



Note: Changes in this document reflect changes suggested by stockholders at the meetings held to discuss revisions to the by-laws on May 20th, July 8th and September 9th & 30th, 2017 as well as changes suggested by our legal counsels upon review of these by-laws revisions.

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The following Constitution and Bylaws are hereby adopted by the stockholders in regular annual meeting this 8th day of January, 1941, and as amended at the annual meetings of November 11, 1971, November 8, 1975, November 18, 1978, November 10, 1979, November 1, 1986, November 7, 1987, November 5, 1988, May 27 1995, November 11, 1998, January 22, 2005, November 14, 2009, November 12, 2010, November 16, 2013, and **NOVEMBER 18, 2017**

ARTICLE I

Objectives, Mission Statement, Name, and Club Property

The objective(s) of this organization shall be fishing, hunting and sports incident thereto, and for the purposes as fully set out in its charter.

Throughout our long history we have been and continue to be stewards of our wildlife, our rustic setting and our lake. We are committed to preserving and protecting our environment via an ongoing process of management and nurturing of our natural resources.

Its name shall be **RED LAKE FISHING & HUNTING CLUB, INC.**; it is a non-profit organization, and its stockholders shall be eighty (80) comprising eighty shares of \$300.00 par value each.

Red Lake Fishing & Hunting Club, Inc. (the "Corporation" or the "Club") is a Texas non-profit Corporation.

All of the real property comprising the Club is owned by the Corporation. Stockholders are allowed the privilege to build a house or cabin on a share-use lot, but have no legal title to the underlying land. This is a purely permissive and equitable interest that only exists in conjunction with ownership of a share of Corporation stock.

ARTICLE II

Management & Board of Directors

SECTION 1. The property and affairs of this Corporation shall be managed by the Board of Directors and controlled by the stockholders.

SECTION 2. The Board of Directors shall consist of thirteen (13) members comprised of the President, Vice President, Secretary and Treasurer along with nine (9) other stockholders. Sitting officers are *ex officio* members of the Board of Directors with the same rights and privileges as other Board members. The President shall serve as Chairperson of the Board and the Secretary shall serve as Secretary of the Board.

SECTION 3. The immediate past president shall automatically be an *ex officio*, non-voting, member of the new board of directors for the same term as a newly elected officer.

SECTION 4. Board members shall be elected by written ballot and the candidates receiving the highest number of votes shall be declared elected and shall serve for a **term of two years**.

SECTION 5. All vacancies occurring in the Board of Directors during an unfilled term shall be filled by the stockholder receiving the next highest number of votes at the last election who shall hold the position for the unexpired term. If the person creating the vacancy was unopposed in the initial election, the majority of the remaining Board members may appoint a successor for the remainder of the term where such is necessary to assure quorums for Board meetings. Failing that, the Board may solicit the stockholders for a candidate to fill the position.

SECTION 6. The Board of Directors shall have the power to make rules for their own governance and for the governance of the Corporation, and shall exercise such other powers as may be necessary or proper to obtain the objectives of the Corporation, except such powers as are hereinafter denied them.

SECTION 7. The Board shall have the power to remove any officer by a majority vote of the entire Board of Directors for conduct prejudicial to the interests of the club, and for failure or inability to perform their official duties. All stockholders shall be immediately notified of said removal.

SECTION 8. The Board of Directors cannot override a majority stockholder vote except for the removal of Officers as provided for in Section 7 of this Article.

ARTICLE III Officers and Committees

SECTION 1. The officers of the club shall consist of a President, a Vice President, a Secretary and a Treasurer, to be elected by the stockholders at their annual meeting or as soon thereafter as possible.

SECTION 2. All officers of the Board shall be elected by ballot written in the following order: **President, Vice President, Secretary and Treasurer.** The stockholder receiving a majority of the number of ballots for such office shall be declared elected **for the term of one year.**

SECTION 3. The President of the club shall preside at the meetings of the Board of Directors and the club. He/she shall execute all conveyances and contracts to which the club is a party and perform all duties usually assigned to his/her office. The President of the Board of Directors is a non-voting member of all committees except the Nominating committee which shall not include the President. The President, shall appoint a stockholder as chairperson, with approval of the Board, for each the following standing committees:

- A **Nominating Committee;**
- A **Welcoming Committee;**
- A **Finance/Audit/Insurance Committee;**
- A **Dam Committee;**
- A **Lake Committee;**
- A **Roads & Grounds Committee;**
- A **Clubhouse Committee;**

Committees are advisory in nature and have no power to contract for, bind, or set policy for the Club except to the extent specifically authorized to do so by the Board. Each committee chair may choose other stockholders or spouses to serve on committees by invitation.

