

BY-LAWS OF LINCOLN COUNTRY CLUB

ARTICLE I. MEMBERSHIP

SECTION 1

Membership in Lincoln Country Club shall be divided into the following classes: Individual A, Individual B, Family, Junior, Social, Senior Individual, Senior Family, and Honorary.

There shall be no more than 210 voting memberships, however, the Board has the option to limit this to 190 should the course conditions dictate.

Membership Types and Rights and Privileges of Membership

Individual Membership: Individual members are entitled to vote on any and all matters as defined in the by-laws and are entitled to all the rights and privileges in and to the golf course and facilities subject to all reasonable rules and regulations as determined by the Board of Governors.

Family Membership: Family members shall be entitled to all the rights and privileges of individual membership subject to all reasonable rules and regulations. In addition thereto, members of their immediate family, that is, spouses, domestic partners (proof of residency required), and children between the ages of twelve (12) and eighteen (18), and children over eighteen (18) attending school or college full-time through age twenty-three (23), shall be entitled to all privileges of the club. A family membership is entitled to one (1) vote on any and all matters as defined in the by-laws.

Junior Membership: Persons twelve (12) to eighteen (18) years of age and those over eighteen (18) attending school or college full-time through age twenty-three (23), shall be eligible for Junior membership at the discretion of the Board. Junior memberships shall have no voting rights or rights in club property upon dissolution of the club. Junior members are entitled to privileges of the golf course Monday through Friday except on holidays and shall have limited play on holidays and weekends at the discretion of the Board of Governors.

Social Membership: Social members are entitled to clubhouse privileges and such rights and privileges as determined by the Board of Governors. Social members shall have no voting rights, no rights to hold office, nor any rights in club property upon dissolution of the club, except as defined in Article IX.

Senior Individual Membership: A person over sixty-five (65) years of age and retired shall be eligible for senior membership. Senior individual memberships shall have voting rights and rights in club property upon dissolution of the club as defined in Article IX.

Senior members shall have full privileges of the golf course Monday through Friday except on holidays and shall have limited play on holidays and weekends at the discretion of the Board of Governors.

Senior Family Membership: A person over sixty-five (65) years of age and retired shall be eligible for senior family membership. A Senior Family membership is entitled to one (1) vote on any and all matters as defined in the By-Laws. Senior family members shall have rights in club property upon dissolution of the club as defined in Article IX. Senior family members shall have full privileges of the golf course Monday through Friday except on holidays and shall have limited play on holidays and weekends at the discretion of the Board of Governors.

Honorary Membership: An honorary membership may be granted on a yearly basis solely at the Board of Governors' discretion to a member in good standing.

Honorary members shall have such rights and privileges as bestowed by the Board of Governors; however, honorary members shall have no voting rights or rights in club property upon dissolution of the club. **Applications will NOT be accepted for this type of membership.**

Member in Good Standing

A member shall be considered in "good standing" so long as he/she is current with all dues and other monies owed to the club, clubhouse vendor and the pro shop.

Change of Membership Status

There will be no fee required to change status of membership except a Social member can apply for a full membership and pay the initiation fee. A present member in good standing who takes a social membership will pay the social membership fee but can also reapply for a full membership again without paying an initiation fee after a year as a social member.

All membership changes are to be approved by the Board of Governors. A member is permitted to change the type of his/her membership only once in any twelve (12) month period. All requests for changes in membership must be sent in writing to the Chairperson of the Membership Committee and can only be acted upon at the next Board meeting following receipt of the request. Requests for changes in membership shall be acted upon in the order in which they are received by the Chairperson of the Membership Committee. Any action taken by the Board shall take effect on the first day of the next month.

SECTION 2

Application for Membership

Any person applying for membership must fill out and submit to the Membership Committee the club's application form accompanied by an application fee as determined by the Board of Governors. The Membership Committee shall review the application to be submitted to the Board of Governors.

A candidate for admission to membership shall be admitted upon approval by a majority of the Board of Governors.

