

Lewiston

Golf & Country Club

BYLAWS

APPROVED ON 11/17/2022

ARTICLE I

NONPROFIT CORPORATION

- 1.0 The Corporation shall at all times be operated on a nonprofit basis for the mutual benefit of the members, and for the purposes specified in the Articles of Incorporation.
- 1.1 The Corporation shall not distribute any dividend, or any part of the income or profit of the Corporation to members, directors or officers, excepting that the Corporation may make such distributions to members as allowed by law and these bylaws upon dissolution of the Corporation.

ARTICLE II

MEMBERSHIPS

2.0 CLASSES OF MEMBERSHIP:

There shall be six classes of membership in the Corporation

- ✓A. Regular Members
- ✓B. Young Adult Members
- C. Social Members
- D. Junior Members
- E. Non-Resident Members
- ✓F. Lifetime Members

All other membership classifications established prior to the date of these bylaws are hereby abolished. The rights of persons holding memberships under prior classification designations shall be as set forth in these bylaws.

Memberships may only be hereafter issued to natural persons as provided by these bylaws. No membership may hereafter be issued to any corporation, trust, limited liability Company, limited or general partnership or organization of any kind. Membership classes which are eligible to vote include Regular Members, Young Adult Members, and Non-resident Members and Life-time members. In matters of voting these collective groups will be referred to as "Voting Members." The Corporation shall not issue more than one membership to any person. There shall be no stock shares or certificates of membership issued by the Corporation to members.

2.1 A REGULAR MEMBERS:

The Corporation may issue and maintain Regular Memberships. Regular Memberships shall be transferable as provided by these bylaws and Regular Members shall be entitled to vote on matters affecting the corporation as provided by these bylaws.

- A. "Regular Members" shall be those persons who:
 - a. Are members in good standing of the Corporation with voting rights as of the effective date of these bylaws; or

- b. Hereafters apply for and meet all requirements of Regular Members as provided in the bylaws.
- B. The number of active Regular Members shall be limited to 400, or such other number as established by the Board of Directors.
- C. Regular Members in good standing shall have Golf Privileges and Club Privileges.
- ~~D.~~ Corporate and Snowbird members are Regular Members.

2.1 B YOUNG ADULT MEMBERSHIPS:

The Corporation may issue and maintain Young Adult Memberships. Young Adult Memberships shall be voting memberships.

- A. "Young Adult members" shall be those persons who:
 - 1. Are member in good standing of the corporation as of the date of adoption of these by laws
 - 2. Hereafters apply for/meet all requirements for Young Adult Members as provided in these bylaws.
- B. The number of Young Adult Memberships shall be limited to one hundred, or such other numbers as established by the Board of Directors.
- C. Young Adult Members in good standing shall have Golf Privileges and Club Privileges.
- D. Young Adult Members shall have no right to receive or participate in distributions of assets upon dissolution of the corporation.
- E. Young Adult Members shall be at least nineteen.
- F. Unless converted to a Regular Membership as hereafter provided, a Young Adult Membership shall terminate when the Young Adult Member attains the age of forty (40). Age shall be determined by the oldest age of the member, spouse, or their designated guest. Nothing herein shall be deemed to prevent a person in this age category from applying and being issued a Regular Membership.

2.1 C SOCIAL MEMBERSHIPS

The corporation may issue and maintain Social Memberships. Social Memberships shall be non-voting memberships.

- A. "Social Members" shall be those persons who:
 - a. Are members in good standing of the corporation as of the date of adoption of these restated bylaws or
 - b. Hereafters apply for and meet all requirements for Social Members as provided in these bylaws.
- B. The number of Social Memberships shall be limited to two hundred fifty (250), or such other number as may be established from time to time by the Board of Directors.
- C. Social Members in good standing shall have Club Privileges, which include 5 rounds of golf annually.
- D. Social Members shall have golf league privileges, at the current guest rate or by utilizing their annual rounds and may also participate in Club golf tournaments at a Club Member rate.
- E. Social Members shall be subject to all general membership regulations and special requirements for Social Members as established by these bylaws and from time to time by the board of Directors.

2.1 D JUNIOR MEMBERSHIPS

- A. "Junior Members" shall be those persons who:
 - A. Under the age of 19 years old.**
- B. Junior/Student Membership Fee Structure:
 - a. There shall be no initiation fee for the Junior Member.
 - b. The Board of Directors shall set the annual dues for this membership in November of the preceding year.
 - c. The dues for Junior/Student members will be payable in one lump sum at the time of application. Students who elect to continue their membership into the next calendar year shall pay the dues established by the Board of Directors. Student memberships can be purchased at any time of year and their membership will need to be renewed within the yearly anniversary of joining or it will be terminated.

d. The number of junior/student membership may be limited by the Board of Directors.

