

CONESTOGA COUNTRY CLUB BY-LAWS

Article I. Name

The name of this corporation is the “Conestoga Country Club” (the “Club”).

Article II. Government

SECTION 1. The governing body of the Corporation shall be known as the “Board of Governors” consisting of fourteen (14) members, with twelve (12) members elected by the vote of the eligible Full, Young Executive, and Intermediate Golf Membership (the “Golf Directors”), and two (2) members elected by the vote of the eligible Social Membership (the “Social Directors”).

- A. There shall be three classes of Golf Directors, Class I, Class II, and Class III, with each class consisting of four (4) Golf Directors. One class of Golf Directors shall be elected at each Annual Meeting (as defined in Article VII below) for a term of three (3) years or until their successors are duly elected or appointed in accordance with these Bylaws.
- B. One Social Director shall be elected at each Annual Meeting for a term of two (2) years or until their successors are duly elected or appointed in accordance with these Bylaws. Should there be no candidates from the Social Membership running for a vacant Social Director seat, the Board of Governors may fill the vacancy with either a Social Member or a qualified Full, Young Executive or Intermediate Golf Member. In such cases, the Board of Governors will solicit and interview eligible candidates with an interest in the vacant seat and appoint a qualified candidate to the open seat by a majority vote at a meeting of the Board of Governors at which a quorum is present.

SECTION 2. Elections for the Board of Governors shall be conducted as follows:

- A. The President shall appoint an Elections Committee at the appropriate time prior to the Annual Meeting. The chair of the Elections Committee shall be a member of the Board of Governors, and the two other members of the Elections Committee shall be eligible Full, Young Executive or Intermediate Golf Members, who are not current members of the

Board of Governors or planning to run for election to the Board of Governors at the upcoming Annual Meeting.

- B. The Elections Committee shall send a communication to the membership of the Club, not less than sixty (60) days prior to the Annual Meeting to solicit interest, from the membership in running, for any open positions on the Board of Governors.
- C. Eligible candidates for the Board of Governors must be a “Member in Good Standing,” meaning such member must be current with all Club dues, assessments, and house charges and not subject to any pending disciplinary action.
- D. Candidates shall submit their application to run for the Board of Governors in writing or electronic format prior to a prescribed date as designated by the Elections Committee. The Candidate must submit their name, current membership classification and tenure, a short self-biographical history, and their reason for wanting to serve on the Board of Governors.
- E. The Elections Committee shall compile a list of those qualified members who submitted their application and announce this list, including identification of all the open positions, to Full, Young Executive and Intermediate Golf and Social Members no more than two weeks prior to the Annual Meeting by email, posting at the Club, or any other methods as determined by the Elections Committee.
- F. The Elections Committee shall communicate to the membership, no later than one week prior to the Annual Meeting, the methods by which eligible members can vote, including electronic or online ballot or written ballot prior to the start of the Annual Meeting.
- G. The election of the Board of Governors shall be by secret ballot. The actual voting for said election shall be open for such days and times as the Board of Governors may, from time to time, direct; provided, however, voting shall terminate at the beginning of the Annual Meeting.
- H. At the completion of voting, each member of the Election Committee shall independently count the vote. When all three Election Committee members agree as to the final count, the Elections Committee shall report the results to the President. The President shall report the

results to the attendees of the Annual Meeting Attendees. The Secretary shall facilitate a communication to the membership as soon as practicable with the result of the vote.

- I. The Election Committee shall have no authority to deny an eligible candidate from running for a seat on the Board of Governors. The President may assign the Election Committee other duties at the discretion of the President.

SECTION 3. The Board of Governors shall have and exercise general superintendence of the affairs of the Club and shall control and manage its property and effects. They shall make a report to the Annual Meeting and shall present a budget and estimates for the ensuing year. The Board of Governors shall, at such time as the Board may select, have an audit made by a certified public accountant of all finances of the Club.

SECTION 4. The Board of Governors, at its first meeting after the Annual Meeting, shall elect from their own number a President, Vice President, Secretary, and Treasurer. The President, with the approval of the Board of Governors, shall appoint a member of the Club as Financial Secretary, and such other officers, agents, and employees as the President may deem necessary, and at such compensation as the Board of Governors may fix.

