

**BY-LAWS
OF THE
LEBANON COUNTRY CLUB
LEBANON, PA**

Revised December 2020

**ARTICLE I
Name**

Section 1. The name of this club shall be the Lebanon Country Club.

**ARTICLE II
Meetings**

Section 1. The annual meeting of the members shall be held at the Lebanon County Club on a date determined annually by the Board of Governors, in the last quarter of each year at 7:00 o'clock P.M. A written or printed notice of such meeting shall be mailed to every member at least five (5) days before the date of the meeting and an email notification shall be sent at least two (2) weeks prior to the meeting.

The presence or ballot of fifty (50) members entitled to vote shall constitute a quorum at any meeting. A vote by a majority of members present in person or by ballot at any meeting shall be sufficient to transact any matter of business properly brought before said meeting except as otherwise provided in these By-Laws.

Section 2. At each annual meeting members shall elect the number of Governors specified in these By-Laws and shall transact such other business as may properly come before said meeting. Notice must be provided to the membership at least (30) thirty days before the date of the annual meeting of the purpose of any substantive motion from the floor to be considered at the annual meeting. Any members desiring to give any such notice shall so notify the Secretary in writing in sufficient time to allow such notice to be sent to the members with the call of the meeting.

Section 3. Special meetings of the members may be called at any time by the President, the Board of Governors, or at the request of at least twenty-five (25) members who are entitled to vote. At any time, upon written request of any person or persons entitled to call a special meeting as provided in this Section, the Secretary shall call a special meeting of the members to be held at such times as shall be specified therein, but not more than sixty (60) days after the receipt of the request for such meeting. A written or printed notice for every special meeting, specifying the purpose, time, and place thereof shall be mailed by the Secretary to the members of the Club at least thirty (30) days before the date of such meeting.

Section 4. Any annual or special meeting of the members may be adjourned for any period of time.

Section 5. Meetings of members shall be conducted according to parliamentary rules and usages set forth by the current Robert Rules of Order.

ARTICLE III

Board of Governors

Section 1. The business of the Club shall be managed by a Board of Governors, twelve (12) in number, four (4) of whom shall be elected annually to serve a term of three (3) years and until their successors are duly elected and qualified. However, Governors may not be elected for more than two (2) consecutive three (3) year terms. Effective January 1, 2010, the three (3) year term for elected Governors shall be on a calendar year basis. Newly elected Governors shall be permitted to attend Board meetings prior to the beginning of their term of office in order to familiarize them with the functioning of the Board. The term of Governors which would normally expire at the 2009 Annual Meeting shall be extended to expire on December 31, 2009.

Section 2. Every Governor must be a member of the club.

Section 3. Vacancies on the Board of Governors caused by the death, resignation, disqualification, or otherwise, of any Governor, who was previously duly elected and qualified, may be filled by the remaining members of the Board at any regular meeting and each person so elected shall be a Governor for the unexpired term of the vacancy. Any such vacancy shall be filled within a period of three (3) months.

(a) Any member of the Board of Governors who is absent for four (4) consecutive regularly scheduled meetings shall be removed from the Board of Governors.

(b) Any member of the Board of Governors who is absent for two-thirds of the regularly scheduled meetings in any one calendar year shall be removed from the Board of Governors.

(c) Vacancies occurring for the reasons set forth in Section 3 (a) or (b) above shall be filled in the manner set forth in Section 3 above.

Section 4. The meetings of the Board of Governors shall be held at such place as a majority of the Board may from time to time decide.

Section 5. A majority of all the Governors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Governors who are present at a meeting at which a quorum is present, shall be the acts of the Board of Governors.

Section 6. The Board of Governors shall meet for organization following the date when the newly elected Governors take office.

Section 7. Special meeting of the Board of Governors may be called by the President and shall be called whenever three (3) or more members of the Board so request in writing.