SECTION 4. A committee chair may recruit subcommittees as needed.

SECTION 5. The President, with the approval of the Board of Directors, may appoint from time to time such additional committees as in his/her and their opinion the interests of the club may require. The powers and duties of all committees shall be defined by the Board of Directors, and all vacancies in committee chairs shall be filled by appointment by the President with the approval of the Board.

SECTION 6. The Vice President shall, in the absence of the President or his/her inability to act for any reason, perform all the duties of the President.

SECTION 7. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Stockholders, notify in writing or via email the members of the Board of Directors and the stockholders of all meetings of the Board and Board Members, issue all notices to stockholders and preserve in his/her custody the Articles of Incorporation, minute books, reports of officers and other records of the Corporation, and shall conduct its correspondence and perform other duties as shall be required of him/her by the Board, and attest to all contracts, etc. All corporate records will transfer to each newly elected corporate Secretary or the Board-of-Directors designated repository.

SECTION 8. The Treasurer shall collect all funds of the Corporation, and keep the books of accounts on a calendar-year basis, open at all times for the inspection of the Board of Directors. The Treasurer shall submit to the Board of Directors at their meetings and to the stockholders at their Annual and Semi-Annual Meetings **at least 30 days prior to the meeting**, a report of the financial condition of the Corporation. The Treasurer shall pay no bills or claims against the Corporation which have not been first approved by the President and Board of Directors. The Treasurer shall keep an account showing the financial condition of the Corporation. The Treasurer is responsible for filing all tax documents, maintaining current licenses of the Corporation and submitting the books and insurance policies to the Finance/Audit/Insurance Committee for audit and review in October of each year for the submittal to the Stockholders at the annual November meeting. Management of the Corporate Financial Records may be maintained by a CPA approved by the Board of Directors.

SECTION 9. The Secretary, in consideration of their duties will be exempt from annual dues while in office.

ARTICLE IV
Stockholder, Board of Directors and Special Meetings

SECTION 1. The **Annual Meeting** of the stockholders of the Corporation shall be held at the lake (Harry Deathe Hall) in the fourth quarter of each year, the date and hour to be selected by the Board of Directors, at which meeting there shall be elected a President, Vice President, Secretary and Treasurer who will serve a one-year term and Directors who will serve a two-year term. The Directors shall be elected each year, **four elected on odd-numbered years and five on even-numbered years**. Such Officers and Directors shall start their respective offices as hereinbefore provided and their term begins on January 1 of the following year.

SECTION 2. Notice of the Annual meeting is mailed/emailed to the stockholders **not less than 30 days prior** to the meeting date; the proposed annual budget shall be included with said notice to the stockholders. Notice of the Semi-Annual Meeting will likewise be mailed / emailed to the stockholders **30 days in advance** of the meeting.

SECTION 3. **Twenty stockholders in good standing actually present** shall constitute a quorum. At such Annual Meeting of the stockholders, the order of business shall be as follows:

- Pledge of Allegiance
- Report of the Board of Directors
- Report of the Secretary
- Report of the Treasurer; to include Budget, Expenditures, Dues and Assessments
- Report of the Finance/Audit/Insurance Committee
- Reports of all standing committees (Road and Grounds, Lake, Clubhouse, etc.)
- Election of President, Vice President, Secretary and Treasurer
- Election of Directors
- Old Business
- New Business
- Adjournment

SECTION 4. In addition to the Annual Meeting to be held in the fourth quarter of the year, there shall also be a Semi-Annual meeting of the stockholders to be held on a day in the second quarter of each year, the date and hour to be selected by the Board of Directors. The same business shall be taken up at said Semi-Annual meeting as at the Annual Meeting, except for the election of officers and directors.

SECTION 5. Any items of business at a meeting of the stockholders that would amend the Constitution and Bylaws, shall be submitted to the Board of Directors and to all stockholders **at least thirty (30) days before the day of** the stockholders' meeting.

SECTION 6. A Special Meeting of the stockholders of the Corporation shall be called by the President at the written request of **fifteen (15)** stockholders or by vote of the Board of Directors at one of its regular or special meetings. The Secretary shall mail or email notices of such meeting at least **14 days before** convening of such stockholder's meeting.

