

**Ligonier Country Club By-Laws**  
As Revised October 13, 2020

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**ARTICLE I - Ligonier Country Club**

**Section 1 – Name**

- 1. The name of the corporation shall be “Ligonier Country Club” and for designation purposes is referred to in these By-Laws as the “Club”. The Charter is recorded in Corp. Book Vol. 17, Page 312, in the Office of Recorder of Deeds, Westmoreland Country Pennsylvania.

**Section 2 – Location**

- 1. The office of the Club shall be located on real estate described as Ligonier Country Club, situated in the Township of Ligonier, Country of Westmoreland, and State of Pennsylvania. The Post Office address of the Club shall be Ligonier, Pennsylvania.

**Section 3 – Object**

- 1. The purpose for which the Club is formed is to afford consistent sports and recreation, the preservation and enhancement of an active wholesome, social structure better to promote mutual friendship among the people of this community and between the people of this and other communities, and to such end, function in any manner not in violation of law and without jeopardizing its own welfare, as may tend to improve living conditions of its members and the economic status of this neighborhood.

**Section 4 – Fiscal Year**

- 1. The fiscal year of the Club shall coincide with the calendar year, beginning January 1 and ending December 31 of each year.

**Section 5 – Interpretation**

- 1. Whenever the context requires, words in the singular shall include the plural, and the masculine gender shall include the feminine and neuter, and vice versa.

## **ARTICLE II – Board of Governors**

### **Section 1 - Organization**

1. The entire management of the Club, its affairs, properties, and assets are vested in a Board of Governors, consisting of seven members of the Club, elected as provided in Article V, Section 2, subject to the mandates of the members at their Annual Meeting, or at any special meeting called for the purpose of acting upon affairs of the corporation.
2. For designation purposes, The Board of Governors will hereafter be referred to as the Board.

### **Section 2 – Powers**

1. All decisions of the Board shall be by majority vote of the Governors present except where otherwise provided.
2. In addition to any and all powers conferred upon the Board by Law, and by the Articles of Incorporation of the Corporation, these By-Laws, without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Board the following authority:
  - a. To examine and adjudge the qualification of each applicant for membership, being hereby granted full and final authority to accept or reject any such membership application, in accordance with Article V, Section 1.
  - b. To hear and determine charges made against any member, full and final authority being hereby granted to reprimand, to suspend, and to expel any member in accordance with Article VII, Section 2 and Section 7. A member may be privately disciplined for cause upon the affirmative vote of a majority of the Board, but suspension, or expulsion shall require the affirmative vote of 5 of the 7 Governors.
  - c. To elect from its members a President, a Vice-President, a Secretary, and a Treasurer, annually at its first meeting after the Annual Members' Meeting in each year, as prescribed in Article V, Section 3.
  - d. To appoint a Nominating Committee to select and recommend names of members to be posted as nominees for Governors, in accordance with Article V, Section 2, Paragraph 2.
  - e. To authorize the President to appoint such standing and other Committees as in their judgment are necessary for the proper management of the Club, to define and delegate the duties and powers of such Committees and, through a Finance Committee, to approve any presented budget for each Committee.
  - f. To determine initiation fees, if any, and annual dues in accordance with Article VII, Section 6.
  - g. To make, alter, or amend Club Rules and provide penalties for infractions of Rules and By-Laws, as prescribed in Article VIII.
  - h. (1) To make or authorize the purchase of materials, supplies, and equipment, and to contract for whatever may be reasonably required in the operation and maintenance of the Club.  
  
(2) To make such alterations and improvements in the real property of the Club and in the Club facilities not exceeding \$50,000 or a value equal to 18% of Members' Equity in the club, whichever is greater, in any continuous 12-month period, or modify or discontinue any Club facilities, where such action in their discretion is necessary or expedient.