Section 8. Notice of every special meeting, specifying the business to be transacted thereat, shall be given by the Secretary, to each member of the Board at least one (1) day before the date of such meeting.

Section 9. The Board of Governors shall keep complete records of its proceedings in a Minute Book kept for that purpose alone. When a Governor shall request it, the vote of each Governor upon a particular question shall be recorded in the Minutes.

Section 10. The Board of Governors shall have charge of the funds and property of the Club, appoint agents or employees, supervise the same, and make such rules and regulations as they may deem

necessary or advisable. However, no money shall be borrowed or spent for a capital improvement in excess of \$75,000.00 except upon written ballot of a majority of the members. The Board must conduct a minimum of at least one (1) informational meeting in addition to the mailing of specific details of any capital improvement which would require a vote of the membership. The members shall be provided at least fourteen (14) days written notice by mail of the time and place of such meetings.

Section 11. The Board of Governors shall inquire into the eligibility of the applicants for membership and elect new members in accordance with the provisions of Section 2 of Article IV.

Section 12. The Board of Governors shall have the right to suspend or expel members of the Club by a two-thirds (2/3) vote taken by written ballot. The suspended or expelled member shall be entitled to have a hearing before the Board upon request in writing to the Secretary which must be sent within five (5) days of receipt of notice of suspension or expulsion, and member shall be heard at the next regular meeting of the Board, unless a special meeting is called by the Board for such or other purposes prior to the regular meeting, and if so then at such meeting. The Board shall after hearing, again vote and two-thirds (2/3) vote of the Board present at such meeting will be required to sustain the members appeal.

Section 13. The Board of Governors shall fix the annual dues and fees for the several classes of members of the Club.

Section 14. A member of the Board of Governors of the Club shall not be held personally liable for monetary damages for any action taken, or any failure to take any action, with regard to the affairs of the Club unless the Member of the Board of Governors has breached or failed to perform the duties of his office as required under Section 8363 of the Pennsylvania Director's Liability Act (relating to standard of care and justifiable reliance), and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the liability of a member of the Board of Governors for the payment of taxes pursuant to Federal, state or local law shall be limited to and governed by the particular statute(s) under which prosecution and/or enforcement is initiated. Governors, either as individuals or who are affiliated with companies doing business with the Club, shall be prohibited from serving on committees concerned with that Governor's business. Where a conflict of interest is identified, any such Governors shall be removed from the decision-making process, shall refrain from voting, and remove themselves from any Board discussion involving the proposed transaction.

Section 15. The Club shall indemnify any present or former Member of the Board of Governors or officer of the Club from any costs or expenses actually and necessarily incurred by him in any action, suit or proceeding to which he is made a party by reason of his holding such position, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania, provided that he acted in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the Club. An officer or member of the Board of Governors, however, shall not receive such indemnification if he is finally adjudicated to have been liable with a specific finding of self-dealing, willful misconduct, or recklessness. The Board of Governors may extend the indemnification to cover the good faith settlement of any action, suit or proceeding, whether formally instituted or not.

ARTICLE IV

Membership

Section 1. Application for Membership - Proposals for membership must be by written application and signed by two (2) sponsors who are members of the Club. The application shall set forth the candidate's full name, age, place of residence, business address, class of membership proposed, and the names of the two (2) sponsors. The primary sponsor shall furnish additional information as required by the Membership Committee. Application shall be submitted to the Chairman of the Membership Committee.

Section 2. Election - All applicants for membership shall immediately be referred to the Membership Committee who shall thoroughly investigate each applicant, meeting with the applicant and primary sponsor. Action to refer the application to the Board shall be by written ballot, four (4) votes being required to recommend favorably. All applicants shall be referred to the Board for vote. The Membership Committee shall attach a recommendation of (a) favorably recommended, or (b) not favorably recommended, or (c) no recommendation: four votes being required to favorably or not favorably recommend for membership.