SECTION 3

Payments and Responsibilities

Any member failing to pay his/her dues or any other sum(s) owing to the club, its employees, or its vendors within one (1) month after it becomes due, which shall be the 15th of each month, shall be given written notice of said delinquency by the treasurer. Upon failure to pay all sums within sixty (60) days of the original due date, the membership shall be in default and the member(s) shall be publicly posted as a delinquent. If any fees are incurred by Lincoln Country Club in the collection of the delinquent account, the delinquent member will be responsible for those costs. The Board of Governors may suspend or expel from the club a member in default. The Board may set the period of suspension so that it coincides with the regular playing season regardless of when the delinquency may occur. The Pro will be advised of all suspensions of playing privileges.

SECTION 4

Leave of Absence

On application in writing to the Chairperson of the Membership Committee, a leave of absence for the period of one (1) year with exemption from all dues may be granted by the Board of Governors to any member in good standing, except for Social members, provided that the absence is due to illness, hardship, relocation, or any other reason deemed a hardship by the Board of Governors. The Leave of Absence will become effective on the first day of the month following Board approval. The member must notify the Chairperson of the Membership Committee in writing prior to the date of the Board meeting immediately preceding the expiration of the leave of absence of his/her intention to return as an active member or of his/her request for an additional one (1) year leave of absence. In the absence of such notice, the membership will be terminated. The Board of Governors shall have the authority to extend a leave of absence up to one (1) additional year upon request of the member.

During the second year of a leave of absence, the member may request to return to active membership at any time provided that he/she submits a written notice of intent to return to the Secretary at least thirty (30) days prior to the requested date of return. If a member chooses to return prior to the expiration of the full second year leave, he/she shall be responsible for the payment of dues retroactively for three (3) months or

retroactive to January 1st, whichever is less. A subsequent request for a leave of absence within one (1) year of the date of return from a second leave is within the absolute discretion of the Board, regardless of the reason for the requested leave.

Members on leave shall have no voting rights, no playing privileges, and no rights in club property upon dissolution of the club. A member on leave shall be permitted in the private areas of the clubhouse, including the locker rooms. Members on leave are permitted to play as a guest of a member in accordance with the rules and regulations of the club regarding guests; however, a member on leave is not permitted to play as a guest in a member/guest tournament. Members on leave are exempt from the payment of membership dues and monthly kitchen and bar assessments, but are required to pay all other assessments when due in order to maintain good standing.

SECTION 5

Resignation

Any member in good standing must submit his (or her) resignation in writing to the President or the Secretary for presentation to the Board of Governors at the next meeting. The resignation is effective at the end of the month in which it is submitted.

Members who resign shall lose all rights, title, and interest in and to the club property.

SECTION 6

Discipline of Members

Any action or conduct of a member in violation of the by-laws, rules and regulations, or any provision of any contract between the club and any vendor or employee of the club shall be grounds for discipline of the member. Such discipline may include, but is not limited to, suspension or expulsion of the member.

Any action or conduct of a member in violation of the Rules and Regulations of Lincoln Country Club regarding play on the golf course, playing restrictions, the dress code, and course etiquette, shall be reported in writing to the Rules and By-Laws Committee which shall conduct its own investigation of the complaint. As a result of its investigation, the Rules and By-Laws Committee may issue a verbal or written warning to the member, or refer the matter to the Board of Governors. The action of the Rules and By-Laws Committee shall be reported to the Board of Governors. If a member is dissatisfied with the action of the Rules and By-Laws Committee, he/she may petition the Board for reconsideration of the action by the Board of Governors. The Board of Governors may take such action as it see fit, including, but not limited to, affirming the action of the Rules and By-Laws Committee, allowing the member to address the Board, or conducting additional investigation and/or hearings.

Upon referral of a violation of the Rules and Regulations to the Board of

Governors by the Rules and By-Laws Committee, or upon submission in writing of notice of a violation of the By-Laws, a violation of any Rules and Regulations with the exclusion of those Rules and Regulations regarding play on the golf course, playing restrictions, the dress code, and course etiquette, or a violation of any provision of any contract between the club and any vendor or employee of the club, the Board shall proceed in accordance with the procedure set forth below.