C. Junior/Student Membership Privileges:

- a. Junior Members in good standing are allowed full use of all facilities; but are not allowed charge accounts of any kind.
- b. Junior Members are not allowed to bring and sign in guests for golf or pool use.
- c. Junior Members must meet with the Head Professional to discuss issues regarding etiquette, club rules, behavior, dress, rules of golf, and other Club regulations. Any student member disregarding said rules may face discipline, suspension or expulsion by the Board of Directors, with no refund of paid dues.

D. Junior Members shall have no right to receive or participate in distribution of corporate assets upon dissolution of the corporation.

E. Junior Members shall be subject to all general membership requirements and special requirements for junior members as established by these By-Laws and from time to time by the Board of Directors.

2.1 E NON-RESIDENT MEMBERSHIPSS

A. Non-Resident Members shall be those Members who

- a. Have as their primary residence a location that is 26 miles or greater in distance from the Club, and, having met such requirement pay reduced fees with no annual food assessment.
- b. Non-Resident Members shall be voting memberships.

2.1 F LIFETIME MEMBERSHIPS

A Lifetime members shall be those members who:

- a. Have been granted Lifetime Member status by 2/3 vote of the club voting membership, to recognize outstanding meritorious service, significant contribution to the greater good of the corporation and/or other valid reasons as brought forth by the Board for consideration.
- b. Lifetime Members are exempt from all future dues and assessments and have no monthly food assessment.
- c. Lifetime Members shall be voting memberships; but are non-transferable memberships.
- d. Lifetime Members shall be subject to all other general membership requirements and special requirements as established by these By-Laws and by the Board of Directors.

2.2 Membership Privileges

Subject to all rules and regulations which may hereafter from time to time be established by the Board of Directors, members in good standing shall have privileges for use of the corporation's facilities as follows:

- A. Golf Privileges: Regular, Young Adult, Non-Resident, and Lifetime members in good standing shall have Golf Privileges, Golf Privileges allow the member, the member's spouse, and member's unmarried children who are under 18 years of age living in the member's home, to use the corporation's club house, restaurant, and swimming pool, subject to rules and regulations for use of these facilities.
- B. Club Privileges: Regular, Young Adult, Non-Resident, and Lifetime members in good standing shall have Club Privileges, Club Privileges allow the member, the member's spouse, and member's unmarried children who are under 18 years of age living in the member's home, to use the corporation's club house, restaurant, and swimming pool, subject to rules and regulations for use of these facilities.
- C. Any unmarried Regular Member is entitled to select a "designated guest" as established by the Board of Directors. "Designated guest" must be living in the same residence.
- D. All privileges of membership are vested in the individual member and use of the corporation's facilities by a member's spouse, children or guest as above provided shall be derivative of the rights and privileges vested in

the named member. Nothing in these bylaws shall create independent membership rights or privileges in any spouse, child or guest not holding an independent membership in their own name.

2.3 General Membership Requirements:

In addition to all other rules, regulations, and requirements that may from time to time be established by the Board of Directors, all members of all classifications shall pay all fees, dues, assessment, and other charges applicable to their membership classification owed the Corporation before the same are delinquent, and shall comply with all bylaws, rules, regulations and policies of the Corporation.

2.4 Fees, Dues and Assessments:

1. The Board of Directors may increase dues by 10% or assessment of the membership up to \$180 during a calendar year. Dues increases of excess of 10% and or assessments of \$180 require a 2/3 approval by the voting membership.

2.5 Application for Membership

In addition to any requirement established by the articles of Incorporation, the following conditions shall apply to applicants for new membership to any classifications and all proposed transferees of Voting Memberships:

- A. The Board of Directors may establish qualifications for applicants for all membership classifications. No qualification shall be established or enforced that discriminates against applicants based on race, color, religion, national origin, sex, age, disability, all applications, whether for issuance of new memberships or transfer of existing Voting Memberships, are subject to limitations on the number of memberships provided in these Bylaws.
- B. Applications for all membership shall be on forms approved by the Board of Directors. Each applicant must be sponsored by at least two Voting Members in good standing, who shall affix their signatures to the application.
- C. The Board of Directors has the authority to reject any application for cause.

2.6 Expulsion, Suspension, and Discipline:

The Board of Directors shall have the power to expel, suspend or otherwise discipline any member for any act or omission of the member in violation of these bylaws, agreements with the corporation, rules, regulations or policies of the corporation, including, but not limited to, nonpayment of dues, assessments, or notes, or any act or omission of a member which, in the sole discretion of the Board of Directors, is materially prejudicial or injurious to the best interest of the Corporation or its members. In addition to the provisions hereafter stated for expulsion and suspension, the Board of Directors may establish rules and regulations for discipline and imposition of disciplinary measures for conduct not involving expulsion or suspension. "Expulsion" shall mean a complete and final termination of a member's membership and rights and privileges of membership. "Suspension" shall mean a cessation of all of the member's membership rights and privileges for a definite term.