- i. To assess, when needed for the sole purpose of maintaining operations of the Club and after exhausting charitable requests, an amount not to exceed \$250 in any given fiscal year, to full Golf members. Any further assessment in said given year, will be recommended to, and voted on by the Proprietary Membership at the Annual or a Special meeting.
- j. To appoint delegates to various associations.
- k. To remove a Governor from the Board for cause. A Governor who is absent from 3 regular consecutive meetings of the Board, without permission of the Board, may be removed from the Board of Governors by vote.
- l. To choose a successor who shall hold office until the next annual election in the event of a vacancy in the office of any Governor, or the President, Vice-President, Secretary, Treasurer, or other officer.
- m. To direct the President to call special meetings of the Club in accordance with Article VI, Section 2.
- n. To employ at any time one or more Public Accountants, not members of the Club, to audit the books of the Club or of any officer, employee, committee, or agent thereof.
- o. To employ at any time a General Manager, Controller or other manager, whose duties may include those listed under Article III.
- p. To select and elect as Honorary Members of the Club, not exceeding ten (10), any individual who in the opinion of the Board have rendered special service to the Club and to establish for such Honorary Member whatever fees and dues that may seem fair and equitable. Election of Honorary Members shall be by not less than two-thirds vote of all Governors of the Club.
- q. To elect a presiding officer in the event that both President and Vice-President offices are vacant.
- r. To provide, at its discretion, for compensation of any of the officers in such amount or amounts as is deemed proper.

**Section 3 – Limitations of Personal Liability of Governors; Indemnification of Governors, Officers and Other Authorized Representatives**

1. *Limitation of Personal Liability of Governors.* A governor of the corporation shall not be personally liable, as such, for monetary damages for any action taken, unless:
  - a. The governor has breached or failed to perform the duties of his or her office as defined in Section 3.02 below; and
  - b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
2. The provisions of this Section shall not apply to (a) the responsibility or liability of a governor pursuant to any criminal statute; or (b) the liability of a governor for the payment of taxes pursuant to local, state or federal law.
3. *Standard of Care and Justifiable Reliance.* A governor of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a governor, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a governor shall be entitled to rely in good faith

on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the corporation whom the governor reasonably believes to be reliable and competent in the matters presented;
  - b. Counsel, public accountants or other persons as to matters which the governor reasonably believes to be within the professional or expert competence of such person;
  - b. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the governor reasonably believes to merit confidence.
4. A governor shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
- a. In discharging the duties of their respective positions, the Board, committees of the board and individual governor may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
  - b. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a governor or any failure to take any action shall be presumed to be in the best interests of the corporation.
5. *Indemnification in Third Party Proceedings.* The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful of the judicial district embracing the county in which the registered office of the corporation is located.
6. *Indemnification in Derivative Actions.* The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Westmoreland County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and

reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

7. *Mandatory Indemnification.* Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3.03 or Section 3.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
8. *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Section 3.03 or 3.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
  - a. by the Board by a majority vote of a quorum consisting of governors who were not parties to such action, suit or proceeding; or
  - b. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested governors so directs, by independent legal counsel in a written opinion.
9. *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized above.
10. *Indemnification of Former Representatives.* Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.
11. *Insurance.* The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a governor, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a governor, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.
12. *Reliance on Provisions.* Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

### **ARTICLE III - Officers**

#### **Section 1 – Titles**

1. The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer, elected as provided in Article V, Section 3.
2. One person may hold only the two offices of Secretary-Treasurer at the discretion of the Board and if the duties thereof are not incompatible.
3. Any vacancy in office shall be filled by appointment by the Board for the unexpired term.

#### **Section 2 – Duties of President**

1. The President shall be the Chief Executive Officer of the Corporation, performing any and all legal duties under the Articles of Incorporation and incident to the corporate office of President.
2. He or she shall preside at all meetings of the Club and of the Board of Governors.
3. He or she shall call special meetings of the members of the Club as provided in Article VI, Section 2.
4. He or she shall enforce all rules and regulations of the Club and shall, by and with the consent and approval of the Board, have the right to appoint or employ all officers, employees, and servants not otherwise herein provided for.
5. With the consent and approval of the Board of Governors, he or she shall appoint all committees, except the Nominating Committee, select the Chairman of each of such committees and fill any vacancies in such committees by appointment. He or she shall be an ex-officio member of all such committees.
6. He or she shall make annual reports to the Governors and members.
7. With the Secretary, and in his capacity as Chief Executive Officer of the Corporation, he or she shall sign all written contracts, obligations, and instruments of the Club and shall have charge of the general supervision and control of the Club and its management.
8. He or she shall perform all other such duties as properly may be required of him by the Board.

### **Section 3 – Duties of Vice-President**

1. In the absence of the President, the Vice-President shall perform all his duties; and if the office of President should become vacant, the Vice-President shall hold the office of President until the next election.