Membership application shall be acted upon by the Board only after the applicant has been interviewed by the Membership Committee and ten (10) days after notice of the application has been posted in a suitable and prominent place in the Lebanon Country Club clubhouse for perusal by the voting membership. The voting membership shall have ten (10) days from the date of posting to register any objections to the applicant. The Board shall grant or deny final membership approval after expiration of such ten (10) day notice period. Thirty-five (35) individually written objections by members entitled to vote shall automatically deny the application.

On the question of admitting new members a written ballot of the entire Board of Directors including absentee ballots, shall be taken by the Secretary. Eight (8) affirmative votes shall be required to elect. Absentee ballots not received by the Secretary at the time of the regular meeting at which applicants are to be balloted on, shall be considered affirmative ballots.

Section 3. Children of Golf Family Members in good standing, who have not reached their thirty-first (31st) birthday and who have applied for Golf Membership and have been approved, shall be exempt from any then-existing waiting list for Golf membership.
Children of Social Family Members in good standing, who have not reached their thirty-first (31) birthday and who have applied for Social membership and have been approved, shall be exempt from any then-existing waiting list for Social membership

Section 4.

A. Membership Classification

Membership Class	Description	Privileges	Voting Rights
Social Single	Unmarried, divorced, or widowed individuals with or without children*	Unlimited use of club amenities Up to 4 rounds of golf per year	One
Social Family	Two adults living in the same household with or without children*	Unlimited use of club amenities Up to 4 rounds of golf per year	Two
Social Senior Single	Unmarried, divorced, or widowed individuals over age 75 with or without children*	Unlimited use of club amenities Up to 4 rounds of golf per year	One
Social Senior Family	Two adults over age 75 living in the same household with or without children*	Unlimited use of club amenities Up to 4 rounds of golf per year	Two
Golf Single	Unmarried, divorced, or widowed individuals with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	One
Golf Family	Two adults, age 41 and over living in the same with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	Two
Golf Family - Individual Golfer	Two adults living in the same household with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	Two
Golf Junior Single	Unmarried, divorced, or widowed individuals, age 21-30 with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	One
Golf Junior Family	Two adults, age 21-30, living in the same household with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	Two
Golf Intermediate Single	Unmarried, divorced, or widowed individuals, age 31-40 with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	One
Golf Intermediate Family	Two adults, age 31-40, living in the same household with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	Two
Golf Senior Single	Unmarried, divorced, or widowed individuals over age 75 & golf member for <u>the past</u> 5 years with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	One
Golf Senior Family	Two adults, over age 75 & golf member for <u>the past</u> 5 years, living in the same household with or without children*	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	Two
Special Golf Single	Unmarried, divorced, or widowed individual, golf member for 5 years, with or without children*	Limited golf privileges	One
Special Golf Family	Two adults, golf member for 5 years, living in the same household with or without children*	Limited golf privileges	Two
Commuter Golf Single	Unmarried, divorced, or widowed individual with or without children* living more than 20 miles and within 50 miles from LCC	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	One

Commuter Golf Family	Two adults, living in the same household with or without children* living more than 20 miles and within 50 miles from LCC	Unlimited use of club amenities 12 months unlimited golf Reciprocity Program	Two
Commuter Social Single	Unmarried, divorced, or widowed individual with or without children* living more than 20 straight line miles and within 50 miles from LCC	Unlimited use of club amenities Up to 4 rounds of golf per year	One
Commuter Social Family	Two adults, living in the same household with or without children* living more than straight line 20 miles and within 50 miles from LCC"	Unlimited use of club amenities Up to 4 rounds of golf per year	Two
Non-Resident Social	Persons who live more than 50 miles from LCC, with no other residence within 50 miles	Limited use of club amenities	No Vote
Non-Resident Golf	Persons who live more than 50 miles from LCC, with no other residence within 50 miles	Limited use of club amenities	No Vote
Corporate Membership	Corporations, businesses, or other bona-fide organizations. The board may establish a maximum number of participants or limit these programs to certain membership classes.	Use of club amenities will vary based on class	No Vote

*Definition of "children": unmarried, under age 23

Social members may play golf up to four (4) times per year upon payment of greens fees. Social members may host guests to play with them but may not sponsor guests in their absence.