SECTION 7. The Board of Directors shall meet no less than once every two months at the lake on such date and hour as the Board shall set and **seven Board Members shall constitute a quorum**.

SECTION 8. A Special Meeting of the Board may be called by the President or by three Board Members. Notices of a Special Meeting shall be telephoned, mailed, or emailed to all Board Members at least **seventy two hours in advance**, with provision for less notification time in emergency situations, before convening such special meeting, and which notices shall state briefly the purpose and objectives of such meeting.

SECTION 9. The Board of Directors shall not have any authority to encumber or create any lien of any kind or character against the property of the Corporation, with the exception of oil, gas and mineral leases, for the benefit of the Corporation, unless authorized to do so at a regular or called meeting of the stockholders.

SECTION 10. The Board of Directors shall not have any authority to incur any indebtedness against the Corporation, unless: (1) at the time of the creation of such debt there is a sufficient amount of available funds to pay such indebtedness, or (2) authorized to do so by the stockholders at a regular or special meeting of the stockholders.

SECTION 11. An Emergency Fund may be established annually and maintained by the Board of Directors. The sole purpose of the fund shall be for emergencies, serious fiscal needs and unforeseen events.

SECTION 12. **Unless specifically provided otherwise in Charter or the Bylaws of the Club, all matters voted upon by the stockholders shall require an affirmative vote of more than 50% of the stockholders. Such votes may be submitted in person, by proxy or by ballot. A ballot shall be provided to the stockholders along with the notice for said meeting. Votes submitted by ballot must be signed by the stockholder and returned to the Secretary prior to the stockholder meeting. Ballots may be submitted in person, by mail (or special carrier, e.g., FedEx) or by email. All ballots must contain a manual signature of the stockholder. Electronic signatures will not count.**

ARTICLE V
Annual Dues and Special Assessments

SECTION 1. The annual budget shall be presented at the Annual meeting of the stockholders and is to be approved at said stockholders' meeting before the dues are voted on for the succeeding year. The dues and special assessments of the stockholders shall be set at the annual meeting of stockholders, or any special meeting of stockholders called for the purpose, and to be payable as set by said stockholders. A late fee of \$25 per month will be charged for dues, special assessments or fines paid after February 1st (or in the case of special assessments, the applicable date set for payment) and continue to accrue until said dues, special assessments or fines are paid in full. The board of directors shall have the power to lower late fees due to hardship at any regular or special called meeting. Partial payments will be applied first to any balance forward (i.e., your oldest debt to the Corporation) including late fees. Dues and assessments are unconditionally payable, and are not subject to any assertion of offset, set-off, or counterclaim. This is necessary for the Club to remain fiscally viable.

SECTION 2. All debts owed to Red Lake Fishing & Hunting Club, Inc. are payable to Red Lake Fishing and Hunting Club, Inc., and are to be due and payable in Freestone County, Fairfield, Texas. The Club is entitled to recover its reasonable and necessary attorney's fees and costs incurred in collecting delinquent monies owed to the Club.

SECTION 3. Any unpaid dues, assessments or fines constitute a lien upon the share of stock, and no stockholder shall have the right to transfer his or her share of stock in the Corporation until such dues, assessments or fines, including late fees, have been paid in full.

SECTION 4. If any assessments are made at any Annual, Semi-annual or special Called Stockholders' Meeting, the specific provisions for payment shall be set forth at the time of passage. There shall be no assessments without the stockholders voting on same.

SECTION 5. Any stockholder delinquent for 60 days or more shall be suspended from privileges of the club and grounds, including use of the lake and grounds, without necessity of action by the Board of Directors. The Secretary shall give him or her written notice via **certified** mail or email of such suspension with a statement of the payment amount necessary for reinstatement.

SECTION 6. Timely payment of dues and assessments is necessary for the Club's ability to operate effectively and efficiently. In addition to the foregoing remedies for non-payment, the Club may: file suit to recover dues and assessments, and attorney's fees and costs; obtain a judgment lien on not only the share (which is already subject to a lien hereunder), but also on any structure located on the defaulting stockholder's share-use lot; and pursue execution of the liens and foreclosure. In addition, the Club shall have all other rights and remedies provided in law or in equity.

SECTION 7. Fines for violations of the by-laws, rules, regulations, policy or procedures of the Club shall not exceed \$500 per violation.