In all cases where the issue of expulsion or suspension is raised and before the Board of Directors by a duly made and seconded motion, the following provisions shall apply:

- A. The Board of Directors shall vote on a resolution for a member's suspension or expulsion. A member may be expelled or suspended only by resolution of the Board to expel or suspend, passed by an affirmative number of votes equal to or exceeding two-thirds of the number of directors voting on said motion, subject to all rules of voting and quorum requirements.
- B. Should the vote on the resolution for expulsion/suspension shall pass, the Board shall determine an effective date for the expulsion/suspension. The effective date for the action shall be established as a date which will allow sufficient time to provide notice to the affected member as set forth below.
- C. In the event a resolution to expel or suspend a member has passed, the Board of Directors, or its delegate, shall notify the affected member, in writing. The notice shall state and inform the affected member of:
 - a. The Board of Director's passage of a resolution to expel/suspend the member's membership; and
 - b. The grounds for the expulsion or suspension; and
 - c. The effective date(s) of the expulsion or suspension; and

- d. The right of the member to respond to the resolution of expulsion or suspension, orally or in writing, to the Board of Directors prior to the effective date of the action; and
 - e. The name and address of the person or person(s) to whom the member should direct any written response to the action; and
 - f. The date by which the member's written response if any, must be received by the corporation.
- D. The notice shall be served to the member by certified U.S. Mail sent to the address of the member as shown on the corporation's records. The notice shall be served on/before a date which will allow the member to receive notice of the expulsion/suspension not less than fifteen (15) days prior to the effective date of the expulsion/suspension and an opportunity to respond to the action, orally or in writing, not less than five (5) days before the effective date of the expulsion/suspension, taking into account the time required for service of notice of the action. Notwithstanding, nothing herein shall prevent the Board from:
- a. Modifying the effective date of expulsion or suspension in the event the prior established dates are insufficient to allow for proper notice and service thereof; or
 - b. Reissuing notices to allow for proper notice and service of the notice without further voting on the issue of expulsion or suspension.
- E. A member subject to expulsion or suspension shall have the right to respond orally or in writing to the action prior to the effective date thereof as provided in the notice of the action. The member shall direct of responses to the agent for the corporation designated in the notice of expulsion or suspension.
- F. Upon receipt of the member's written response, if any, the agent for the corporation shall forthwith deliver the response to the Board of Directors. Any oral response shall be before the Board. The Board shall have the sole discretion and authority to decide that the expulsion/suspension not takes place as resolved. Nothing herein shall require the Board to vote on the issue of revocation or modification of any resolution of expulsion/suspension or any other proposal requested by the affected member.
- G. No Resolution to revoke a prior resolution of expulsion or suspension shall pass unless the same shall pass by a number of affirmative votes equal to or exceeding two-thirds (2/3) of the number of directors voting on said motion, subject to all rules of voting and quorum requirements.
- H. Unless revoked by duly passed resolution as above provided and subject to all notice requirements, a resolution for expulsion or suspension shall be effective on the date determined by the Board of Directors in the resolution for expulsion or suspension, without further notice of the member.
- I. In the event the expulsion or suspension shall become effective, the Board of Directors shall direct the secretary of the corporation to enter the fact of expulsion or suspension in the minutes and records of the corporation. Unless otherwise provided by the Board of Directors, the membership or an expelled member shall be cancelled on the books and records of the corporation.
- J. Expelled members shall have no further rights or privileges of membership. Expelled members may not be introduced as a guest of another member for a period of twelve (12) months following such expulsion or such other time as determined by the Board. Expelled members shall have no rights of transfer with respect to the cancelled membership. Expelled members shall have no right and interest in the corporation and shall not have the right to recover any fees, dues or assessments paid prior to the date of expulsion. An expelled member shall be liable to the corporation for all obligations, including but not limited to fees, dues and assessments, incurred prior to expulsion. The rights and privileges of suspended members and members receiving discipline not amounting to expulsion or suspension shall be as determined by the Board of Directors in the resolution for suspension or discipline. At the discretion of the Board of Directors, such suspension or discipline may apply to the spouse and children of the suspended member, or they may in part or in whole be exempted from action.

2.8 A Certificates Void:

All stock or share certificates or instruments purporting to evidence the rights holder to participate as a member of the corporation under any prior recognized membership classification or otherwise evidencing ownership of some interest or membership in the corporation shall be null, void, and cancelled, and said certificate or instrument shall not in and of itself represent any interest, right of privilege in the corporation of any nature.

