

Article I - The Name

The name of this group shall be “The Shawnee Country Club” (Club).

Article II – Purpose

The purpose of the Club shall be to promote fellowship and good will between its members, to sponsor and advance golf and similar sporting activities not for profit among its members which are normally incident to the operation of a year-round country club.

Article III – Address

The place of business and the mailing address of the Club shall be Shawnee Inn, River Road, Shawnee, PA 18356.

Article IV – Membership

The membership of the Club shall consist of four classes: Individual, Family, Corporate and Limited or Honorary:

- A Individual: Individual members are those who have paid an initiation fee and dues to Shawnee Inn as required.
- B Family: Family members are those who have paid an initiation fee and dues to Shawnee Inn as required. The membership shall include all immediate members of each such eligible family with the exception of sons and daughters who have attained their 23rd birthday (excepting full-time students) and/or married sons and daughters of any age.
- C Corporate: Corporate members are those corporations and other recognized business or professional entities that have paid an initiation fee and dues to Shawnee Inn as required and Membership Activities Fees to the Club for each person employed by the entity who plays golf or otherwise participates in Club activities. Corporate membership shall include all of the benefits of Individual and Family memberships. The entity must identify, in writing, all persons who will participate under the membership and a member designee. The membership will be in the name of the entity and the entity may name a new designee should the previous designee depart or retire. All designees and their successors are subject to the approval of the Board.
- D Limited or Honorary: Either classification would be applicable to such persons as may be designated by Shawnee Inn, whose privileges would be defined and authorized for indeterminate periods of time.
- E Approvals: all proposed members brought forth by the Club must be approved by Shawnee Inn. Proposed members brought forth by Shawnee Inn must be approved by the Board.

Article V – Termination of Membership

Any membership may be cancelled as herein provided by majority vote of the Board. The basis for cancellation shall be a finding by the Board that such member has failed, after reasonable notice, to pay dues, fees, charges or other accounts for the use of services and facilities or has engaged in conduct detrimental to the Club and its purposes. When it shall come to the attention of the Board that a member has failed to make required payments or has engaged in conduct as aforesaid, the Board shall appoint a committee consisting of (3) members of the Board which shall conduct a full and thorough investigation on such allegations, including an interview with the member. The committee shall thereafter present a written report to the Board setting forth the findings of its investigation. The Board shall thereupon make a final determination of the matter. Any member whose membership is thus cancelled shall not be entitled to any reimbursement of dues or any other prepaid fee.

Article VI – Fees

It shall be the responsibility of Shawnee Inn to establish all fees and charges for membership in the Club, except for the Membership Activity Fee (MAF), which shall be the responsibility of the Board. It shall be a prerequisite for continuation of membership as well as participation in SMGA and SWGA events that the MAF fee be received by the Club by May 1 of each year. Dues for SMGA and SWGA are established by the individual associations.

Article VII – Leaves of Absence

Any member may request a leave of absence upon application made in writing to the Board. The request may specify a reason for the leave of absence. The approval of any such request shall be at the discretion of the Board and shall be limited for a one-year period.

Article VIII – Directors

The affairs of the Club shall be managed by a Board as from time to time constituted.

- A Number: The Board shall consist of 13 directors, 10 of whom shall be members of the Country Club in good standing and the remaining 3 directors shall be appointed by Shawnee Inn, one of whom shall be the General Manager of Shawnee Inn.

- B Election: Of the 10 directors who are members of the Country Club, 7 shall be elected by the membership, one shall be appointed by the Board, and the remaining 2 director positions are reserved one each for the President of SMGA and the President of SWGA. These last 2 directors shall have the same rights and privileges as all other members of the Board. Should either or both already be members of the Board, their positions are to remain vacant.
- C Term: Of the 7 directors who are elected by the membership, 6 shall serve for a 3-year term and the one for a 1-year term. Three directors shall be elected at each annual meeting; 2 for a 3-year term and one for a 1-year term. The 2 candidates receiving the highest numbers of votes cast shall be elected for 3-year terms, and the candidate receiving the third highest number of votes shall be elected for a 1-year term. The director appointed by the Board shall serve for a 1-year term.
- D Appointments by Shawnee Inn: The 3 directors who are appointed by Shawnee Inn shall be appointed by the management of Shawnee Inn immediately following the Annual Meeting of the Club and they shall serve for a 1-year term.
- E Removal: The entire Board or any individual director, other than those appointed by Shawnee Inn, may be removed from office by a majority vote of the members at a meeting called for that purpose. In case the Board or any one or more directors be so removed, new directors may be elected at the same meeting to serve the remaining term of the director or directors so removed.
- F Limit: Elected members of the Board may serve no more than 6 consecutive years.
- G Responsibility: The Board is responsible for providing liaison between the membership and Shawnee Inn; and the planning, promotion and organization of the members' activities subject to coordination with other activities under the control of the General Manager. The Board shall be responsible for the approval of new members.
- H Compensation: Directors shall receive no remuneration for their services.
- I Regular Meetings: The Board shall meet each month at such place and time as may be fixed by the Board.
- J Special Meetings: Special meetings of the Board may be called by the President or by any 2 directors. Notice of such special meeting shall be mailed to each director no later than 2 days before the meeting date, or shall be communicated to such directors by fax, phone, E-mail or delivered in person before the meeting. Such notice may be waived by any director, and any meeting shall be a legal meeting without any notice having been given if all directors shall be present.
- K Quorum: At all meetings of the Board the presence of a majority of the Directors then in office shall be necessary to constitute a quorum sufficient for the transaction of business. Any act of a majority present at a meeting at which there is a quorum shall be the act of the Board.
- L Resignations: Any director may resign his position as such at any time by giving written notice to the President of the Club. Such resignations shall take effect at the time specified therein and the acceptance thereof shall not be necessary to make it effective.
- M Vacancies: Vacancies, except for directors appointed by Shawnee Inn, may be filled by a majority of the remaining directors, though less than a quorum or by a sole remaining director. Each director so elected shall hold office until his/her successor is elected at an annual or regular meeting, or a special meeting of the members. The members may elect a director at any time to fill any vacancy not filled by the directors.