- (i) Members in good standing may apply to the Board for approval to change their membership classification. Any change in classification is limited to no more than one time per 12-month period, unless in conjunction with age-based changes from Junior to Intermediate or Intermediate to full Golf.

B. Divorced membership policy

- (i) In the event of divorce, each spouse shall be entitled to continue membership of the same classification as held prior to the divorce. A divorced member who desires to continue Golf Family or Social Family membership must so notify the board in writing within thirty (30) days of the divorce decree. Otherwise, such membership shall automatically be converted into Golf Single or Social Single membership.
- (ii) Any Divorced member wishing to change from Social to Golf membership shall be subject to the same fees and requirements as any other Social member wishing to change to Golf membership.

C. Leave of Absence

- (i) The Lebanon Country Club relies on the year-round financial/commitment of its members. Any member in good standing may request a Leave of Absence (“LOA”) for bona fide reasons, for a period of up to one (1) year. To do so, the member must submit their reason in writing accompanied by the currently stated LOA fee (non-refundable if the LOA is approved) to the Board of Governors for approval. On approval by the Board of Governors, membership can be reinstated. The initiation fee shall be waived. However, the member must pay assessments incurred during that period.
- (ii) At end of the twelve-month LOA period the member must inform the club if they wish to resume as a full member of the club. Otherwise, the status will be changed to a resignation effective as of the start date of the LOA. The Board may renew an LOA at the end of the initial term for up to one additional year upon payment by the member of a new LOA fee.

- (iii) Reinstatement as a full member shall be upon approval by the Board and shall be effective upon payment of the LOA fee and any assessments incurred during the LOA.
- (iv) A member reinstated from LOA may not request a subsequent LOA for at least twelve months. A member shall be limited to two one-year LOAs in any five-year period. A member currently serving in the United States armed forces or reserves (“Military Member”) who has been deployed, and unable to utilize the club amenities, may submit a request for an LOA for the duration of the deployment, with no limit on the duration of the LOA, and with the LOA fee and assessments waived. Requests for a military LOA shall be reviewed by the Membership Committee and if satisfactory shall be forwarded to the Board of Governors for action. The military member may enjoy the amenities of the club while on leave during the deployment but will be responsible for any dining or other club charges incurred. The Military Member should provide at least annually an update of their status, and at end of the deployment the Military Member must inform the club within thirty days of their status and if they wish to resume as a full member of the club. Otherwise, the status will be changed to a resignation effective as of the start date of the LOA.

D. Resignation

- (i) Requests for resignation shall be reviewed by the Membership Committee and the Board of Governors.
- (ii) Requests for resignation received on or before the 15th of the month will be effective on the first of the following month. Requests for resignation received after the 15th of the month will be acted upon in the following month.
- (iii) Resignations ratified by the Board of Governors will be effective on the last day of the applicable month.

E. Reinstatement

- (i) A former member in good standing who wishes to reapply for membership to the club may do so after twelve months have elapsed since the effective date of their resignation.
- (ii) Said applicants shall be subject to the provisions in these By-laws as it pertains to prospective member applications and approvals, including the payment of applicable costs and the prevailing initiation fees.

F. Change in Membership

- (i) If a member changes from a Golf Membership to a Social Membership and wishes to return to a Golf Membership, the member must pay the current listing fee to be placed on any then-existing waiting list and must pay applicable costs and initiation fees when the member becomes a Golf Member. Any member who changes from a Golf Member to a Social Member must wait at least one (1) year before applying for membership as a Golf Member.