### **Section 4 – Duties of Secretary**

1. The Secretary shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Secretary.
2. He or she shall be the custodian of the corporation seal and affix it to all such written documents as require it. He or she shall sign or countersign all such instruments as may require his signature as a corporate officer of the Club.
3. He or she shall conduct or cause to be conducted all official correspondence of the Club and shall see that such correspondence is properly preserved and filed until otherwise disposed of by the Board.
4. He or she shall issue or cause to be issued all notices of all meetings of members of Governors and shall keep the minutes and records thereof.
5. He or she shall maintain membership records, minute book, case-income and expense distribution as required by PCLB Regulation RV, Title 31, effective 3-28-46. He or she shall notify or cause to be notified in writing each applicant elected of his election to membership, and upon completion of each membership he or she shall transmit or cause to be transmitted to each new member a Membership Card in such form as may be authorized and approved by the Board of Governors.
6. He or she shall be responsible for posting all Club notices in whatever place on the Club premises that may be designated by the Board.
7. He or she shall collect fees and dues from members, shall by letter or otherwise regularly advise delinquents of their unpaid indebtedness, and shall turn over all monies collected to the Treasurer of the Club.

8. He or she shall be an ex-officio member of all Committees, except the Nominating Committee.
9. He or she shall perform all other duties the Board of Governors shall assign to him.

#### **Section 5 – Duties of Treasurer**

1. The Treasurer shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of the Treasurer.
2. He or she shall sign or countersign all such instruments as may require his signature as a corporate officer.
3. He or she shall be the custodian of all Club funds, receiving all fees and dues collected by the Secretary and depositing all Club funds in a depository to be designated by the Board.
4. He or she shall disburse the Club funds as authorized by the Board. He or she shall keep or cause to be kept proper vouchers of all sums disbursed and complete and regular accounts in accordance with a system satisfactory to the Board of Governors.
5. Upon request by the Board, he or she shall submit to the Board complete information as to the financial condition of the Club, and, at the Annual Meeting of Proprietary Members, shall submit a complete and comprehensive statement of the Club's financial affairs, properly audited by Public Accountants employed by the Board.
6. He or she shall perform all other such duties as may properly be assigned to him by the Board of Governors.

#### **Section 6 – Compensation**

1. No salary or other compensation shall be paid any officer of the Club, except when specifically provided for by action of the Board.

### **ARTICLE IV – Committees**

#### **Section 1 – Formation and General Rules**

1. Standing committees and other committees shall be appointed by the President with authority of the Board, except where otherwise provided, in accordance with Article III, Section 2, Paragraph 5.
2. Vacancies in committees shall be filled by appointment by the President, as provided in Article III, Section 2, Paragraph 5.
3. Each committee shall be composed of as many members or Governors, or both, as the Board may determine. Committee appointments may be for one year or less in the discretion of the Board.
4. The Board shall provide each committee with a set of Rules for members and guests with respect to the specific activity for which each such committee may have responsibility, and with respect to the committee's own function.
5. No committee shall have the right to obligate the Club in any way or in any sum in excess of the specific budgeted amount established for its use for the current year by the Finance Committee.
6. All committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority as is specifically defined herein and as may be delegated to them by the Board.