Article III

Meetings of Voting Members

3.0 Annual and Regular Meetings:

The annual meeting of Voting Members shall be on the Third Thursday of November for the purpose of electing directors and transacting such business as may come before the meeting.

The directors elected at said annual meeting shall take office immediately following certification and serve for three (3) years, except those directors elected concurrent with the approval of these bylaws. If the electing of directors is not held on the designated day or at any annual meeting of Voting Members, or at any adjourned meeting thereof, the Board of Directors shall cause the election to be held at a special meeting of Voting Members as soon thereafter as may conveniently be done.

At each annual meeting, the Board of Directors shall present the operating budget which the Board proposes for the next fiscal year as may be approved by a majority of the Voting Member present at such meeting in person or by absentee ballot.

3.1 Special Meetings:

A special meeting could be called by the President upon the written request of thirty percent (30%) or more of the record Voting Members of the corporation. The President will then schedule the meeting within 30 days.

3.2 Notice of Meetings:

Notice of all meeting of Voting Members, annual and special, shall be given as follows:

- A. Said notice shall be in writing or emailed to notify and the members of the place, date and time of the annual, or special meeting and agenda
- B. Members shall be notified 10 days prior to special or annual meeting.

3.3 Place of Meeting, Notice or Special Matters:

The Board of Directors may designate any place a special meeting shall be held. When giving notice of an annual or special meeting of Voting Members, the corporation shall give notice of matters a member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting and the request is received by the secretary or president of the corporation at least then ten (10) days before the corporation gives notice of the meeting.

3.5 Waiver of Notice:

A member may waive any notice required before or after the date and time stated in the notice. The waiver must be in writing, signed by the member and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of or defects in notice unless the member at the beginning of the meeting objects to holding the meetings or transacting business at the meeting or waives objection to consideration of a particular matter that is not within the purpose or purposes described in the notice of meeting unless the member objects to consideration of the matter when the matter is presented.

3.6 Members List for Meeting:

After fixing the record date for notice of meeting, the Secretary of the corporation shall prepare and maintain a complete alphabetical list of all Voting Members entitled to vote at each meeting together with their mailing addresses. In addition, the Secretary shall prepare on a current basis through the time of the membership meeting a list of members, if any who are entitled to vote at the meeting, but not entitled to notice of the meeting. This list shall be prepared on the same basis and be a part of the list of members. The list of members must be available for inspection by any Voting Member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting will be held. Subject to limitations provided by

law, a member, member's agent or attorney is entitled on written demand to inspect and copy said list, at a reasonable time and at the member's expense, during the period the list is available for inspection. The corporation shall make the list of members available at the meeting, and any member, a member's agent or attorney shall be entitled to inspect the list at any time during the meeting or any adjournment.

3.7 Action by Written Ballot:

Any action which may be taken at any annual or special meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Actions taken without a meeting pursuant to this Article shall be taken as follows:

- A. A written ballot for action taken without a meeting shall:
 - a. Set forth each proposed action; and
 - b. Provide an opportunity to vote for or against each proposed action; and
 - c. Shall indicate the number of responses needed to meet the quorum requirement; and
 - d. State the percentage of approvals necessary to approve each matter other than election of directors; and
 - e. Specify the time by which a ballot must be received by the corporation in order to be counted.
- B. Approval of a matter on a written ballot without a meeting shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- C. A written ballot containing a vote may not be revoked after the same has been received by the corporation.

3.8 Voting:

Each Voting Membership shall be entitled to one (1) vote on each matter voted upon. Except in the case of mail ballot voting described in Article 3.7, all votes must be made in person or by absentee ballot by the Voting Member or said Member's spouse in whose name said membership appears on the corporation's records. Voting by proxy shall not be allowed. Absentee voting under regulations to be fixed by the Board shall be allowed if the member notifies the Board in writing, not less than five business days prior to the meeting date, that the member is unable to attend the meeting. There shall be no cumulative voting for election of directors or for any other purpose.

3.9 Quorum Requirements:

One-Tenth (1/10) of the record Voting Members of the corporation entitled to vote on a matter must be represented in person or absentee ballot at a meeting, or by mail ballot in the case of mail balloting under Article 3.7, to constitute a quorum of members for voting purposes on a matter that is listed on an agenda mailed to the members. On issues not mentioned in the agenda, then one-third (1/3) of the record Voting Members shall be required. Unless otherwise required by law, the articles of incorporation or elsewhere in these restated by laws, if a quorum is present, a majority of affirmative votes on a matter shall be sufficient to pass the matter as an act or resolution of the members.

