

HEIDELBERG COUNTRY CLUB BY-LAWS

A. I Holding a charter granted and instituted November 6, 1933 and incorporated under the laws of Pennsylvania on November 20, 1933.

A. II OBJECT AND PURPOSE

The purpose of this Corporation will be to promote friendship and sociability among the members, the encouragement of civic progress, entertainment and diversion of and for its members with the power to own, purchase, and lease real estate necessary and proper to maintain a Clubhouse with a catering license, and for the purpose to possess and enjoy all rights benefits and privileges pursuant to the Non-Profit law of the Commonwealth of Pennsylvania and Amendments thereto.

A. III MEMBERSHIP

Sec. 1. The membership shall consist of one class, namely voting members.

Sec. 2. The members of the HCC will be those who appear on the roster. A member in good standing is defined as a member whose current dues are paid in full, has not violated the Club By-Laws/House Rules within the current year and has not been convicted of a felony.

A. IV QUALIFICATIONS AND APPLICATION FOR MEMBERSHIP

Sec. 1. Applicant will be a person with good moral character, at least twenty-one (21) years of age: He/She will receive an application form authorized by the HCC Board. The application will be completed with the required information and a copy of the driver's license must be attached and properly signed by a current member in good standing, commonly known as a sponsor. The Investigation Committee will investigate the applicant, including a background check. If any new applicant, upon completion of the background check is deemed to be questionable or uncertain, it will be at the discretion of the board to either accept or reject the application.

Sec. 2. An applicant must have his/her application submitted (per By-Law section A-X) and posted 10 days prior to the regular Tuesday meeting of the General Membership. Any applicant submitting an application after that date will be held for the regular General Membership meeting the following month.

Sec. 3. The investigation of an applicant will not reflect any bias of a civil law.

Sec. 4. An applicant for membership will not be considered a member and will not be permitted any rights, benefits, privileges or use of the Club facilities until they are accepted as a member and issued a membership card.

A. V INITIATION FEE AND DUES FOR ACTIVE MEMBERS

Sec. 1. The Club shall charge an initiation fee recommended by the Governing Board. The initiation fee shall not be reduced unless the Club membership declines to 2,000 members or less. At that time, the Governing Board may recommend to the general membership that the initiation fee be reduced upon approval of the general membership by majority vote at a regular or special meeting.

Sec. 2. The Governing Board shall establish the annual dues for members.

Sec. 3. All membership cards will expire on the last day of December of the year of issue. If dues are not paid by the date of General Election of Governing Board

HEIDELBERG COUNTRY CLUB BY-LAWS

(the last Tuesday of March, annually) of the year of issue, the member will be denied all privileges of the Club until dues are current. If the dues are not paid by the date of General Election of Governing Board (last Tuesday in March, annually) the member will be dropped from the roster and must reapply as a new candidate for membership.

Sec. 4. Any prospective member must pay the initiation fee and annual dues at the time of application for membership.; those monies will be refunded to the applicant if the Club rejects the application.

A. VI NOMINATION OF GOVERNING BOARD

Sec. 1. The Governing Board will consist of four officers (President, Vice President, Secretary and Treasurer) and three Trustees, who are members in good standing. The term of office will run for two (2) years. They will be elected by the general membership at the March meeting of the membership, on a staggered election basis.

Sec. 1a. Nominations as follows.

- President is nominated on even years beginning with 2016.
- Vice President is nominated on odd years beginning with 2017.
- Secretary is nominated on odd years beginning with 2017.
- Treasurer is nominated on even years beginning with 2016.
- Trustee #1 is nominated on even years beginning with 2016.
- Trustee #2 is nominated on odd years beginning with 2017.
- Trustee # 3 is nominated on even years beginning with 2016.

Sec. 2. The nomination of candidates for the Governing Board will be made at the last regular meeting of February and nominations will be closed at such meeting.

Sec. 2a. Nominees do not have to be present at the nominations meeting, but the member making the nomination must present a letter from the nominee stating his/her willingness to run for office. The letter will be filed with the meeting minutes, by the Secretary.

Sec. 2b. Names of nominees will be posted on the bulletin board within 24 hours following the nominations and will remain there until after the election has been held.

Sec. 2c. The names of the nominees with corresponding position will appear on the ballot in order of membership seniority. All nominees for office must be a member in good standing for two (2) years.

Sec. 2d. The Governing Board will define campaign guidelines.