SECTION 5. The President, and in his/her absence the Vice President, shall preside at all meetings of the Club and of the Board of Governors. The Secretary and Treasurer shall perform the duties usually incident to their offices, and such further duties as may be assigned to them by the Board of Governors. The Treasurer, and such other officers, agents, and employees as may be required, shall furnish, at the Club's expense, a corporate fidelity bond and a Directors and Officers Liability Insurance Policy with such a company and in such an amount as may be approved by the Board of Governors.

SECTION 6. The Board of Governors shall have the power, by a two-third (2/3) vote, to remove or suspend a member of the Board of Governors for violation of these By-Laws or for any cause which, in the sole opinion of the Board of Governors, is detrimental to or adversely affects the best interest of the Board of Governors or the Club.

SECTION 7. Should there be one or more vacancies on the Board of Governors due to (i) death, disability, removal, or resignation of a duly elected member of the Board of Governors, or (ii) no

candidate being elected at the Annual Meeting to fill the vacant seat, the Board of Governors may solicit and interview eligible candidates with an interest in the vacant seat and appoint a qualified candidate to the vacant seat for the remainder of the unexpired term, by a majority vote at a meeting of the Board of Governors at which a quorum is present.

SECTION 8. Voting by the Board of Governors on all issues related to golf, including golf-related membership applications, the golf course and playing conditions, playing privileges, cart rules, tee time rules, and related matters shall be the domain of the Golf Directors. Golf Directors and Social Directors, if any, will be permitted to vote on any issues unrelated to golf, such as clubhouse facility improvements, pool issues, dining experience(s) and Social or Dining membership applications.

SECTION 9. The meetings of the Board of Governors shall be open to the general membership. To the extent practicable, the reports of the committees established pursuant to Article V of these Bylaws shall be presented and discussed during the open session of such meetings. The Board of Governors, in its discretion, may meet in executive session to discuss sensitive or confidential matters.

Article III. Membership

SECTION 1. The membership of this Club shall consist of the following classifications (such classification is based on the age of the oldest spouse or partner):

- A. Full Golf Members shall be individuals aged 40 and over. They shall have and enjoy all the rights and privileges of the Club, including the right to vote and hold office. At no additional cost, and as part of the annual dues, the spouse/significant other of the Full Golf Member, and any unmarried children of the Full Golf Member aged 21 and under and living in the household, shall be entitled to the rights and privileges of the Full Golf Member, excluding the right to vote or hold office.
- B. Young Executive Golf Members shall be individuals aged 30 to 39. They shall have and enjoy the same rights and privileges as Full Golf Members. Following a 12-month initial membership period, Young Executive Golf Members will have the right to vote and hold office. At no additional cost, and as part of the annual dues, the spouse/significant other of the Young Executive Golf Member, and to any unmarried children of the young Executive

Golf Member aged 21 and under and living in the household, shall be entitled to the rights and privileges of the Young Executive Golf Member, excluding the right to vote or hold office.

- C. Intermediate Golf Members shall be individuals aged 20 to 29. They shall have and enjoy the same rights and privileges as Full Golf Members. Following 12-month initial membership period, Intermediate Golf Members will have the right to vote and hold office. At no additional cost, and as part of the annual dues, the spouse/significant other of the Intermediate Golf Member, and to any unmarried children of the Intermediate Golf Member aged 21 and under and living in the household, shall be entitled to the rights and privileges of the Intermediate Golf Member, excluding the right to vote or hold office.
- D. Junior Members shall be single individuals aged nineteen (19) and under. They shall have and enjoy such rights and privileges of the Club, as granted by the Board of Governors, except the right to vote and hold office. Golfing privileges shall be as granted by the Board of Governors.
- E. Social Members shall be individuals over the age of twenty-one (21) years. This membership allows a member and their immediate family to use of the pool and clubhouse but shall have no other rights or privileges of the Club, except as specified in the Club's Greens Fees rules and Social Members shall have the right to vote for the two members of the Board of Governors designated for Social Membership representation.
- F. Dining Members shall be individuals over the age of twenty-one (21) years. This membership allows a member and their immediate family to use the clubhouse for dining. Members can use the clubhouse, meeting rooms and banquet facilities, and receive membership rates for food and beverage services as part of this membership category, subject to a service charge to be set by the Board of Governors. This membership does not include any golf or pool privileges. Dining privileges shall be as granted by the Board of Governors.