ARTICLE VI
Stockholders and Guests

SECTION 1. The use of the Club grounds and lake by stockholders and their guests shall be the responsibility of that particular stockholder. The use of the Harry Deathe Hall shall be governed by the Board of Directors.

SECTION 2. Stockholders shall be persons at least 18 years of age. No stockholder shall own, control or vote more than one share of stock. No stockholder shall be entitled to vote unless all dues and charges against him/her are paid in full.

SECTION 3. The Club and its land are intended for the use and enjoyment of stockholders and their guests. No stockholder shall rent, receive remuneration for, or otherwise use his or her share privileges and share use lot for financial gain from use by others who are not stockholders.

SECTION 4. Only the stockholder or stockholder's immediate family shall be permitted to reside on the stockholder's share use lot. All other guests of stockholder are prohibited from residing on the stockholder's share use lot for more than 45 consecutive days in any rolling 12 month period. "Immediate family" shall be limited to the stockholder's spouse, children (including step-children) and parents.

SECTION 5. If a stockholder desires a guest to stay for more than 45 days, the stockholder must submit a written request to the Board of Directors to extend the stay of the guest for up to 45 more days. The Board shall vote to grant or deny the request.

SECTION 6. If any guest other than a stockholder's immediate family is present and not accompanied by a stockholder or stockholder's spouse, the stockholder must notify any officer or director of the Club; regardless of length of stay. Any officer or director receiving such notification shall immediately notify the Secretary of same, and shall at the next regular Board of Directors meeting report same and the circumstances connected therewith. The Secretary shall maintain records and total of all such visits.

SECTION 7. In the event of the death of a stockholder, an Estate or Trust may become a stockholder. In the event an Estate or Trustee becomes a stockholder, the Personal Representative or Trustee must designate a person ("Designated Single User") of said share within one year of stockholder's death by providing written notification of such to the Club Secretary. The Designated Single User shall have the same rights and privileges and be subject to the same rules, regulations and provisions of the Club Constitution and Bylaws as any other stockholder.

SECTION 8. Only natural persons shall be stockholders of the Club. Except for the Club, no shares of stock of the Club may be owned by a corporation, limited liability company, partnership, joint venture or any other business entity. Such restriction of ownership shall not apply to a personal representative or trustee.

SECTION 9. All guests must abide by the Constitution, Bylaws and Rules of the committees while at Club, and it is the stockholder's responsibility to fully inform the guest(s) of the same. **It is recommended that a copy of the Rules be conspicuously displayed for visitors using stockholders' dwellings.**

SECTION 10. A stockholder's spouse shall have the same rights as the stockholder except a stockholder's spouse shall not be permitted to vote, unless said spouse is also a stockholder. **A proxy vote can only be given to another stockholder in good standing with the Corporation.**

ARTICLE VII

Stock Transfers-Generally

SECTION 1. Stock shall be transferred on the books of the Corporation, and is only transferable to a new stockholder or to the Club. No stock shall be transferable if any indebtedness is due the Club by the stockholder intending to transfer his or her share, until such indebtedness is paid in full.

SECTION 2. Prior to any stock transfer, anyone seeking to transfer said stock, shall provide the following to the Board of Directors:

- A. a letter from the Club Treasurer affirming the stockholder's account is paid in full;
- B. a copy of the current Affirmation Agreement signed by the new owner which confirms they are fully aware of and agree to abide by the rules and regulations of the Club;
- C. a signed stock certificate to be transferred;
- D. confirmation by Treasurer of payment of a \$500 transfer fee, unless the transfer is to a spouse or legal descendant;
- E. written confirmation to the Board that the new stockholder has been provided with the names and phone numbers of the President and Secretary to facilitate the transfer of the stock;
- F. proof of notification to the new stockholder that he/she cannot occupy the premises until the stock transfer is completed;
- G. proof that any and all applicable property taxes have been paid; and
- H. a copy of the share boundary agreement signed by all parties involved.

SECTION 3. Subject to the stockholders' approval, the Corporation may purchase any outstanding shares of stock of the Club and/or stockholders' improvements on the Club's share-use lots.

SECTION 4. Certificates of stock shall be signed by the President and attested by the Secretary under the seal of the Corporation.

SECTION 5. The Board of Directors shall have the power to raise the \$500 transfer fee at any regular or special called meeting.

SECTION 6. If anyone becomes owner, or controls more than one share by reason of inheritance, said owner shall be entitled to only one vote. One of such shares shall be sold or conveyed within 12 months after same is acquired; otherwise said share shall have no rights or privileges whatsoever, including share use lot usage, but such share shall be assessed dues and fees like any other share.