Sec. 3. At the meeting for the nomination of candidates for the Governing Board, the President will appoint a Judge of Election, at least three (3) Tellers, and the alternates, none of whom will be an officer of the Club, candidate for election to the governing Board, or the member who nominated a candidate.

Sec 3.a. Neither, write in votes nor absentee ballots will be recognized.

Sec. 4. The election will be by secret ballot on the last Tuesday of March and will be placed in a sealed box that will not be opened until the close of the polls. The polls will be open at the Clubhouse from 12 noon until 7:00 p.m. The regular meeting will convene immediately following the closing of the polls. The Judge of

HEIDELBERG COUNTRY CLUB BY-LAWS

Elections and Tellers will post the results of the election following the General Membership Meeting.

A. VII RESPONSIBILITIES OF THE GOVERNING BOARD

Sec. 1. The seven (7) member Governing Board will consist of the elected officers: President, Vice President, Secretary, Treasurer, and three (3) Trustees. Following the election of the Governing Board as herein set forth, the President will call a meeting of the Governing Board to establish and coordinate responsibilities.

Sec. 2. The Governing Board will be responsible for the establishment of salaries and setting goals for a balanced operating budget.

Sec. 3. It shall be the duty of the Governing Board to read the By-Laws and House Rules and strictly adhere to the same, to promote the welfare of the Club, and to preserve its good reputation.

Sec. 4. The Governing Board shall be authorized to implement any necessary procedures to preserve and maintain the financial status of the Club. The Governing Board is authorized to impose a monetary assessment/increase upon each member of the club, not to exceed the sum of twenty dollars (\$20.00) within the current fiscal year, without the approval by the majority vote of the those members in good standing. In the event that an assessment is imposed and not paid by member, that member is not permitted Club benefits and privileges of members until such assessment increase is paid. The grace period for payment will be at the discretion of the board, but no sooner than 30 days after the assessment is enacted.

Sec. 5. The Governing Board may not spend monies in excess of the amount of Two Thousand Dollars (\$2,000.00) for capital improvements unless it receives approval of the general membership of the Club by a majority vote.

Sec. 6. The government regulation and control of the Social Quarters maintained by the Club is the responsibility of the Governing Board. The governing Board will preserve and promote the rules and regulations to govern the operation of the Club. The Governing Board is required to have majority vote of those members present at a general membership meeting for rule or regulations changes that would make a significant impact to fundamental rights of the membership. The Governing Board is responsible for ensuring the good conduct of all members of the Club. The Governing Board will have the authority to deny the use and privileges of the Social Quarters to any member or visitor who fails to comply with the By Laws and the House Rules.

Sec. 7. The Board will see that all Club property is kept clean, neat, and tidy and in an attractive condition.

Sec. 8. The Governing Board will be responsible for setting the guidelines for all the committees.

Sec. 9. Decisions of the Governing Board affecting operational or policy changes of the Club will be explained to the Club Members at the next regular monthly meeting following such decisions.

Sec. 10. No member of the Governing Board will have any obligations that could be determined to create a "conflict of interest" within the HCC.

HEIDELBERG COUNTRY CLUB BY-LAWS

A. VIII DUTIES OF GOVERNING BOARD

Sec. 1. President: The President will preside at all meetings, appoint all committees, and reserve the right to make changes to such committees from time to time, as may be in the best interests of the Club. The President must review and sign all written contracts and obligations of the Club. The president must vote on all issues.

Sec. 1a. The President is responsible for organizing a transitional orientation from outgoing officers to incoming officers within 30 days of the new officers assuming duties.

Sec. 2. Vice-President: The Vice-President shall preside at all meetings in the absence of the President, and in the event that the President is unable to fulfill the duties of the office, the Vice-President will then act as president until the next regular election or the elected President returns to fulfill all duties of their office. The Vice-President will chair the Investigation Committee to investigate new applicants.

Sec. 3. Recording Secretary: The Recording Secretary will record all minutes of each general membership meeting and post all general membership minutes. The minutes must be posted no less than 10 days after the next meeting. The Secretary will take care of social correspondence, and oversee the issuance of membership cards.

Sec. 3a. The Recording Secretary will maintain all records of the office of Secretary on the Club premises per PLCB/LCE. At the conclusion of each meeting the Secretary must leave their hand written notes on premises to comply with PLCB/LCE regulation.

Sec. 3b. At the expiration of the term of officer, the Recording Secretary must transfer to the successor all books, papers, or other property belonging to the office of Secretary.