- G. The Board of Governors, in their sole discretion, shall have the right to maintain or create additional membership categories, including corporate memberships, if they deem it in the best interest of the Club.

SECTION 2. Membership changes where divorce or death of club members occur shall be at the discretion of the Board of Governors and shall follow these guidelines:

A. Divorce

a. Full, Young Executive or Intermediate Golf Member:

- i. The person holding Club membership and voting status at the time of the final divorce decree shall be "the club member" and shall retain on-going membership. Exception to this must be by petition, agreed upon by both divorcing parties, to the Board of Governors prior to final decree.
- ii. The party that becomes a non-member may obtain a Full, Young Executive or Intermediate Golf membership by petitioning the Board of Governors and by paying the initiation fee in effect at the time of petitioning. The petitioner will not be subjected to any standing waiting list.

b. Social Membership

- i. The divorced spouse of a Social member shall have the option of retaining a social membership.

B. Death

a. Full, Young Executive or Intermediate Golf Member

- i. The surviving spouse of a member may retain such membership held at the time of death. Should the surviving spouse wish to be classified differently from the membership held, he/she has that option.

b. Social Membership

- i. The surviving spouse shall have the option of retaining that membership.

SECTION 3. Leaves of Absence may be granted to Full, Young Executive or Intermediate Golf Members or Social members who are incapacitated or temporarily transferred by their employers, under the policies set forth or established by the Board of Governors. See Article IX for leave of absence dues policy.

SECTION 4. The Board of Governors shall elect all classes of members, two (2) adverse votes excluding any applicant, and shall have the power to limit the number of members in any class of membership.

SECTION 5. The Board of Governors shall have the power, by a two-third (2/3) vote, to expel or suspend any member or significant other for violation of these By-Laws or for any cause which, in their exclusive opinion, is detrimental to or adversely affects the best interest of the Club.

SECTION 6. The Board of Governors shall have the power to make rules for the use of the Club by the members and their guests and for their conduct on the club premises.

SECTION 7. All resignations of members shall be made in writing and served upon the Secretary. A member's resignation will not be effective until such member has paid all outstanding balances in full, including the dues for the mandated 90-day waiting period beginning from the requested resignation date. The Board of Governors shall have the right to limit a member's charging privileges following receipt of such member's resignation.

SECTION 8. Full, Young Executive or Intermediate Golf Member may, upon written application to the Board of Governors, be transferred to Social Memberships. After being in such new membership classification for a period of not less than twelve (12) months, said members, upon written application to the Board of Governors, may be transferred back to Full, Young Executive or Intermediate Golf Membership without payment of any initiation fee which may then be in effect; however, said members' applications will be placed on the standing waiting list existing at that time. The Board of Governors may waive the twelve (12) month waiting period, at its discretion, upon receipt of a written request by a member to do so. Approval of said waiver request requires approval of no less than a majority of members of the Board of Governors at a meeting at which such request is presented. The same request will be considered only once.

Article IV. Dues and Fees

SECTION 1. The Board of Governors shall, on or before the first day of each fiscal year, fix the annual dues for all classes of membership. The Board of Governors shall have the authority to establish the initiation fee for new members and shall, from time to time, fix all fees and charges for the use of any of the Club's facilities by members and their guests.

SECTION 2. The annual dues of all members, except Social Members and Dining Members, Golf and Assessment charges of all members shall be billed monthly.