## **Section 2 – Standing Committees**

1. The standing committees shall be as follows: Finance, House, Golf, Greens, Membership and Social.

## **Section 3 – Duties and Responsibilities**

1. The Finance Committee shall have general supervision of the financial affairs and formulate the financial policies of the Club. Prior to the end of November each year, it shall prepare and present to the Board a proposed budget of expenditures for the ensuing year; recommending specific appropriations for each standing or other committee. It shall cooperate with the Board in formulating rules and regulations governing its own functioning as a Committee.
2. The House Committee shall have full charge of the Clubhouse, locker rooms, and any and all field buildings where refreshments, articles, or supplies are sold. Keeping within the budgetary allowance established by the Finance Committee, it shall have the authority to make all purchases necessary for the proper maintenance and operation of every building and facility under its charge, and with the approval of the Board to engage, supervise, or discharge a Manager or other Clubhouse employees and determine the compensation to be paid each. It shall determine the prices to be charged for all articles and supplies served in any building under its jurisdiction, and shall prescribe the special terms and conditions upon which members and guests may use the facilities under its charge for private occasions. It shall cooperate with the Board in formulating general rules governing the ordinary use of the facilities of the Clubhouse and other buildings by members and guests, and governing its own functioning as a Committee.
3. The Greens Committee shall have full charge of the water system, golf course, roads, walks, paths, parking lot and keeping within the budgetary allowance established by the Finance Committee, it shall have the authority to purchase such tools, machinery, articles, and supplies as are necessary to maintain them in the best possible condition, and with the approval of the Board employ, supervise, or discharge a Greens keeper and assistants and determine the compensation to be paid each. It shall cooperate with the Board in formulating rules governing the use of the golf course by members and guests and governing its own functioning as a Committee.
4. The Golf Committee shall arrange and conduct all tournaments, exhibition matches, and other special golf and other events, obtaining the concurrence of the Greens Committee, Ladies Golf Association or other Committee in determining dates of any such events, and notify members as to such dates and the conditions pertaining to such events. The Golf Committee, with the approval of the Board, shall employ, supervise or discharge a golf professional and determine the compensation to be paid. Always keeping within its budgetary allowance established by the Finance Committee and with approval of the Board, it shall have authority to employ, supervise, or discharge extra tournament personnel, and to purchase such additional tools, machinery, articles, or supplies as may be necessary for the efficient conduct of such special events. It shall have full charge of all publicity for such special events, and shall select, purchase, and award the prizes that shall be won by the contestants. It shall fix or delegate the handicaps of all contestants. It shall cooperate with the Board in formulating special tournament rules governing contestants, caddies and all other tournament employees, members and spectators, and governing its own functioning as a Committee. It shall determine, establish and post any and all local rules for the course.
5. The Membership Committee shall have authority to investigate the desirability and fitness of every applicant for membership and report its findings and recommendations to the Board. It shall endeavor to obtain desirable prospective members and new applications whenever memberships are available or in prospect. With the Board's approval, it shall have the authority to publicize the advantages of Club membership in any way deemed advisable and to purchase the necessary advertising matter, application forms, and other printed matter, within the budgetary allowance established by the Finance Committee. It shall cooperate with the Board in formulating proper rules for receiving and passing on membership applications, and for its own functioning as a Committee.
6. The Social Committee shall have full charge of all Club social events such as dances, dinners, house games, children's entertainment and recreation; always with the concurrence of the House Committee.

Keeping within its budgetary allowance established by the Finance Committee, it shall have the authority to employ orchestras and professional entertainers, determine the compensation to be paid each, and purchase favors, prizes, and any other necessary supplies, articles or equipment. It shall be responsible for the attendance at all Club functions, seeing to it that only those persons entitled to attend are admitted. It shall have charge of all Clubhouse decorations for any function it conducts and for any holiday occasions.

## **ARTICLE V – Elections**

### **Section 1 – Members**

1. Any person of good moral character, who may desire to become a member of the Club, shall present or cause to be presented to the Board, an application, on the form approved and supplied by the membership Committee, signed by himself and two Proprietary Members of the Club, in good standing, as sponsors for him, and accompanied by funds to pay dues for the ensuing period.
2. As soon as such application shall have been received it shall be referred to the Membership Committee, who will investigate the applicant's qualification for membership.
3. If satisfied, the Membership Committee will forward the application for approval signature by the President or Secretary.
4. If the Membership Committee decides that the applicant will not be a desirable member, it shall forward the application to the Board with its recommendation to reject, and the Board shall at its next meeting determine whether such application should be approved or returned to the applicant along with any dues collected from him.

### **Section 2 – Governors**

1. The Board of Governors shall be comprised of seven Proprietary Members who shall be elected for terms of three years each. As each term expires the successor shall be elected at the annual meeting of the Club, which election shall be by ballots counted by two tellers appointed by the President for that purpose, neither of whom shall be a member of the Board. If any vacancy should occur on the Board of Governors, the remaining members of the Board of Governors shall fill such vacancy by appointing a willing Proprietary Member to hold the office until the next annual election, at which election a Proprietary Member shall be elected to the office for the remainder of the unexpired term.
2. The Board shall, at least 45 days preceding the Annual Meeting, appoint a Nominating Committee of three Proprietary Members of the Club, not more than one of whom shall be a member of the Board, and such Committee shall nominate at least as many Members of the Club as candidates for Governors as there are vacancies to be filled. Any nominated member must become a Proprietary Member prior to the Annual meeting. The list shall be mailed (by U.S. Postal Service or electronic mail return receipt) to each Proprietary Member of the Club by the Secretary at least 15 days before the Annual meeting. Other Proprietary Members may be nominated for Governors by any Proprietary Member at the Annual meeting.
3. Only Proprietary Members in good standing, with current annual dues paid, shall be eligible for nomination for election to the Board of Governors.