G. Special Golf Membership

- (i) Golf members in good standing for five (5) years or more and who meet the following condition may apply to the Board for approval to change their memberships to a Special Golf Membership:
 - (A) The golf member (or in the event of a family membership, either one of the golf members) has had a change in health and the member's physical condition does not allow the member to play more than nine (9) holes of golf during any day.
- (ii) In the event that an application for change of a golf membership to a Special Golf Membership is approved, such change shall apply to all persons entitled to play golf under such membership. A golf membership which has been changed to a Special Golf Membership shall be eligible for a subsequent change no more than one time per 12-month period.
- (iii) All persons entitled to play golf under a special Golf Membership shall only be allowed to play golf at times designated by the Club pro and approved by the Board. It is intended that such times shall not interfere with tee times of golf members. Special Golf Members shall not be entitled to play more than nine (9) holes in any day.
- (iv) Special Golf Members shall be entitled to participate in golf functions in which social members are entitled to play, provided that such functions do not require that more than nine (9) holes of golf be played in any day.
- (v) A wait list of Members wishing to convert their Memberships to Special Golf Memberships will be established by the Board of Governors at any time that the number of Special Golf Memberships is full.

H. Social Senior Membership

- (i) Social senior membership is available to anyone seventy-five (75) years of age or older. Members in good standing may apply to the Board for approval to change their membership classification to a Social Senior membership.
- (ii) Social senior members shall pay monthly assessments as determined by the board of directors and shall be entitled to all privileges of the club as a regular social member, including the right to vote.

I. Non-Resident Membership

- (i) Persons who live a distance of more than 50 miles from Lebanon Country Club and do not maintain a residence inside such area may apply for Non-Resident Membership.
- (ii) Applicants must:
 - (a) Complete a Membership application, signed by two (2) member sponsors.

- (b) Participate in the Membership process as described in Article IV, Sect. 2
 - (c) Pay the required initiation
 - (d) Pay monthly dues and assessments as determined by the Board of Directors
- (iii) All persons entitled to play golf under a Non-Resident Golf Membership shall only be allowed to play golf at times designated by the Club Pro, Monday through Friday, and weekends after 2:00 PM, and approved by the Board. It is intended that such times shall not interfere with tee times of Golf Members.
- (iv) Non-Resident Members may host guests to play with them but may not sponsor guests in their absence.
- (v) Non-Resident Members shall have no voting privileges.
- (vi) If a Non-Resident moves within or maintains a residence within the 50-mile radius, his Non-Resident status shall cease, and the Member may apply for regular Membership following normal application procedures.
- (vii) The Club shall have the unrestricted right at any time to terminate all Non-Resident Memberships. In the event any such terminated Member has been a Member for less than five (5) years at the time of such termination, the Club shall refund the initiation fees paid by such terminated Member.

J. Corporate Membership

The Board may establish and authorize programs to attract corporations, businesses or other bona-fide organizations provided such programs conform to the membership classifications and other provisions of these by-laws. Further, the Board may establish a maximum number of participants or limit these programs to certain membership classes.

K. Single Membership

For purposes of defining membership classifications a Single membership is intended for unmarried, divorced, or widowed individuals. Also included are married individuals who are legally separated.

L. Family Membership

For purposes of defining membership classifications a Family membership is intended for two (2) adults living in the same household.

M. Legacy Program

Children of LCC Members in good standing between the ages of 23 and 30 shall be eligible for Legacy Memberships.

- (i) This program is available to children of LCC Social or Golf Members in good standing, other than children of Non-Resident Members.

- (ii) Each child aged 23 to 30 is eligible for this program and should be enrolled separately (including spouses). The child is not required to be living with their parent.
- (iii) Billing will be through the parent's member number.
- (iv) The child's benefits cannot exceed that of their parent's membership class. If the parents are Golf Members, the 23-30-year-old child is eligible for the benefits of either Golf or Social Membership. If the parents are Social Members, the 23-30-year-old child is only eligible for the benefits of Social Membership. All benefits as described in Article IV, Section 4 including Social Members may play golf up to four (4) times per year upon payment of greens fees.
- (v) All rules of membership will apply.
- (vi) Dues/Assessments for Legacy Members will be set by the Board of Governors per the By-Laws Article III, Section 13.
- (vii) Legacy Members will not have voting rights.
- (viii) LCC's Board of Governors reserves the right to limit the number of Legacy Memberships available.

