. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by sending an email with read receipt requested, or, mailing a copy of such notice, postage prepaid, at least

thirty (30) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and purpose of the meeting. Waiver by a Member in writing of the notice shall be equivalent to the giving of such notice.

Section 4. Quorum. A quorum is present throughout any meeting of the association if persons entitled to cast thirty percent (30%) of the votes which may be cast for the election of the executive board are present in person or by proxy at the beginning of the meeting. In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy. The quorum requirement at the next meeting shall be one half of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted. (Amended 8/29/17)

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. A proxy may be sent via email to the Secretary or by regular mail addressed to the Laurel Ridge Country Club Homeowners Association, Inc. mailing address. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors who are Members of the Association. The Board of Directors shall be five (5) in number.

Section 2. Term of Office. Directors shall serve for a term of three years.

Section 3. Removal. Any director may be removed from the Board for cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director such director's successor shall be selected by the remaining members of the Board, and shall serve for his unexpired term.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of the majority of directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nomination for election to the Board may also be made from the floor at the annual meeting. The Nominating Committee shall consist of three members of the then current Board of Directors, or, at the discretion of the Board of Directors, may include up to two Members of the Association not then on the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Each Member may cast one vote for each vacancy but only one vote for each individual candidate.

ARTICLE VII
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, or at such other periodic intervals as may be established by the Board of Directors from time to time without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A quorum is deemed present throughout any meeting of the executive board if persons entitled to cast fifty percent (50%) of the votes of the board are present at the beginning of the meeting. (Amended 8/29/17)

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members, and their guests thereon, and to establish penalties for the infraction thereof;

(b) exercise for the Association all powers, duties and authority vested in, or delegated or assigned to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent :from three (3) consecutive regular meetings of the Board of Directors;

(d) employ and compensate attorneys, accountants and other agents to represent the Association when deemed necessary.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) enforce the provisions of the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Laurel Ridge Country Club;

(d) procure and maintain adequate liability insurance covering the Association, its directors, officers, agents and employees and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association;

(e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) cause the Common Area to be maintained, where necessary, and where funds are available.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section I. Enumeration of Offices. The officers of this Association shall be a

president and vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments. (amended 8/16/16)

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his absence, disability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall authorize payment of all checks of the Association; keep proper books on account; cause an annual report of the Association books to be made as directed by the Board of Directors at the completion of each fiscal year and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the Members. (Amended 8/16/16)

ARTICLE X COMMITTEES

The Board of Directors shall appoint a Nominating Committee and the Environmental Control Committee as provided by these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI RECORDS AND BOOKS

The records, books and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Laurel Ridge Country Club Homeowners Association, Inc.

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of majority of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By - Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The Tax Year of the Association shall begin on the first day of the calendar year and end on the last day of the calendar year. Financial reports and budget reports prepared by the Board for presentation and ratification by the Members at the Annual Meeting shall be for the annual period commencing on August 1 and ending on July 31. (amended 8/29/17)

CERTIFICATION

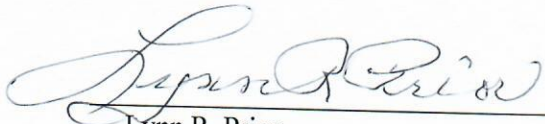
I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Laurel Ridge Country Club Homeowners Association, Inc., a North Carolina Corporation, and

THAT the foregoing By-Laws constitute the By-Laws of said Association, as duly adopted at a meeting of the Members thereof, held on the 29th day of August, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this the 29th day of October, 2017.

Signed,


Lynn R. Prior
Secretary