3.10 Corporation's Acceptance of Votes:

The corporation is entitled to reject a vote if secretary or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubting the validity of the signature on the vote or ballot. The corporation and any officer or agent who rejects any vote in good faith shall not be liable in damages to the member for consequence of the acceptance or rejection. Corporation action based on the acceptance or rejection of a vote shall be valid unless a court of competent jurisdiction determines otherwise. Contested elections shall be referred to the Board of Directors, which shall, after reviewing all of the ballots, report of election inspectors or judges and any other relevant evidence, certify the results of the election. In the case of a tie vote between candidates, the tie shall be determined by the toss of a coin. If after reviewing said evidence, the Board of Directors is unable to certify the results of the election, the Board of Directors shall have the power to call a new election.

3.11 Action by Written Consent:

Any action required or permitted by this act to be approved by vote of the members may be approved without a meeting of members if the action is approved by at least eighty percent (80%) of the record Voting Members. The action must be evidenced by one (1) or more written consents describing the action taken, signed by those members representing at least 80% of the record Voting Members and delivered to the corporation for inclusion in the minutes or filing with the corporation records. If an action is taken under this provision, the record date for determining members entitled to take action without a meeting shall be the date the first member signs said consent. Written notice of member approval shall be given to all members who have not signed the written consent(s). If written notice is required, member approval pursuant to this provision shall be effective ten (10) days after such written notice is given.

Article IV

Directors

4.0 Number of Directors, Election, and Terms:

Except as provided herein or by the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of the Board of Directors of the corporation. The operation management of the business of the corporation shall be vested in a Board of seven (7) directors elected by the Voting Members at the annual meeting or as otherwise provided by these restated bylaws. The term of the Directors shall be staggered such that no less than two (2) or three (3) Director's terms shall expire each year. Upon expiration of current terms, either two (2) or three (3) directors shall be elected each year to succeed he two (2) or three (3) directors whose terms are expiring. No director may be a candidate to succeed himself on the Board of Directors with the exception of Directors appointed to fill an unexpired term or the initial group of Directors elected after these Bylaws have been approved whose term is less than three (3) years. The board makeup should reflect the makeup of the membership and desired membership.

4.1 Qualifications of Directors:

Only individual natural persons shall be directors. No person shall be deemed qualified to hold office as a director of the corporation unless they are a Voting Member or the spouse of a Voting Member in good standing at the time of their nomination, election, or appointment and during the entire tenure of the term for which they are elected. In addition, no person shall be qualified to hold office as a director of the corporation unless said person is a qualified person to serve as a director pursuant to any federal, state or local law, including but not limited to state liquor licensing laws and regulations.

4.2 Authorities and Duties of Directors:

In addition to all other authority and duties required by law, the articles of incorporation or these restated bylaws, the Board of Directors shall adopt rules and regulation for the conduct of the affairs of this corporation and of its members not inconsistent with these bylaws and shall appoint such standing committees as are provided for in these restated bylaws and may appoint such special committees from time to time as may be necessary and convenient.

The Board of Directors shall not sell/transfer/convey any of the corporation's real property unless the proposed sale is approved by prior vote of the Voting Members at a special meeting called for that purpose or at any annual meeting.

Notwithstanding any other provisions of this Article, the Board shall not, except when an emergency is declared by a seventy-five percent (75%) vote of the entire Board or with the approval of a majority of the Voting Members voting at a regular or special meeting, make or contract for any single capital expenditure or alterations of real property in excess of the previous fiscal year's total depreciation.

The Board, without prior approval of the Voting Members, shall not have the power or authority to authorize any mortgage or encumbrance against the corporation's real property or borrow any money except as necessary for emergency or current operations and maintenance and repair expenses.

4.3 Call and Notice of Meetings:

The Board of Directors may, by its own rules and regulations, regulate and fix times for regular and/or special meetings and may further provide the manner and mode of giving notices thereof. Such mode and manner shall include posting notices of regular and special meetings on the Club Bulletin Board no less than three days in advance of the meeting. The presiding officer of the Board, the President or twenty percent of the Directors then in office may call and give notice of a meeting of the Board. Notices of special meetings shall state the purpose or purposes for which the meeting may be called, and no other business may come before the Board at said special meeting without the consent of a majority of the Board.

Unless the meeting is called into executive session by the President or presiding officer of the Board, any Voting Member may attend the Board meetings. Participation of persons other than directors shall be at the discretion of the President or presiding officer. Executive session shall be limited to discussions of personnel matters, member sanctions and legal matters.