Article IX – Officers

- A Executive Officers: The Officers of the Club shall be the President, one or more Vice-Presidents, a Treasurer, a Secretary, and such other Officers as from time to time the Board may deem necessary or expedient. The Officers of the Club shall be elected annually by the Board at the first meeting of the Board following the Annual Meeting of the members. Each such Officer shall hold office for a term of 1 year, and thereafter until a successor is elected.
- B President: The President shall be the Chief Executive officer of the Club. He/She shall, when present, preside at all meetings of the members and of the Board. The President shall consult with and direct the Officers of the Club concerning reports to be given at each meeting of the Directors upon all matters within his/her knowledge which in the interest of the Club may require to be brought to their notice. The President shall have additional powers, obligations and duties as may be assigned to him/her by the Board.
- C Vice-President: In the absence or disability of the President, the Vice-president in order of appointment shall perform all the duties of the President, and when so acting shall have the powers of

the President. The Vice-President shall have all such additional powers and duties as may be assigned him/her by the President or the Board.

- D Secretary: The Secretary shall keep a full and accurate record of all meetings of the members and the Board. He/She is responsible for all notices of meetings of the members and the Board. In addition, he/she shall perform such other duties as from time to time may be assigned to him/her by the Board.
- E Treasurer: The Treasurer shall have charge of and be responsible for receipts and disbursements of the membership Activity Fund (MAF). The Treasurer shall deposit, in the name of the Fund, all monies in such banks as shall, from time to time, be selected by the Board. The Treasurer shall render, whenever requested, but no less than annually, an account of the financial condition of the Fund. In addition, the Treasurer shall perform such other duties as may be assigned to him/her by the Board.
- F Subordinate Officers: The Board may elect such subordinate officers as it may deem desirable. Each such officer shall hold office for such period, and shall have such authority and perform such duties as the Board may prescribe.
- G Compensation: Officers shall receive no remuneration for their services.
- H Officers Holding More Than One Office: Two or more offices (except that of President and Secretary) may be held by the same person. However, no officer shall execute, acknowledge or verify any instrument in more than one capacity.
- I Removal: The Board shall have power at any regular or special meeting to remove an officer with cause. Such action shall be conclusive on the officer so removed.
- J Vacancies: At any regular or special meeting the Board shall have the power to fill a vacancy occurring in any office for the un-expired portion of the term.

Article X – Associations

The Board recognizes that there are the following associations: the Shawnee Women’s Golf Association (SWGA) and the Shawnee Men’s Golf Association (SMGA) and such other associations as may from time to time be formed and recognized by the Board. Such associations are required to have a copy of their by-laws submitted to the Board and any changes thereto on an annual basis. Any provisions of such by-laws that are inconsistent with by-laws of the Club shall be amended to conform.

Article XI – Fiscal Year

The Fiscal Year of the Club shall commence on April 1 of each year and end on March 31.

Article XII – Meetings

- A Annual Meeting: The Annual Meeting shall be held at a time chosen by the Board which time shall be during the last three calendar months of the year. The meeting shall be held at Shawnee Inn. At such Annual Meeting, Directors shall be elected, reports of the affairs of the Club shall be presented, and any other business may be transacted which is within the powers of the members.
- B Special Meetings: Special meetings of the members may be called at any time by the President or by the Board. Such meetings shall be held at Shawnee Inn.
- C Notice of Meetings: Notice of all meetings of the members, both annual and special, shall be given by the Secretary in writing to members entitled to vote. A notice may be given either personally or by mail. Such notice shall specify the day and hour of the meeting, and in the case of Special Meetings, the general nature of the business to be transacted. Notice of any meeting of members shall be sent no less than 10 days prior to such meeting.

Article XIII – Quorum

The presence of 50% + 1 members, represented in person or by proxy, shall constitute a Quorum for the transaction of business at all meetings of the members. A majority vote of a Quorum shall decide any questions before such a meeting. The members present at a duly called or held meeting at which a Quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a Quorum.

Article XIV – Voting

Every membership (4 classes of membership as herein defined) shall be entitled to 1 vote and may vote either in person or by proxy. All proxies must be in writing. All new members may vote only after having been a full member since July 1.

Article XV – Amendments

These by-laws may be amended only by a majority vote of the members present at a regular or special meeting of the Club, provided notice of the proposed amendment has been stated in the call of the meeting.

Article XVI – Procedure

Roberts Rules of Order shall apply to any power or procedure not provided for in these by-laws.