Procedure for Discipline other than for Nonpayment of Dues or other sums owed to the Club or its Vendors or Employees (Discipline for Nonpayment is found under Article I, Section 3)

An alleged violation shall be submitted promptly in writing to the President stating the time and date of the violation and providing a brief explanation of the action or conduct and the names of the parties involved in the violation. The President will instruct the Secretary to notify the member(s) accused of the violation to appear at a meeting scheduled by the Board of Governors, by certified mail, return receipt requested, in order to address the charges. This notice shall include a brief explanation of the alleged violation. The person making the complaint against the member shall also be notified by regular mail of the meeting at which the complaint will be addressed.

Failure of the accused member(s) to appear at the meeting after notice shall constitute an admission of the violation and the Board shall take such disciplinary action as it deems appropriate. Failure of the complainant to appear at the meeting may result in the dismissal of the complaint by the Board.

The Board of Governors may, in its discretion, excuse a member from appearing or continue the hearing on the violation to another date.

At the scheduled meeting, the complaint regarding the violation will be read to the Board and to the member, if present. The member will be provided an opportunity to address the Board to rebut the charges and to present any witnesses or other evidence in support of his or her position. The person who complained of the alleged violation shall have an opportunity to speak. The Board may also request the presence of any other member who may have personal knowledge of the activity or conduct in question.

At the conclusion of the hearing on the alleged violation, the Board will meet in closed session and vote on whether a violation occurred. If a majority of the Board present at the meeting concludes that a violation has occurred, the Board will then consider the discipline to be imposed. A majority of the Board must concur in the discipline imposed. The member(s) found to have committed the violation shall be notified by certified mail, return receipt requested, of the decision of the Board, the discipline imposed and the effective date thereof.

ARTICLE II. MEETINGS

SECTION 1

Annual Meeting

The Annual Meeting of Lincoln Country Club will be held on the last Tuesday of every March, at 7:00 p.m., in each year. Notice of this meeting will be mailed to each member twenty (20) calendar days prior and shall state the date, time and location of the meeting, and the business at hand, which may include:

- a.) President's Report on plans for the ensuing year;
- b.) Financial Report and Treasurer's Report for the prior year, a copy of which shall be provided to every member prior to the meeting;
- c.) Old Business: Status reports on all on-going projects;
- d.) New Business: Introduction and reports from all standing committees;
- e.) Other New Business: Any member in good standing may propose an item for the agenda of the Annual Meeting by submitting to the Board his/her request signed by one-third of the voting members in good standing on or before the regular monthly meeting in February.

The presence of twenty percent (20%) of the voting members in good standing is required for a quorum to hold the meeting.

SECTION 2

Election Meeting

The meeting for election of officers and Board members for the ensuing year will be held on the second Tuesday of every October at 7:00 p.m. Notice of this meeting and a complete list of candidates will be mailed to each member no later than thirty (30) calendar days prior and shall state the date, time, and location of the meeting, and the business at hand, which will be:

- a.) Introduction of all candidates;
- b.) Appointment of two Tellers and one Sergeant-at-Arms by the President;
- c.) Election of Officers and Board members. Anyone wishing to run for the Board of Governors must be a member in good standing for a minimum of two years. The Chairperson of the Nominating Committee shall present the slate. If there are no counter-nominations, the presiding officer shall instruct the Secretary to cast one ballot for the slate presented by the Nominating Committee, and thereupon, each individual on the slate shall be declared duly elected. If there are any counter-nominations, the presiding officer shall instruct the Sergeant-at-Arms to conduct a secret ballot for the office or offices contested by collecting all ballots in a sealed ballot box. The Tellers will then tally the votes and certify the result.

d.) Election of the Nominating Committee for the ensuing year.

Members wishing to run for office or the Board of Governors who have not been recommended by the Nominating Committee must obtain at least twenty (20) signatures of fellow members, and submit a counter-slate to the Secretary no later than fifteen (15) days before the election meeting.