4.4 Waiver of Notice:

A director may, at any time before, during or after the meeting, waive any notice required by law, the articles of incorporation or these restated bylaws. The waiver must be in writing, signed by the director entitled to notice, and filed with the minutes or the corporate records. Notwithstanding, a director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not properly noticed objects to the lack of notice and does not thereafter vote for or assent to the objected to action.

4.5 Quorum and Voting:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, the act by a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

4.6 Action without a Meeting:

Any action required or permitted by this act to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporation records reflecting the action taken. Action taken under this provision is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this provision shall have the effect of a meeting vote and may be described as such in any document.

4.7 Compensation of Directors:

The Directors shall not receive any salary or compensation for their services. Directors shall only be reimbursed for any of their expenses related to club business with unanimous consent of the Board of Directors.

4.8 Removal of Directors:

Directors may only be removed as follows:

- A. The Voting Members may remove one or more directors elected by them with or without cause. In order to remove a director elected by Voting Members, the number of votes for removal must equal or exceed the number of votes required to elect the director at a meeting to elect directors.
- B. A director elected by Voting Members may only be removed by the Voting Members at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.
- C. A director elected or appointed by the Board may be removed with or without cause by the vote of two-thirds of the directors then in office, provided, however, that a director elected or appointed by the Board to fill the vacancy of a director elected by the Voting Members may only be removed by the Voting Members.

- D. Notwithstanding any other provision regarding director removal, a director may be removed by the vote of two-thirds of the directors then in office for failing to attend three meetings during a twelve-month period of the Board of Directors.

4.9 Vacancy on Board:

Vacancies on the Board of Directors occurring during the term of any director shall be filled by appointment by the Board, the appointment to hold until the next annual meeting at which time an eligible person shall be elected by the Voting Members to fill the remainder of the unexpired portion of the term.

4.10 Indemnification of Directors:

The corporation may indemnify, defend and hold harmless any and all directors to the extent allowed by law, including but not limited to the Idaho Non-Profit Corporation Act, in effect at the time of the alleged acts or omissions by said person(s) requiring indemnification. The corporation may purchase insurance for the purpose of fulfilling any obligation of indemnification as set forth in this provision or required by law.

Article V

Officers

5.0 Officers, Election, Terms:

The corporation shall have as officers a President, a Vice President, a Secretary and a Treasurer. Immediately following each annual meeting of the Voting Member, the Board of Directors shall select from the Board of Directors the individuals who shall hold each such office for the ensuing year. The offices of Secretary and Treasurer may be held by the same person. An Assistant Secretary may be appointed if desired by the Board to undertake such duties as may be delegated to him or her. The assistant Secretary need not be a Voting Member and shall have no vote.

5.1 Resignation and Removal of Officers:

Any officer may be removed by two-thirds (2/3) vote of the Board of Directors at any time with or without cause. Any vacancy in any office caused by death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.2 Duties and Authority of Officers:

The President shall be the principal executive officer of this corporation and shall, in general, supervise the management of the business and affairs of the corporation. The President shall preside at all meeting of the Voting Members and of the Board of Directors. The President may sign with the Secretary, or any proper officer of the corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has been authorized to execute and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The Vice President shall, during the temporary absence or inability or upon death of the President, exercise the powers and perform the duties of the President until a President shall have been elected by the Board of Directors. The vice President shall also exercise such other powers and perform such other duties as may be specifically assigned to him by the Board of Directors or by the President.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation and, in general, perform all duties incident to the office of the Treasurer.

The Secretary shall keep the minutes of the meetings of the Voting Members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws and as required by law, be custodian of the corporate records and the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is

duly authorized in accordance with these provisions, keep a register of the post office addresses of each certificate holder and other club members, and perform all duties which are incident to the office of Secretary, and such other duties as may from time to time be assigned to said officer by the President or by the Board of Directors.

5.3 Indemnification of Officers:

The Corporation may indemnify, defend and hold harmless any and all officers to the extent allowed by law, including but not limited to the Idaho Non-Profit Corporation Act, in effect at the time of the alleged acts or omissions by said person(s) requiring indemnification. The corporation may purchase insurance for the purpose of fulfilling any obligation of indemnification as set forth in this provision or required by law.

5.4 Compensation of Officers:

Except as may be provided by the Board of Directors, no officer shall receive compensation, salary or wage for performance of their duties, excepting that said officers may be reimbursed for any of their expenses relating to club business with unanimous consent of the board of Directors.

Article VI

Committees

6.0 Formation, Requirements, and Authorities:

In addition to the standing committees provided for hereafter, the Board of Directors may appoint such other committees as the Board shall deem in the best interest of the corporation.