Sec. 4. Treasurer: The Treasurer and Steward will keep records of all monies received from all sources and make certain that deposits are made regularly in the bank or depository as designated by the Governing Board. They must check all bills, both current and unpaid, and keep a record of all membership dues paid. They must make a written report monthly showing all profit and loss. The monthly report will show amounts of all deposits made to the credit of the Club funds, the bank balance, the investments, and securities belonging to the Club, and record outstanding obligations.

Sec. 4a. Check signing authority for all club transactions is the responsibility of the President, Vice-President, Treasurer and Steward. All checks written from the club must be signed by at least two (2) of the afore mentioned individuals.

Sec. 4b. All Books, papers, and other property belonging to the office of Treasurer must be maintained on the Club's premises per PLCB/LCE regulations. At the expiration of the term of office, the Treasurer must transfer over to the successor the books, papers, and other property of the office.

Sec. 5. The Trustees: The Trustees are responsible for the Club property and must look after the inventory, maintenance and repairs, reporting their findings

HEIDELBERG COUNTRY CLUB BY-LAWS

and actions to the Governing Board. Each Trustee Committee Report is expected at every monthly membership meeting. Each Committee will monitor their area but, not limited to the following:

Trustee #1- Will chair the Grounds Committee.

Focus area: Any areas exterior of the building within the property of the club.

Trustee #2- Will chair the Building Committee.

Focus area: Any area within the building including the building itself.

Trustee #3- Will chair the Inventory Committee.

Focus area: Any consumable products and associated equipment including furnishings.

Sec. 6. In the event that the conduct of any member of the Governing Board is deemed to be in violation of the By-Laws and/or the House Rules of the Club or should any member of the Governing Board fail to discharge, accept or resigns from their assigned duties, the Governing Board will temporarily suspend that officer or trustee from office.

Sec. 6a. At the next general membership meeting following suspension, a representative of the board will outline the reasons for the officer or trustee's suspension.

Sec. 6b. The suspended officer or trustee will be offered an opportunity to rebut the accusations or explain their resignation during the same meeting.

Sec. 6c. After the discussion by both parties, the general membership must vote during that meeting, as to the outcome of the officer or trustee accused. Voting must ask if the accused is to remain in office or be replaced.

Sec. 7. In the event that an elected member of the Governing Board resigns or is asked to vacate their position, The Governing Board may opt to hold an Executive Session to realign the Governing Board prior to nominations. Nominations will be accepted to fill that position at that General Membership meeting. Nominations will be listed and posted for additional nominees on the bulletin board, until the next General Membership meeting, where the position will be voted upon to fill the vacancy. Voting is by majority vote. The nominee must be present or submit a written letter indicating willingness to accept office if elected.

Sec. 8. Personal Liability of Governing Board Members- A member of the Governing Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:

Sec. 8a. The member of the Governing Board has breached or failed to perform the duties of his/her office under these By-Laws.

Sec. 8b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of his section shall not apply to:

Sec. 8c. The responsibility or liability of a Governing Board member pursuant any criminal statute; or

Sec. 8d. The liability of a director for the payment of taxes pursuant to local, state, or federal law.

Sec. 9. A member of the Governing Board shall stand in a fiduciary relationship to the corporation and shall perform his or her duties as a member, including his or her duties as a member of any committee of the Board upon which he or she

HEIDELBERG COUNTRY CLUB BY-LAWS

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 member of the Governing Board shall be entitled to rely in good faith on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

Sec. 9a. One or more officers or employees of HCC whom the member of the Governing Board reasonably believes to be reliable and competent in the matters presented;

Sec. 9b. Counsel, public accountants, or other persons as to matters which the member of the Governing Board reasonably believes to be within the professional or expert competence of such person;

Sec. 9c. 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 member reasonably believes to merit confidence;

A member of the Governing Board 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.

In discharging the duties of their respective positions, the Board, committees of the Board and individual member 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 which the offices or other establishments of or related to the corporation are located, and all other pertinent factors.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member or any failure to take any action shall be presumed to be in the best interests of the corporation.

Sec. 10. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the non-profit corporation has been successful on the merits or otherwise in defense of any third party action, suit or proceeding, he or she shall be indemnified against expenses (including attorney's fees) factually and reasonably incurred by him or her in connection therewith.

A. IX THE SERGEANT OF ARMS

Sec. 1. The Sergeant of Arms will be appointed by the President and will maintain order at the regular and special meetings of the general membership.

A. X. BALLOTING OF NEW CANDIDATES

Sec. 1 At each regular meeting consistent with the order of business, candidates for membership will be voted upon by the general membership.