A minimum of twenty percent (20%) of the voting members in good standing must be present in order to hold the meeting and conduct the election, except that if no counter-nominations have been submitted in opposition to the slate recommended by the Nominating Committee, then the requirement of a quorum is waived.

Members who cannot attend the Election Meeting due to illness, their work schedule or being out of state, can request, in writing, an absentee ballot from the Secretary ten (10) days prior to the Election Meeting accompanied by a stamped self-addressed envelope. The Secretary will mail a ballot and a specially marked envelope to the member to be returned to the Secretary by mail before the Election Meeting.

In the event of a tie vote of an election, all 11 Board members will cast one vote each to break the tie. If there are an even number of Board members present, the President will refrain from voting.

SECTION 3

Monthly Meetings of the Board of Governors

There will be twelve (12) monthly meetings in each year, which are open to all members. These meetings will be held on the third Tuesday of every month at 7:00 p.m., except in December when the meeting will be held on the second Tuesday. A quorum is six (6) members of the Board, including officers.

The order of business will be:

- a.) Determination of a quorum;
- b.) Minutes of the last meeting;
- c.) Treasurer's Report;
- d.) Committee Reports: House, Greens, Membership, Tournament, Handicap, Rules and By-Laws, Pro, Twilight League, Special or standing;
- e.) Ladies' Division Report;
- f.) Old Business, Tabled Business, Unfinished Business;
- g.) New Business, Finance Committee, Executive Committee, and business not covered by the above;

h.) Adjournment.

SECTION 4

Special General Membership Meetings

A special meeting of the club may be called at any time provided it is:

- a.) Requested by a majority of the Board of Governors; or
- b.) Requested by the President; or
- c.) Requested in writing and signed by twenty percent (20%) of the voting members in good standing of Lincoln Country Club; or
- d.) To fill vacant offices due to resignations which drop the number of Board members below nine (9).

Notice of any special meeting will be mailed to each member twenty (20) calendar days prior to the date set for the special meeting. The President shall set the date for the special meeting within seven (7) days of the date a request is received from the membership. The notice will state the date, time and location of the meeting and the business at hand. No other business will be discussed at the meeting. A quorum of twenty percent (20%) of the voting members in good standing is required in order to hold the meeting.

SECTION 5

Meeting Rules

No one except members of Lincoln Country Club and their spouses are allowed to attend club meetings, except for guests invited to attend for specific business at hand.

The bar will be closed during Election, Annual, and Special General Membership meetings.

If a quorum is not achieved, the meeting will be held within two (2) weeks.

Proper conduct will be maintained at all times at all meetings. The presiding officer can adjourn the meeting until order is restored.

The President may, at his/her discretion, or upon a majority vote of the Board, close any meeting or special meeting or portion thereof to the general membership.

SECTION 6

Voting Rights at Annual, Election, or Special General Membership Meetings

Only voting members in good standing as defined in Article I, Section I, will be

allowed to vote at Annual, Election, or Special General Membership Meetings.

Only one (1) vote per membership as defined in Article I, Section I, will be allowed at Annual, Election, and Special General Membership Meetings.

Absentee voting will not be allowed except for the Election Meeting.

ARTICLE III. OFFICERS

SECTION 1

Term

At the October 2003 Election Meeting, a President and a 2nd Vice-President shall be elected to serve for one (1) year and a Vice-President, a Secretary, and a Treasurer shall be elected to serve for two (2) years. At the October 2004 Election Meeting, a President and a 2nd Vice-President shall be elected to serve for two (2) years. Thereafter, the terms of all officers shall be for two (2) years. The newly elected officers shall assume office upon the first day of November following said meeting and serve until their successors are elected and qualified.