### **Section 3 – Officers**

1. At its first regular meeting after each Annual Meeting of members, the Board shall elect from its own members a President, a Vice-President, a Secretary, and a Treasurer who shall hold office for one year and until their respective successors are elected.

## **ARTICLE VI – Meetings**

### **Section I – Annual Club Meeting**

1. The Annual Meeting of the Club shall be held in the Clubhouse or in Ligonier, Pennsylvania, the place to be determined upon by the Board, on the first Wednesday of May of each year, for the election of Governors, and for the transacting of other business, which properly may be brought before the meeting for action. Notice of this Annual Meeting shall be mailed (by U.S. Postal Service or electronic mail return receipt) by the Secretary to each member, at least thirty (30) days before the date of the meeting. A copy of the financial report will be mailed (by U.S. Postal Service or electronic mail return receipt) to each Proprietary Member when received by the Board.
2. Should it be prudent, fair, and/or necessary, electronic voting and internet streaming will be incorporated into the annual meeting.
3. At the Annual Meeting, the Board of Governors shall present the financial report for the preceding fiscal year.
4. In the unusual event that the annual meeting must be postponed, the Board of Governors shall establish an alternative date as reasonably soon as possible thereafter, maintaining compliance with the 30-day notice requirement and promulgation of the financial report.

### **Section 2 – Special Club Meetings**

1. Special meetings of the Club shall be called by the President, acting on behalf of the Board of Governors, or upon the written application of 15 Proprietary members, filed with the Secretary. Special meetings shall be held in the Clubhouse or in area of Ligonier, Pennsylvania, the time and place to be determined by the Board. A notice giving the time and place of the meeting and stating the nature of the business to be transacted shall be mailed (by U.S. Postal Service or electronic mail return receipt) by the Secretary, to each member of the Club; at least five (5) days prior to the meeting. No other business than that stated may be transacted at such Special Club Meetings.

### **Section 3 – Board Organization Meeting**

1. The organization meeting of the Board of Governors shall follow within one week after the Annual Meeting of the Club.

### **Section 4 – Regular Board Meetings**

1. Regular meetings of the Board of Governors shall be held monthly at the Clubhouse or at such place in the area of Ligonier, Pennsylvania as the President shall designate, and on such dates as shall be designated by the Board.

### **Section 5 – Special Board Meetings**

1. Special meetings of the Board of Governors shall be held on call of the President, acting on his own initiative or upon written application of 5 members of the Board, such meetings to be held at the Clubhouse or in the area of Ligonier, Pennsylvania, the time and place to be designated by the President. Notice of such special meetings of the Board shall be mailed to all the Governors not less than three (3) days before the date of such meeting and shall state the purpose thereof. Should special circumstances, as determined and/or approved by the President, justify the need for an emergency/special meeting of the Board, notice of such meeting can be by telephone notification; as early as possible before such meeting.

### **Section 6 – Quorum of Club Meetings**

1. A majority of the Proprietary Members of the Club represented in person, electronically attending or by proxy shall constitute a quorum at any meeting but less than that number may adjourn the meeting to a fixed date without further notice thereof. Only Proprietary Members in good standing, with current annual

dues paid, shall be eligible to attend club meetings and/or to vote on matters brought before the Proprietary Membership.

### **Section 7 – Quorum of Board Meetings**

1. A quorum at any meeting of the Board of Governors shall consist of four Governors, except in expulsion proceedings when the quorum shall be five Governors.

### **Section 8 – Order of Business at Club Meetings**

1. The Order of Business at the Annual Meeting of the Club shall be as follows: Call to order and roll call, reading and disposition of any unapproved minutes, reports of Officers and Committees, election of Officers (at Annual Meeting of Board), unfinished business, new business, adjournment.

### **Section 9 – Parliamentary Rules**

1. In the conduct of all meetings, either membership or Board, Robert's Rules of Order shall govern.

## **ARTICLE VII – Membership**

### **Section 1 – Classes**

1. There shall be three classes of membership: Proprietary Membership (Golf and Social Privileges), Associate Membership (Golf and Social Privileges), and Social.
2. In addition, there shall be such sub-classes of membership as the Board may decide. Such sub-classes may include, but need not be limited to the following: Junior, Junior Intermediate, Senior Intermediate, Senior and Non-resident.