SECTION 7. When a request is made to become a stockholder, the share of stock shall be issued in that individual's name and not in the spouse's name or in anyone else's name.

ARTICLE VIII STOCK TRANSFERS -SPECIAL SITUATIONS

SECTION 1. Except as otherwise exempted herein, the requirements of Article VII apply to all stock transfers. This section addresses special situations where other information may be required and/or where certain requirements may be relaxed or waived.

SECTION 2. If an estate or trust is to become owner of a share, the club must be provided with proof sufficient in its determination to verify the legal existence of the estate or trust, the identity of the beneficiaries/devisees of the estate or trust, and the authority of the trustee or personal representative. Furthermore, the trustee or personal representative must sign a statement acknowledging that the trustee or personal representative, and any trust beneficiary or estate devisee are subject to the rules and regulations of the club and will abide thereby, and that a designated single user must be identified within the time required elsewhere in this Constitution and Bylaws. When the stock is transferred out of the estate or trust, it must be to a single devisee or beneficiary, or sold to a third party natural person. A share of stock may **not** be owned by multiple persons who were devisees or beneficiaries under a will or trust.

SECTION 3. In the event that a stockholder dies without a will or trust, such that his or her share will pass by intestate succession under state law, the Board must be provided with proof sufficient in its determination to verify the passage of the deceased stockholder's interest in accordance with law. If intestate succession would result in multiple heirs being entitled to an interest in the stock, the heirs must either agree to sell and assign their interests in the stock to one heir, or agree to sell their combined interest in the stock to a third party natural person. A share of stock may not be owned by multiple heirs.

SECTION 4. A stock transfer on death to the stockholder's surviving spouse, a child, or a grandchild is exempt from the \$500 stock transfer fee, but is subject to the other requirements of Article VII and the applicable requirements of this Article. A lifetime transfer of the stock to a legal heir is exempt from the \$500 transfer fee, and informational requirements are met merely by submitting proof of the familial status of the proposed transferee. ALL transfers, whether before or after death, ARE subject to the requirement that all dues, assessments, and debts to the Club have been paid in full.

ARTICLE IX Improvements

SECTION 1. No stockholder shall have the privilege of having more than one (1) dwelling per lot after **18 November 2017**. If such dwellings exist prior to this date **they shall be maintained so as not to become abandoned structures or nuisances.**

SECTION 2. A dwelling is defined as a place for human habitation, permanent in nature, and suitable for use in any weather. The dwelling shall have at least, but not be limited to, a kitchen, indoor bathroom facilities, and living area(s). However, the absence of any of these amenities does not mean that a structure shall not be treated as a dwelling for purposes of this **definition** if it is actually used as such, even temporarily from time-to-time by guests.

SECTION 3. Improvements, which include dwellings, are owned by the individual stockholders. The land, however, is owned by the Club. As such, any improvements allowed on the Club's land is a privilege and not a legal interest in the land. Should the stockholder's share be forfeited to the Club by execution on a lien, the former stockholder will be given 90 days to remove the improvements. Failure to do so will constitute relinquishment of improvements to the Club for the Club's sale of the foreclosed share. **After deducting any amounts owed to the Club and any expenses incurred by the Club in the lien and foreclosure process, including attorney's fees and court costs, the remaining proceeds from the sale of the improvements will be returned to the stockholder.**

SECTION 4. The Corporation is not liable or responsible for improvements, dwellings and other personal property of the stockholder or the stockholder's guest.

SECTION 5. Improvements shall at all times be kept in good, habitable condition and repair. Failure to maintain improvements in a good, **habitable condition** will result in fines being issued to the stockholder by the Club. Improvements, including dwellings, in violation of this Section must be repaired or removed upon notice by the Club. Failure to comply may result in the Club removing the structure and charging the costs against the stockholder and their share. Failure to reimburse the Club for the cost, plus any late fees which accrue after demand for payment is made to the stockholder, will result in the Club filing suit to obtain a judgment and judgment lien, and execution of the lien against the stockholder's share and any improvements on the lot.

ARTICLE X Dwellings-Grounds-Lake Rules

SECTION 1. All rules that are established by the Committee(s), and approved by the Board of Directors, shall be distributed by the Board to stockholders.