No standing or special committee shall have the authority or be delegated the authority to take any action or assume any duty which the Board of Directors is required by law to undertake or assume, and said committee shall have at least two (2) members who are also members of the Board of Directors, the delegation of authority to said committee is made by the Board of Directors, in writing, and the delegation is not otherwise contrary to law.

6.1 Standing Committees:

The Board of Directors shall have the option to appoint the following standing committees, set the number, composition, term and beginning date of such committees, and delegate such authority to them as is consistent with their stated responsibilities and desirable for the best conduct of the affairs of the corporation, but such action shall not operate to relieve the Board of Directors of any responsibility imposed on them by law.

A. Grounds Committee:

This committee shall be Responsible for advising the Board of Directors regarding the proper maintenance and development of the golf course, the water systems, the grounds, practice areas, the water pipes, meters, pumps, and storage area, and further advise the Board of Directors regarding such rules and regulations as may be necessary for the use and enjoyment of these facilities by members and their guests, and for the development of proper budgets for the operation of such facilities, as well as such other duties as the Board of Directors may delegate to it from time to time. The Golf Course Superintendent shall be a nonvoting member of this committee.

B. Activities Committee:

This committee shall be responsible for advising the General Manager regarding the proper programming and development social activities of the Club. Subject to the approval of the General Manager, this committee shall be responsible for the preparation of a social calendar and appointment members to chair the various social functions.

C. Marketing Committee:

This committee shall be responsible for assisting the General Manager in a marketing plan for the year.

D. Finance and Planning Committee:

This committee shall be responsible for advising the General Manager regarding all financial matters of the Club including long-range planning and to provide it with a projected annual budget by September 15 of each year, showing estimated income and expenditures along with a capital expenditures budget for the fiscal year. Except under extraordinary circumstances, this committee shall recommend an operating budget balancing anticipated income and expenditures.

E. Nominating Committee:

It shall be the duty of the Board of Directors to appoint, not less than thirty (30) days before the date of the Annual Meeting of Voting Members of the corporation, a committee on nominations consisting of not less than three (3), or more than five (5) Voting Members. No officer or member of the Board of Directors shall be appointed a member of such committee. The committee shall prepare and post at the clubhouse of the corporation at least twenty (20) days before the meeting, a list of nominees for directors, but any ten (10) or more Voting Members may make other nominations, in writing over their signatures, not less than ten (10) days prior to such Annual Meeting, and the secretary shall post the same at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of the Annual Meeting a statement of the number of directors to be elected and showing separately the nominations made by petition, if any, and nominations made by the committee. Nothing contained herein shall prevent additional nominations to be made from the floor at the Annual Meeting of the members. Failure to comply with any of the provisions of this Section shall not affect in any manner the validity of any election of directors.

6.2 Removal of Committee Members:

The Board of Directors may by two-thirds (2/3) affirmative vote remove any committee member from office with or without cause.

The President, with the advice and consent of the Board of Directors, may appoint successors to serve out the unexpired term of any committee member who may resign, be removed, or be disqualified from holding office or vacate his office for any reason whatsoever.

6.3 Compensation of Committee Members:

No committee member shall be entitled to compensation or salary, excepting that members may be reimbursed for expenses incurred in performance of club business with unanimous approval by the Board of Directors.

6.4 Terms of Standing Committees:

Terms of Standing Committee Members shall start on January 1st of each year. The Board of Directors shall annually fill all expiring terms prior to that date and shall notify all Voting Members of all committee appointments by December of the prior year.

Article VII

Contracts, Checks, Deposits and Funds

7.0 The Board of Directors may authorize any officer, agent or agents of the corporation, in addition to the officer so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances, but such action shall not operate to relieve the Board of Directors of any responsibility imposed on them by law or by these bylaws and no authority may be given to undertake any act or obligation for which the Board has no authority to so authorize.

7.1 All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents of the corporation and in such manner

as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary, or Secretary and Treasurer if held by one individual, countersigned by the President or Vice President of the corporation.

7.2 All funds of this corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may direct or select.

7.3 The Board of Directors may accept or reject on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purposes of this corporation.

Article VIII

Amendment to Bylaws

8.0 These bylaws may be amended, modified, or replaced by a majority vote of Voting Members. Proposed amendments may be initiated by any person entitled by these bylaws to call a special meeting of Voting Members.

8.1 In the event the Board of Directors shall initiate an amendment to these bylaws, the board of Directors may condition the amendment's adoption on receipt of a higher percentage of affirmative votes.

8.2 The notice for any meeting at which a proposed bylaw amendment shall be submitted for vote to the members shall state that the purpose, or one (1) of the purposes, of the meeting shall be to consider the proposed amendment and any such notice, or written ballot or written consent seeking approval of said amendment shall contain or be accompanied by a copy or summary of the amendment.