### **Section 2 – Proprietary Members**

1. Proprietary Members shall be such resident Golf members as are bona-fide holders of one owned and fully paid Proprietary Membership Certificate at the nominal par value of \$100.00. Either or both spouses under a Family Golf membership, may own a Proprietary Membership Certificate. A Proprietary Membership Certificate may be transferred between spouses under a Family Golf Membership and may be transferred to a surviving spouse under a Family Golf Membership upon the death of the certificate holder provided the surviving spouse maintains a Golf membership. No Proprietary Member shall own more than one Proprietary Membership Certificate.
  - a. *Rights and Obligations.* Proprietary Members only are qualified to attend meetings of the club, and from their number shall be selected the members of the Board of Governors. Proprietary Memberships shall be acquired by purchase from the Treasurer subject to the approval of the Board of Governors. In all elections and in all cases to be determined by vote of Proprietary Members each Proprietary Membership Certificate shall entitle its owner to one vote either in person, virtually present or by proxy. (Proxies returned for the Annual Meeting with no attorney named therein shall be distributed equally to the members of the Board present to be voted by them.) Such ownership must have been on record upon the books of the club for a period of thirty days prior to meeting at which it is to be voted.
  - b. *Ownership.* Proprietary Members shall be the sole owners of the club property and in the event of dissolution shall be entitled to receive the entire net proceeds of the sale of the club property, distributed pro rata to the holder of each Proprietary Membership Certificate as each certificate shall bear to the total par value of certificates issued and outstanding.

- c. *Value.* The total amount of such certificates shall be determined by the Board of Governors, but in no case exceed in total par value the total original cost of all real estate or the total sum of FIFTEEN THOUSAND DOLLARS (\$15,000.00), the lesser of the two amounts to govern.
  - d. *Voting and Amendments.* The majority must direct and control consistently with the general and special laws of the organization of which they are component parts. Any departure from the original purpose of the corporation must be ratified by affirmative vote of all Proprietary membership certificates or waiver obtained from owners of certificates not voted. The majority in interest may set such requirements aside provided that it can be definitely shown that the minority interest was not materially injured by such action.
  - e. *Punitive measures.* Proprietary Members may be reprimanded, suspended or expelled for offenses that seriously injure the interests of good government of the corporation. Any adverse behavior detracting from the reputation of the Club shall be heard and decided by the Board of Governors. Reprimands, suspension and expulsion shall be at the discretion of the Board of Governors as provided in Article II, Section 2, Paragraph 2-b.
2. All Proprietary Members shall have the right to examine the records of the Club at reasonable times and for reasonable purposes.
  3. In the event any Proprietary Member remains inactive for a period of one year during which time he or she does not pay Golf dues to the Club, the Club thereupon shall have the option of calling that Member's certificate for redemption at a price of \$150 or as may be periodically adjusted by the Board of Governors.
  4. Only Proprietary Members in good standing, with current annual dues paid, shall be eligible to attend Club Meetings and to vote on actions brought before the Proprietary membership, including the election of members of the Board of Governors.
  5. A current list of Proprietary Members will be maintained in the office and may be furnished to any current Proprietary Member upon request.

### **Section 3 – Associate Members**

1. An Associate Member shall be eighteen years of age or over. He or she shall have all of the privileges herein granted to a Proprietary Member except the right to vote and to hold office, and shall pay such initiation fee and annual dues as are established by the Board for his class of membership.

### **Section 4 – Family Members**

1. Any member's spouse or partner, or unmarried child under the age of eighteen and living in the same home, shall have the right to become a Family Member. A Family Member shall pay such initiation fee and annual dues as established by the Board.

### **Section 5 – Honorary Members**

1. An Honorary Member is one who renders special service to the Club, is elected to Club membership by the Board in accordance with Article II, Section 2, Paragraph 2-n. He or she shall have all privileges of the Club. He or she shall pay no initiation fee or annual dues, or he or she shall pay a reduced fee or dues, as the Board may determine. His membership may be cancelled at any time at the discretion of the Board.

### **Section 6 – Fees and Dues**

1. The initiation fee, if any, and annual dues for each class and sub-class of membership shall be prescribed by the Board, who shall also determine the basis on which such fees and dues shall be paid.