SECTION 2. Any stockholder desiring to erect a cabin or house must make an application to the Grounds Committee for the privilege and have a location allotted to him by said committee, subject to the submission to and approval by the Board of Directors. The size of said lot shall not be less than 100 feet lake frontage or more than 150 feet frontage and shall not interfere with the size of any lots already in existence.

SECTION 3. Any stockholder desiring to erect a new boathouse or any other structure must make an application to the Grounds Committee and be subject to approval by the Board of Directors.

SECTION 4. Fishing piers may not exceed 100 feet from the shoreline defined as the lake water level at **mean pool level** (i.e., that level where water just flows over the spillway. **The only exception to this rule is in the case of those locations where boating access to the lake requires a longer pier due to the extent of shallow water at the lakefront.** No stockholder may claim ownership or use rights of a dock or pier constructed on another stockholder's lake frontage.

A covered dock (boathouse) may not include a dwelling. A covered dock may not exceed 16 feet in height measured against the point where dry land meets water (**mean pool level**), and may not exceed one-quarter of the lot's lake frontage in width.

SECTION 5. No rifle or pistol shooting will be allowed anywhere on the grounds or the lake.

SECTION 6. Stockholders (and guests) shall take proper precautions for their own safety and the safety of minors, particularly in connection with swimming, boating, or any and all other recreational activities on Club property. All activities are undertaken at the stockholder's sole risk.

SECTION 7. Roads serving two or more stockholders shall be maintained at the Corporation's expense.

SECTION 8. There will be no water skiing or mechanized personal watercraft (e.g., "jet skis") on the lake.

SECTION 9. There will be no mechanically powered boat racing on the lake.

SECTION 10. Motors on the Lake shall be limited to 10 or less horse-power.

SECTION 11. There will be no vicious dogs or other vicious animals allowed on Club property.

SECTION 12. No commercial business or business sign shall be located on any part of Club property.

SECTION 13. No stockholder shall rent or lease his or her share, or any part thereof, to any person, association, group or other entity except another stockholder.

SECTION 14. No mobile homes, RVs (motor homes) or trailer houses shall be permitted on Club property as living quarters.

SECTION 15. Each stockholder will be responsible for having Red Lake decals on his or her boat.

SECTION 16. All motorized vehicles (ATVs, etc.) and equipment shall be operated in accordance with state law and with the manufacturer's guidelines. All posted speed limits shall be observed at all times. (Adopted 5/13/2017 by BOD)

SECTION 17. Any and all power lines crossing a road on lake property shall be a minimum of 13 feet (preferably higher) from the ground at their lowest hanging point.

SECTION 18. No stockholder shall create a nuisance. The Board of Directors shall have the final determination of what comprises a nuisance.

SECTION 19. Stockholders shall keep their designated lot or space clean and free of any debris or trash and shall not dump debris or trash anywhere on club property, except in the designated burn area. The burn area is for brush and yard waste only (trees, leaves (not in bags), etc.). All other waste, including household waste, commercial waste and construction debris, is not permitted on the burn site.

ARTICLE XI Boundary Disputes

SECTION 1. Most lines between share use lots have developed historically by mutual understanding and use. Generally, stockholders work any disputes out between them by agreement. However, if such an agreement cannot be reached, the following process is the sole means and remedy of any stockholder(s) disputing the location of a share use lot line:

- (1) The stockholder(s) shall submit the dispute, in writing, to the Board;
- (2) A mediation committee of three Club stockholders shall be created with each disputing stockholder appointing a member of the committee and the third member being appointed by the Board of Directors; and
- (3) A decision reached by the majority of the mediation committee shall be final and the location of the property line will be recorded in the Board minutes and placed in the corporate records of the Club.

SECTION 2. If the mediation committee is unable to resolve the property line dispute, the Board of Directors, through a majority vote, shall determine the property line and record such decision in the Board minutes.

SECTION 3. Decisions made by the mediation committee or the Board of Directors pursuant to this Article XI are final and non-appealable.

SECTION 4. If the Club or any stockholder brings any action against the other to enforce their rights under these Bylaws, the prevailing party may recover its costs and expenses, including reasonable attorneys' fees, incurred in connection with the action and any appeal from the losing party.

ARTICLE XII Amendment or Revocation of Bylaws

The Constitution and Bylaws may be amended or revoked by a **two-thirds vote of all stockholders** at any stockholder meeting. **Such votes must be submitted in person or by signed ballot.** Proxy votes shall not apply in the case of amendment or revocation decisions.