Section 5. The number of memberships shall not exceed Six Hundred Fifteen (615) including all classes. The maximum number in each class is as follows:

REGULAR GOLF	325
REGULAR SOCIAL	250
SPECIAL GOLF	20
NON-RESIDENT	20

In the event that the number of memberships or Golf memberships would exceed the foregoing limits as a result of a divorce in which both spouses continued their memberships the maximum number of memberships would be temporarily increased to include such divorced members until such time as a resignation or change of membership would decrease the number of memberships to conform with the above limits. A similar rule shall apply in the event a member on leave of absence returns or in the event that a child of a member becomes a Golf or Social member and causes the above limitations to be exceeded.

Section 6. Honorary Membership — There shall be no further Honorary Memberships unless approved by a majority of the members. The Board shall however, have the authority to grant certain specific club privileges to individuals as they deem appropriate. Such privileges shall be in writing and made a part of the Board minutes.

ARTICLE V

Officers

Section 1. The Board of Governors, at their organization meeting, shall elect a President, Vice President, Secretary, and Treasurer.

Section 2. President. The President shall preside at the meetings of the Board and of the members and in general shall perform such duties as are incident to his office or are prescribed by the Board. The President shall, subject to the approval of the Board, prescribe the duties of the other officers and employees and see to the proper performance thereof.

Section 3. Vice-President. The Vice-President shall perform such duties and do such acts as may be prescribed by the President and the Board of Governors, and in the event of the inability or refusal of the President to act, or in his absence, shall perform the duties and have the powers of the President.

Section 4. Secretary. The Secretary shall keep the Minutes of the meetings of the Board of Governors and of the Club. The Secretary shall see that the proper notices are given of all meetings of which notice is required; shall have custody of the seal and when necessary shall attest to the same when affixed to written instruments properly executed on behalf of the club; and generally shall perform such other duties as are incident to the office or shall be prescribed from time to time by the President or the Board of Governors.

Section 5. Treasurer. The Treasurer shall perform the duties usually incident to his office and such further duties as may be imposed by the Board of Governors. The Treasurer shall give bond in such sums as the Board may require and approve. The Treasurer shall be Chairman of the Budget and Finance Committee.

Section 6. Assistant Secretary. The Board shall have the authority to employ an Assistant Secretary who shall have the power to perform the duties incident to the office of Secretary, and have such other powers and duties as may from time to time be prescribed by the Board.

ARTICLE VI Committees

Section 1. The President of the Board of Governors shall at its first regular meeting following any Annual Meeting of the members appoint the following standing committees and any other committees required and designate a chairman of each such committee to serve for the period of one (1) year subject to the approval of said Board of Governors.

Standing Committees

Section 1. (a) EXECUTIVE COMMITTEE

Shall consist of the President, Vice President, the Secretary, the Treasurer, and the immediate past President. It shall be the duty of the Executive Committee to review matters brought to its attention and to make recommendations to the Board for Board action. It shall have power to transact business of the Club during the interval between Board meetings, provided such action does not conflict with policies and expressed wishes of Board. It shall report any actions taken to the Board at the Board's next regular meeting.

- (b) HOUSE
- (c) GREEN
- (d) GOLF
- (e) MEMBERSHIP
- (f) BUDGET/FINANCE
- (g) TENNIS
- (h) POOL
- (i) NOMINATING
- (j) STRATEGIC PLANNING
- (k) PERSONNEL COMMITTEE

Section 2. The duties and responsibility of each of the above-named committees shall be determined by the Board of Governors.