Sec. 1a. All membership applications must be submitted 10 days prior to the General Membership meeting.

Sec. 1b. All candidates must pass a background check before their name can be

HEIDELBERG COUNTRY CLUB BY-LAWS

posted for membership.

Sec. 1c. The candidates name, city, and occupation will be posted on the club bulletin board for the members 10 days prior to the meeting.

Sec. 1d. Each applicants name and their date of application for membership will be announced at the meeting. Voting for each candidate is individual, by a show of hands. A record demonstrating the number of votes for and against acceptance must be recorded in the meeting minutes.

Sec. 1e. If any member wishes to block a prospective member from joining, they must notify the board, in writing, and this cannot be anonymous. The board will decide within 45 days or by the next meeting if the application is accepted for membership.

Sec. 1f. All new members are subject to a 1 year probation. Any and all grievances will be reviewed by the Governing Board for corrective actions to be taken, up to and including membership revocation. If any grievances are filed against the new member, the new member will receive another year of probation from the incident date.

Sec. 2 The board is responsible to ensure that no applicant is discriminated against in accordance with Civil Law.

Sec. 2a. If the Board finds that the applicant was discriminated against for a violation of Civil Law, they have the authority to declare the applicant a member to comply with the requirements of Civil Law. If the Board finds the applicant is not to be of good moral character, the Treasurer and/or Steward shall refund the fees and dues.

Sec. 3 When an applicant's first membership application is rejected he/she may reapply 2 (two) times at intervals of 6 (six) months or more. If the membership is rejected on all 3 (three) occasions the applicant may not seek membership in the HCC at any future time.

Sec. 4 Upon acceptance, the new member will receive a membership card and a copy of the current By-Laws and House Rules will be emailed to those who provide an email on their application and hard copy is available upon request. It is their responsibility to become familiar with the current By-Laws and House Rules.

Sec 4a. A list of all approved members shall be posted within 7 days from the meeting they were voted on. The list shall remain posted, until the new applicants for consideration is posted later the following month.

A. XI MEETINGS

Sec. 1. Meetings of the membership of the Heidelberg Country Club of Blair County; Altoona, Pennsylvania; shall be held on the last Tuesday of each month at 7:00 p.m. or upon closing the door by the Sergeant of Arms. The meeting will be held in the Clubhouse. The meeting will, at all times, be open to all members in good standing. Members who wish to attend the meeting must present their membership card at sign in. Once the Sergeant of Arms closes the door, no member will be admitted.

Sec. 2. General Member requests to introduce a motion that would impact the By Laws or House Rules must be presented in writing, to the Steward 10 days prior to the General Membership meeting. The Secretary will then present it for consideration of to the members at the General Membership meeting.

HEIDELBERG COUNTRY CLUB BY-LAWS

Sec . 2a. In the event a motion is made at a General Membership meeting without prior written notice as define in Sec. 2, the motion will be tabled until the next General Membership.

A. XII FISCAL YEAR

Sec. 1. The fiscal year shall be from January 1 to December 31 of the same year.

A. XIII QUORUM

Sec. 1. Ten (10) active members in good standing plus at least three (3) elected Governing Board members, one of whom must be the President or Vice-President, will constitute a quorum for the transaction of business at a regular or special meeting.

Sec. 2. Four (4) Governing Board Members will constitute a quorum for the transaction of business at the meeting of the Governing Board, one whom must be either the President or Vice-President. In the event of a tie vote, the topic will be tabled and revisited at the next regular meeting.

Sec. 3. In the event that a member of the Governing Board fails to attend three (3) consecutive regular Board meetings without good cause, the Governing Board shall declare that office vacant. A member in good standing elected by the majority vote of the remaining Governing Board members shall fill the vacancy for the unexpired term.

A.XIV AUDITING

Sec. 1. A qualified accountant, who is not an officer of the club, shall audit the books and all accounts of the Club at least one (1) time a year, but more often if they are called on to do so. The accountant will present a written report of his findings to the Treasurer to be read at the next General Membership meeting. The report will then be filed with the Secretary.

A.XV VIOLATION OF BY-LAWS AND HOUSE RULES-

-Conduct unbecoming an officer or member-

Sec. 1. Verbal or Written Abuse: Any profanity or cursing; verbally or written insults, degrading or threatening of another person or the club;

Sec. 1a. Conduct such as, but not limited to, inappropriate lewd hand gestures; willful damage, destruction or removal of Club property; any immoral/criminal/corrupt/indecent/vicious or dangerous activity on Club property, uncleanliness, refusal to obey Club personnel, or any violation of the By-Laws and/or House Rules.