SECTION 2

Duties of the President

The President shall:

- a.) Preside at all meetings;
- b.) Conduct the affairs of Lincoln Country Club and oversee the policies established by the Board of Governors;
- c.) Communicate and make suggestions to the Board of Governors on such matters as deemed necessary to promote the welfare of Lincoln Country Club;
- d.) Be responsible for the conduct of Lincoln Country Club in absolute conformity with the by-laws;
- e.) Appoint with the approval of the Board of Governors any special committee that may be deemed necessary;
- f.) Be a member of all committees except for the Nominating Committee;
- g.) Be allowed his/her own parking location; and
- h.) Appoint with the approval of the Board of Governors, chairpersons for all committees other than Nominating.

- i.) Preside at all meetings and shall only vote in the event of a tie.

SECTION 3

Duties of the Vice-President and 2nd Vice-President

The Vice-President shall:

- a.) Perform the duties of the President in his/her absence; and
- b.) Oversee all special committees.

The 2nd Vice-President shall perform the duties of the Vice-President in his/her absence.

SECTION 4

Duties of the Treasurer

The Treasurer shall:

- a.) Be bonded for an amount not less than \$10,000;
- b.) Handle all monies and deposit same in a depository approved by the Board of Governors;
- c.) Be custodian of general funds and be allowed to sign all checks under \$1,000.00 without a co-signer, but shall obtain the co-signature of the President on all checks over \$1,000.00 except for fixed expenses;
- d.) Submit a Treasurer's Report at every Monthly Meeting and provide a monthly Treasurer's Report to be posted and available to all members;
- e.) Be awarded a free membership and be reimbursed for his expenses;
- f.) Bill and collect all money owed Lincoln Country Club by the members;
- g.) Be responsible for any and all tax returns and financial statements as required by law and for having an independent audit of the accounts of Lincoln Country Club upon request and approval by the Board of Governors.

SECTION 5

Duties of the Secretary

The Secretary shall:

- a.) Take the minutes of all of the Monthly Meetings, Annual Meetings, Election Meetings, and Special Meetings;

b.) Provide to all members a copy of all minutes taken within twenty (20) days of the meeting;

c.) Be responsible for all official club correspondence that is not covered in the Treasurer's duties;

d.) Notify members of upcoming meetings; and

e.) Provide the members with all necessary papers, forms, etc. that are required, such as, but not limited to, copies of the by-laws and copies of "local" golf rules and regulations of Lincoln Country Club:

f.) Maintain copies of all records of the Club on the premises of Lincoln Country Club.

ARTICLE IV. BOARD OF GOVERNORS

SECTION 1

Term

At the Election Meeting in each year, three (3) members of the Board of Governors shall be elected; each to serve for two (2) years or until his or her successor is elected and qualified, except for a three (3) year transitional phase when two (2) members of the Board of Governors shall be elected. Newly elected board members shall assume office upon the first day of November following the Election Meeting.

SECTION 2

Composition

The Board of Governors shall consist of the officers of the Club, namely the President, Vice-President, 2nd Vice-President, Secretary, and Treasurer, and six (6) active members elected by the membership. A past President shall serve in an advisory capacity only with no voting rights until a retiring President succeeds him. A quorum is six (6) members of the Board as defined in Article II, Section 5.

SECTION 3

Vacancy

If a vacancy on the Board occurs during the course of the term of office for that position, the President shall nominate a candidate to fill the vacancy. Upon approval by a majority of the Board, the member shall serve for the remainder of that term of office. In the event that a current Board member or officer in the midst of a two (2) year term is elected to another office at the Election Meeting, the President in office at the October

Board meeting following the election shall nominate a candidate to fill the anticipated vacancy which will occur on November 1st. Upon approval of a majority of the Board, the member shall serve for the remainder of that term of office.

If any member shall fail to attend four (4) scheduled Monthly Meetings in a twelve (12) month period, his/her office shall be declared vacant by the Secretary.

SECTION 4

Powers

The entire government and management of the Club shall be entrusted to the Board of Governors, including the enforcement of the by-laws. The powers of the Board of Governors shall include, but shall not be limited to, the admission of members subject to the provisions of Article I, Section 2 hereof, suspension or expulsion of members subject to the provisions of Article I, Section 6 hereof, the assessing of penalties for violations of these by-laws or of the rules of the Club subject to the provisions of Article I, Section 6, and the promulgation of rules for governing the conduct of members and the use of the Club and the admission of visitors and guests.