ARTICLE VII

Voting

Each voting member in good standing shall have the right to vote by secret written ballot on all matters of election of Board of Governors, all By-Law amendments, or any capital improvement in excess of \$75,000.00, and on any other substantive matter brought before a membership meeting at any regular or special meeting. However, any capital improvements in excess of \$75,000.00 that only affects the golf members and are scheduled to be paid for by golf member assessments shall only be voted on by golf members in good standing. The Board of Governors may not overrule any lawful vote of the Members. All such matters shall be decided by a majority of the written ballots cast at such meeting.

Whenever approval by a majority of the members is required in these By-Laws, such terms shall mean approval by a majority of the written votes cast at any regular or special meeting.

ARTICLE VIII

Nominating Committee

Section 1. Annually, the Nominating Committee shall be responsible for the selection of a minimum of four (4) Members who will be nominees to fill the expiring Board of Governor positions. The Governor candidates selected will require the approval of the majority of the Board. The members of the Nominating Committee shall be appointed by the Board and shall be comprised of: the immediate past President, two (2) members of the Board and two (2) At Large Members. A member may not serve two (2) consecutive terms on the Nominating Committee.

Section 2. The Nominating Committee shall select candidates for Governor and deliver a letter listing said candidates to the Board together with a short biography of the candidates. The Board may nominate such candidates, or any other candidates of their choosing. The candidates nominated by the Board shall be immediately posted on the Club bulletin board and shall further be published in the September issue of the Club Newsletter, or otherwise communicated to the members at least thirty (30) days before the date of the Annual Meeting.

Section 3. Additional candidates for Governor may be nominated by delivery of an original petition calling for the inclusion of a specific nominee for the purpose of election to the Board of Governors. Said petition must have original signatures of at least thirty (30) members eligible to vote and must be delivered to the Club Secretary not later than the third (3rd) Thursday of September. No member can sign more than one petition for one nominee for Governor. Upon receipt of such petition, the Secretary shall add such candidate(s) name(s) to the original posting noting that the additional candidates name appears as a result of the petition.

Section 4. The Secretary shall have ballots printed containing all election materials, listing all candidates for the Board of Governors in alphabetical order as submitted by the Nominating Committee as well as the name of any candidates by petition and shall be so identified. No other ballots shall be noted or counted by the Judge of Elections. Ballots containing votes for nominees other than those listed on the ballots shall be voided and not counted. Notwithstanding the provisions of this Section 4, no election or balloting shall be required for Governors unless the total number of candidates nominated by the Nominating Committee and by petition exceeds the number of vacancies to be filled. All ballots shall be mailed to the membership not later than thirty (30) days prior to the annual meeting.

Section 5. The Board may adopt rules and regulations governing voting procedures not inconsistent with the provision of this Article VIII.

ARTICLE IX
Amendments

These By-Laws may be amended at any regular meeting of the members, or at any special meeting called for that purpose, by the vote of the majority of the members. Notice of the meeting, including a copy of the proposed amendments, shall be given to the members at least thirty (30) days before the meeting. Any amendment of these By-laws to increase the number of Special Golf Memberships shall require a vote of two-thirds of the members of the Board of Governors, in addition to approval by the vote of a majority of the members.

ARTICLE X
Friends of Lebanon Country Club, LLC

Notwithstanding any provision contained in the By-Laws to the contrary, until all amounts owed by the Club to Friends of Lebanon Country Club, LLC are repaid in full, the By-Laws are hereby amended to include the following provisions, and any inconsistent provision in the By-Laws shall be of no force or effect:

The Board of Governors shall be comprised of not more than six (6) members who shall be nominated, appointed, and removed by Friends of Lebanon Country Club, LLC.

The By-Laws may only be amended by mutual action of the members and the Board of Governors.

Upon repayment of all amounts owed by the Club to Friends of Lebanon Country Club, LLC, the above amendments to the By-Laws shall be automatically rescinded.