8.3 Within thirty (30) days following any meeting at which these bylaws are amended, copies of said amendments shall be made available to the membership on request. Copies of the full bylaws as amended shall be prepared annually and made available on request to the membership not less than sixty (60) days prior to the annual meeting. The Board of Directors may establish a fee of not to exceed \$3.00 for complete copies of the amended bylaws.

Article IX

Liquidation

9.0. In the event of dissolution or liquidation of the corporation, after all outstanding indebtedness owed by the corporation shall have been fully paid, the remaining assets of the corporation, if any, or the proceeds thereof, if any, shall be distributed to the Voting Members of the corporation without priority and on a prorate basis.

Article X

Miscellaneous

10.1. Designated Guest Policy

Any single member in any classification of membership may select an adult person, 19 years of age or older as a member's "designated guest." This person shall have the same rights and privileges to use every facility in the club available to the member, whether or not the member accompanies the guest and whether or not the host member is present on the Club premises. Any member desiring to utilize this privilege must designate the guest in writing to the Board at the beginning of the calendar year, and that designation may not be changed during the calendar year. The host member is financially responsible for any charges incurred by the "designated guest." The member may revoke the designation at any time upon written notice to the Board, and in that event all privileges of the "designated guest" shall terminate immediately.

10.2. Medical Leave Policy

A golfing member who upon the advice of a physician, cannot golf for medical reasons, but otherwise can use the club, may be granted a medical leave, subject to approval by the Board of Directors. A golfer on medical leave has the same privileges and responsibilities as a Social member. They will be billed 1/12th of the annual cost of a social membership each month and also be subject to the minimum dining requirement. There will be no reinstatement fee when they return to golfing member status. A letter outlining the reasons for the request for medical leave should be sent to Board stating the nature and extent of the disability and the expected duration of the leave.

10.3. Dress Code

Appropriate golf attire shall be worn at all times on the golf course and practice facilities. Appropriate attire will be:

10.4. Men and Junior Boys:

A collared shirt or mock turtleneck must be worn at all times. Shirt and pants or tailored shorts (no cutoffs, gym shorts, sweatpants or swimsuits), and shoes are to be worn on the golf course, practice areas, putting greens, and in the Clubhouse. Attire not conforming to appropriate golf attire is not acceptable. Shorts are to be no shorter than mid-thigh. Sweatshirts and other weather-related protective clothing are acceptable provided they are not sporting logos which are profane, suggestive, or in poor taste.

10.5. Women and Junior Girls:

The dress code will be appropriate golf attire at all times. Skirts, pants, or tailored shorts (no cutoffs, gym shorts, sweatpants or swimsuits), and shoes are to be worn on the golf course, practice areas, putting greens, and in the Clubhouse. Sweatshirts and other weather-related protective clothing are acceptable provided they are not sporting logos which are profane, suggestive or in poor taste.

10.6. Pool:

All swimmers must wear shoes and shirt or cover-up to enter the Clubhouse. No dripping wet suits allowed in the Clubhouse. No street or golf shoes shall be worn on the pool deck.

10.7. Handicap Policy

In order to comply with USGA certification regulations, The Lewiston Golf & Country Club has adopted the following handicap policy. This policy follows closely the policy that is outlined by both the USGA and WSGA. It is intended to assure that all members post their scores and that they be posted accurately. The policy for players that either fail to post scores or post inaccurate scores will be:

First time offense: A warning letter will be issued.

Second time offense: The score will be posted to the player's record that is equal to the "lowest handicap differential" in that player's scoring record (the lowest round that the player has shot during the previous twelve months as per computer). This is the first offense action recommended by the WSGA.

Third time offense: A sanction equal to or greater than the penalty for the player's second time offense. This could be a penalty score agreed to by the golf committee, or a score of par or better, depending on the playing potential of the offender.

Fourth time offense: The offender will receive a letter, approved by the WSGA, freezing their handicap at an assigned level for a define period of time.

Appeals: At any time, the player may appeal any decision made by the golf committee. One must always remember that their handicap is a measure of their true playing potential. One is not expected to be able to shoot to their handicap every round.

10.8. Policy on Delinquent Accounts

Each member is billed on the last day of the month for the next month's dues, the current month's charges, and any special fees that may apply (such as Men's and Ladies') Association annual fees, handicap fees, etc.)

Each member is expected to pay his/her bill by the tenth (10th) of the month. Any bill not paid in thirty (30) days is considered delinquent and a charge of ½% will be added to the bill.

If a member's bill goes unpaid for over sixty (60) days, he/she will be sent a letter requesting payment within one week or the bill will either be submitted to a collection agency, or the member will be taken to small claims court. The member's privileges will be automatically suspended until the account is paid in full.