Sec. 1b. Within three (3) day period following the incident, the Club Steward will investigate. Upon completion of the investigation, the President will be informed of the results. Said results will be presented at the next meeting of the Governing Board. At the same meeting the participants will have the right to a brief explanation of their actions. The Governing Board will make the final decision within twenty-four (24) hours of the meeting of the Governing Board. Thereafter, the Steward shall advise the parties involved within twenty-four (24) hours of the Board's decision, via phone or email and in writing of the Board's decision. In the event that the defendant does not respond to or cooperate with the investigation within 7 days, they waive all rights and the decision of the board is final.

HEIDELBERG COUNTRY CLUB BY-LAWS

Sec. 1c. Violations of Sections 1a and 1b:

1st Offense: Minimum seven (7) day suspension

2nd Offense: Minimum thirty (30) day suspension if incident is within one year of prior offense.

3rd Offense: Permanent expulsion if incident is within one year of the second offense.

Sec.2. Physical Abuse

Sec. 2a. Will include, but not be limited to; unwanted or inappropriate physical contact, taunting, or causing harm to another's property.

Sec. 2b. Physically/verbally threatening or failure to obey Club employees while on duty in the enforcement of Club regulations.

Sec. 2c. Disciplinary Actions:

1st Offense: Minimum thirty (30) day suspension.

2nd Offense: Permanent expulsion

Sec. 2d. The Steward will ask the parties involved to leave the Club grounds not to return until the Board has made a decision on the violation and will inform the President within twenty-four (24) hours.

Sec. 2e. Within a three (3) day period following the incident, the Club Steward will investigate. Upon completion of his investigation the President will be informed of the results of the investigation. Said results will be presented at the next meeting of the Governing Board. At the same meeting the participants in the incident will have the opportunity to present a brief explanation of their actions. The Governing Board will make the final decision within twenty-four (24) hours of the meeting of the Governing Board. Thereafter, the Steward shall advise the parties involved within twenty-four (24) hours of the Board's decision and in writing of the Board's decision. In the event that the defendant does not respond to or cooperate with the investigation within 7 days, they waive all rights and the decision of the board is final.

Sec. 3. The Governing Board will have the authority to suspend or permanently remove a member that has been charged with or convicted of a felony as the Board deems proper for the safety of the Club.

A. XVI GREIVANCE PROCEDURES

Sec. 1. The By-Laws/House Rules of the HCC state the proper conduct that is expected of its respective employees, members and the Governing Board.

Sec. 2. Each employee, member and Governing Board member has the right to complete a grievance form and forward it to the Club Steward, if believe the HCC By-laws/House Rules have been violated.

Sec. 3. The Club Steward or bar person upon request will provide the grievance form. The grievance form must be completed and forwarded to the Club Steward within seven (7) days of the alleged violation, to allow for fair review.

Sec. 4. It will be the responsibility of the Steward to inform the parties involved in the grievance in writing (copy to Board) that a grievance has been filed against them.

HEIDELBERG COUNTRY CLUB BY-LAWS

Sec. 4a. In the event a grievance involves a member of the Governing Board, that person is not permitted to exercise their role on the board, vote, or impart discipline in that grievance proceeding. Their duty will fall in succession to the next officer in line on the Governing Board.

Sec. 5. It will be the responsibility of the Club Steward to notify the President of the Governing Board within three (3) days of receiving a grievance form. In the event the grievance is against the President, it will be the Vice President notified.

Sec. 6. Within three (3) day period following the grievance, the Governing Board will investigate. Upon completion of the investigation, the results will be presented at the next meeting of the Governing Board. At the same meeting the participants will have the right to a brief explanation of their actions. The Governing Board will make the final decision within twenty-four (24) hours of the meeting of the Governing Board. Thereafter, the Steward shall advise the parties involved within twenty-four (24) hours of the Board's decision, via phone or email and in writing of the Board's decision. In the event that the defendant does not respond to or cooperate with the investigation within 7 days, they waive all rights and the decision of the board is final.

Sec. 7. The Secretary will ensure that each grievance form is properly filed in the office records of the HCC.

Sec. 8. The disciplinary measures adopted and approved by the Governing Board are not subject to review by the General Membership of the HCC.

A. XVII EMPLOYEES

Sec. 1. The Steward will be insured and bonded in the amount designated by the Governing Board.

Sec. 1a. The Steward shall be employed and maintain his/her position as long as he/she is working for the best interest of the Club, or at the discretion of the Governing Board.