SECTION 3. The Board of Governors shall determine policies for defining the billing process, due date of payment, and the repercussions for members whose accounts are deemed delinquent per the established policies. The established policies for the collection of dues, house, golf, and assessment charges are as follows:

- A. Payment Deadline: Members are required to remit payment for dues, charges and fees by the 20th day following the month of the dues, fees, or charges.
- B. Delinquency: Any amounts unpaid by the last day of the month following the "charge month" are considered delinquent.
- C. Penalties for Delinquency:
 - 1. Delinquent accounts will accrue interest at a rate determined by the Board of Governors.
 - 2. An administration fee, set by the Board of Governors, will also be charged.
 - 3. A delinquent member's name may be posted in a public place on Club property, identifying the member as delinquent.
- D. Further actions for non-payment:
 - 1. If charges remain unpaid by the 15th day of the second month following the "charge month," the member will lose all Club privileges.

2. The Board of Governors, in its sole discretion, may revoke the delinquent member's membership.
3. The Board of Governors may pursue legal action on behalf of the Club to collect delinquent dues, charges, and fees from any delinquent member.

SECTION 4. The annual dues of all other classes of membership not mentioned in Section 2 of this article shall be payable at such times as may be fixed by the Board of Governors.

Article V. Committees

SECTION 1. The President, with the advice and consent of the Board of Governors, shall as soon as may be practical after the annual meeting of the members and the organization meeting of the Board of Governors, appoint from the Board of Governors the following standing committee chairpersons: Greens Committee, House and Pool Committee, Golf Committee, Food & Beverage Committee, Membership Committee, Handicap Committee, Activities Committee, Technology and Communications Committee, and other committees as may be required.

SECTION 2. The Board of Governors shall determine the various duties of each Committee and shall have the power to appoint such other committees as may be deemed necessary or advisable.

Article VI. Fiscal Year

SECTION 1. The fiscal year at the Club shall end on the last day of March of each year and the annual financial statement of the Treasurer, the annual report of the Board of Governors, and the report of the committees shall be up to date and be presented at the annual meeting of the Club. |

Article VII. Meetings

SECTION 1. The annual meeting of the Club (the "Annual Meeting") shall be held on the first Wednesday of May at the Clubhouse at such an hour as the Board of Governors shall designate. The President may change this date due to extenuating circumstances, subject to approval of the Board of Governors; provided, however, any delay in the Annual Meeting shall be minimized to the greatest extent possible.

SECTION 2. A special meeting of the Club may be called at any time by the Board of Governors and shall be called upon written request of ten percent (10%) of the voting members.

SECTION 3. Notice of all meetings of the Club shall be given by the Secretary at least seven (7) days before the stated time of the meeting and in the case of a special meeting; the notice shall state the purpose or purposes of the meeting.

SECTION 4. At the Annual Meeting and at all special meetings, fifty (50) voting members, either in person or by proxy through electronic or absentee ballot, shall constitute a quorum.

SECTION 5. The Board of Governors shall meet monthly at a time and place which it shall establish at its own discretion.

SECTION 6. Special meetings of the Board of Governors may be called at any time by the President and shall be called upon the request of three (3) voting members. Notice of special meetings shall be given by the Secretary at least three (3) days prior to the meeting, and the notice shall state the purpose or purposes of the meeting.

SECTION 7. A majority of the Golf Directors shall constitute a quorum at all regular and special meetings of the Board of Governors.

Article VIII. Amendments

SECTION 1. Amendments to the By-Laws may be made by a two-thirds (2/3) vote at any annual or special meetings of the Club or by mailing or emailing a written or electronically communicated proxy.

SECTION 2. Notice of proposed amendments to the By-Laws shall be given by the Secretary to the voting members at least seven (7) days before the meeting at which the proposed amendments are to be considered.

Article IX. Leave of Absence Policy

SECTION 1. Members granted a leave of absence ("LOA") by the Board of Governors are entitled to the following reduction in monthly dues:

- A. Full, Young Executive or Intermediate Golf Membership: 25% off dues month one; 35% off month two; 50% off months three and four; and 75% off month five and after.
- B. Social: 25% credit back for each month a LOA is taken from June through August.
- C. Additional Requirements:
 - a. LOA's start the first of the month after this status is requested.
 - b. A member must request renewal of LOA status monthly commencing fourth month.
 - c. If it becomes known that a member on a LOA played more than one round of golf in this status, their status will immediately revert to full membership status. An LOA can come back at any time by notifying the club they wish to be put back on playing status.
 - d. Any member who comes off LOA status will have their dues prorated from the date of such status change.