## **Section 7 – Reprimand, Suspension, and Expulsion**

1. The Board has the authority to privately discipline, or to reprimand, suspend, or expel any member for cause, as provided in Article II, Section 2, Paragraph 2-b. Such cause may consist of the violation of any By-Laws or Rule of the Club, or of conduct which, in the opinion of the Board, is prejudicial to the Club's welfare, or to the good order and discipline therein or upon its premises, or any improper usage of the Club or its property.
2. Reprimand, suspension, or expulsion of any member for any cause, including delinquency, shall not be made the Board until the member shall have had an opportunity to present a defense. One week's written notice specifying the time and place the Board will consider the charges, accompanied by a written specification thereof, shall be considered as affording such member sufficient opportunity to present his defense.

## **Section 8 – Resignations**

1. Any member wishing to withdraw from the Club, must submit to the Secretary a resignation in writing, which shall be effective only as of the date as accepted by the Board.
2. No resignation of any member indebted to the Club shall be accepted until he or she shall have paid his Club obligations in full.
3. Any member resigning from the club is not entitled to any reimbursement of fees or dues unless resignation occurs prior to the start of the season. The Board of Governors will determine if any amounts will be refunded or credited upon written request for resignations after the start of the season.

## **ARTICLE VIII – Club Rules**

### **Section 1 – Formulation**

1. All Club Rules governing members, guests, officers, committees and employees, shall be determined by the Board in cooperation with the various standing committees.

### **Section 2 – Publication**

1. Copies of all Rules shall be posted online and available in the office for all members and the Secretary shall distribute such copies together with copies of these By-Laws and any and all future amendments thereto to all Proprietary Members.

### **Section 3 – Enforcement and Penalties**

1. Each Committee shall primarily be responsible for the enforcement of such Club Rules and By-Laws as relate to its particular functions, and with the Board's approval shall prescribe such penalties and levy such fines for infractions as it deems just and proper.

### **Section 4 – Appeal**

1. Any member shall have the right to appeal to the Board from the decision of any Committee with respect to its interpretation and enforcement of any Rule or By-Law, and the Board's decisions in all such matters shall be final.

## **ARTICLE IX – Complaints**

### **Section 1 – Registering Complaints**

1. Any complaint made by a member regarding the conduct of another member or guest, or the conduct or performance of any officer, Governor, committee member, or any servant or other employee of the Club, or regarding any phase of the operation of any Club facility, shall be submitted in writing by such complaining member to the Secretary, who shall transmit it to the Board for final decision and disposition.

## **ARTICLE X – By-Laws Amendments**

### **Section 1 – Procedure for Amending**

1. Any alteration or amendment of these By-Laws shall be presented at any regular or special meeting of the Proprietary Members and shall be acted on at a subsequent stated or special meeting called for such purpose. Adoption of proposed alteration or amendment shall require the affirmative vote of two-thirds of the Proprietary Members represented in person or by proxy at the meeting.

[The original By-Laws of the Ligonier Country Club were revised on October 17, 1946, amended on April 21, 1967, amended on July 14, 1983, amended on October 20, 1983, amended on March 17, 1999, amended on November 20, 2003, amended on October 21, 2009, amended on October 13, 2020. The rights and obligations set forth in Proprietary Membership Certificates which were issued to owners prior to March 17, 1999 shall not be affected by the March 17, 1999 amendment to the By-Laws.]

**Ligonier Country Club**  
**Summary of Major Bylaws Changes Found in the Following Draft**  
**As Proposed to the Proprietary Membership October 13, 2020**

Article II Section 2.2.h (2) adjusted to better reflect values relative to 2020

Article II Section 2.2.i added in reflection of the past three years; caveats included to protect the membership

Article II Section 2.2.o added to better reflect the current management structure

Article II Section 3 was expanded, restructured, and reworded as needed by our club attorney to cover the legal implications of our non-profit status

Article V Section 5 deletion of Treasurer required to produce a bond as this is outdated

Article VI Sections 1 and 2: language was added in reflection of the issues of the past year, and in a few other locations to allow the utilization of electronic means to communicate with proprietary members

Article VII Section 2 was divided into sub sections for easier reading and understanding

Article VII Section 8.3 added for clarification purposes

Other changes were general upkeep or correcting language to reflect newer practices, standards, etc.

**Bylaws Committee Members 2020**

Ted Paladino, House Chair

Tim Cejka, Treasure/Finance Chair

Kristen Obush, Membership Chair

Jack Krall, Member

George Welty, Member and club attorney

Amendment passed 65 to 3, with total active proprietary memberships of 97