Sec.1b. The Steward is responsible, with the approval of the Governing Board, to oversee the day-to-day operations of the Club. This will include, but not be limited to, the following:

- The hiring and firing of employees of all departments of the Club
- Attending when possible any informational meetings provided by the PLCBSeeing that all employees are courteous, polite, and honest and that each employee performs all of the duties of their respective positions
- Along with the Governing Board, seeing that the HCC maintains a healthy financial position
- Reviewing all purchases with each department head on a monthly basis and reporting any purchasing irregularities to the Board.
- Maintaining a daily record of all monies received and making a full written report weekly to the Treasurer of the Club

Sec. 2. The Club solicitor shall attend to the legal affairs of the Club.

HEIDELBERG COUNTRY CLUB BY-LAWS

A.XVIII ENTERTAINMENTS/VOLUNTEERS

Sec. 1. All entertainment, special events, and activities committees will be under the control of the Steward. It will be mandatory for all committees to report to the Steward prior to scheduling functions.

Sec. 2. Volunteers will be members of good standing who will be called upon on an intermittent basis for special functions, such as, but not limited to, fundraisers. Volunteers will not perform the day-to-day functions and/or operations within the HCC.

A.XIX RULES OF ORDER

Sec. 1. The following order of business will be used to conduct the regular meetings of the Club.

- A. Meeting called to order
- B. Roll call
- C. Reading of the minutes of the regular or special meeting
- D. Reports of committees
- E. Financial reports
- F. Reading of communications
- G. Reading list of new members
- H. Unfinished business
- I. Payment of bills
- J. New business
- K. Good of the order
- L. Meeting adjourned

Sec. 2. Any subject not covered by these By-Laws pertaining to the transaction of the business of the Club will be governed first by Robert's Manual.

Sec. 3. No member shall be permitted to speak more than three (3) times addressing the same subject at the same meeting and may not speak a second time until all other members are heard on the question at issue. No member may speak longer the five (5) minutes addressing any one question without permission of the President or Vice-President.

A.XX AMENDING THE BY-LAWS

Sec. 1. The By-Laws of the Heidelberg Country Club or any parts thereof may be amended following the presentation of a resolution, in writing, to be read at the next two (2) consecutive General Membership meetings, on the third reading any amendments to the By-Laws or any part thereof must be approved by a two-thirds (2/3's) majority vote of all general members present. Further, the proposed amendments to the By-Laws or any part thereof shall be posted in the Club bulletin board for a period of time not less than twenty (20) days prior to the date scheduled for the meeting to amend the By-Laws.

A.XXI DISSOLUTION

Sec. 1. In the event that the membership of the Heidelberg Country Club of Blair County, Altoona, Pennsylvania, shall become less than ten (10) general members (not including the Board) in good standing, the Club shall automatically become dissolved and the properties thereof be liquidated in accordance with the

HEIDELBERG COUNTRY CLUB BY-LAWS

Laws of the Commonwealth of Pennsylvania and all the assets thereof shall be distributed uniformly among the members in good standing.

Sec. 1a. In the event dissolution is required as above stated, the officers then serving will act as agents for the members in good standing in the liquidation and dissolution and distribution of the assets; with the approval of the general members in good standing.

A.XXII MEMBERS IN MILITARY SERVICE

Sec. 1. A member in good standing on active duty with the Armed Forces of the United States can maintain his/her membership without paying his/her dues during his/her term of service if, upon being inducted, he/she notifies the Secretary of his/her induction.

Sec. 2. Upon the return from service, if he/she has been honorably discharged, he/she can reactivate membership by lifting the current year's membership card within a six (6) month period.

A.XXIII CONTRIBUTIONS

Sec. 1. This organization will make contributions when possible to recognized charitable organizations that request the same.

A.XXIV ACQUISITION OR DISPOSITION OF REAL ESTATE

Sec. 1. No purchase of real property shall be made by the Heidelberg Country Club nor shall the Heidelberg Country Club sell, mortgage, lease, or otherwise dispose of its real property unless authorized by a majority vote of two-thirds (2/3's) of its general members present. The President shall call a meeting for the purpose to present any proposal related to the sale, lease, mortgage, or other disposition of real property. The proposed resolution will be read at the meeting and placed on the agenda for vote at the next regularly scheduled General Membership meeting. The Governing Board shall authorize those signatures required to affect the acquisition/disposition of real estate consistent with the requirements of the Non-Profit Corporation law of 1988 as amended, of the Commonwealth of Pennsylvania.