During intervals between the monthly Board meetings, the President may request that Board members vote by telecommunication methods such as telephone, text messaging, and e-mail, regarding certain issues which require resolution prior to the next scheduled Board meeting. Such votes shall be considered a valid exercise of the Board's authority so long as a minimum of six (6) Board members vote in favor of the resolution. The President, and/or his designee, must perform due diligence to ensure that all Board members are contacted and afforded the opportunity to vote. At the next scheduled monthly Board meeting, the President must explain the issue and the outcome and the necessity for utilizing this method of voting. The Secretary will then record this information in the minutes for publication in the newsletter as appropriate.

A resolution which has been passed at a regular Monthly Meeting may not be rescinded or reconsidered at a subsequent meeting unless all Board members are notified in writing at least ten (10) calendar days before the next meeting that such action will be brought up for reconsideration.

The Board of Governors shall not have the power to convey or mortgage any of the real estate owned by the Club without consent of the membership at the Annual, or a Special General Membership Meeting.

The President or other officer duly authorized by the Board shall sign contracts and all instruments authorized by the Board on behalf of the Club.

The Board of Governors cannot approve a perquisite or benefit for sitting Board members. The Board may approve a perquisite for future Board members to be effective November 1 after the Election Meeting, however, the approval of a perquisite shall not be voted on during August, September or October of any year.

Without prejudice to the general powers of the Board, it is hereby expressly declared that the Board of Governors shall have the following powers:

(a.) To appoint and hire at specific compensation employees of the Club, or to delegate said power to appoint and hire;

(b.) To appoint any such other committees as the Board shall deem appropriate.

SECTION 5

Removal

If a petition is signed by at least twenty percent (20%) of the eligible voting membership requesting removal of a Board member for cause (e.g., suspension, theft, felony conviction) and submitted to the Secretary, the Secretary shall cause notice to be sent to the membership within twenty (20) days, notifying the members of the date, time, and place of the hearing on the petition.

A quorum of twenty percent (20%) of the eligible voting membership must be present to hold a hearing and vote. If the necessary quorum is not present, the petition will be deemed to have failed and the Board member in question shall retain his/her seat.

If a quorum is present, the petition will be presented and the Board member shall have an opportunity to respond to the allegations. A vote, by secret ballot, shall be conducted. If a majority of the members present vote for removal, the Board member's seat shall be declared vacant.

ARTICLE V. COMMITTEES

SECTION 1

Finance Committee

The Finance Committee shall consist of the Treasurer and at least four (4) other members of Lincoln Country Club appointed by the President with the approval of the Board of Governors.

The Finance Committee shall set up and submit to the Board of Governors a budget for each fiscal year, review the budget quarterly (or upon special request, if needed), and shall provide financial advice to the Board of Governors as required.

SECTION 2

Nominating Committee

At the conclusion of the Election Meeting, the President shall accept nominations for seven (7) candidates (excluding officers or members of the Board of Governors) to

serve as the Nominating Committee to present a slate for the next election, as per Article II, Section 7. In the event there are more than seven (7) candidates proposed, members of the Nominating Committee shall be elected by popular vote. The committee shall, or will, select its own Chairperson.

The Nominating Committee shall canvass the membership during the year to find out if there are any members interested in becoming an officer or a member of the Board of Governors for the following year provided they have been a member in good standing for two (2) years and have not been suspended in the past twelve (12) months for violations of the by-laws, rules and regulations, or any provision of any contract between the club and any vendor or employee of the club. The Committee shall select from those interested the most qualified in their opinion to run for office for the ensuing year and submit their final slate of candidates to the Secretary no later than thirty (30) days prior to the Election Meeting. The Chairperson of the Nominating Committee shall present the slate at the Election Meeting.

SECTION 3

House Committee

The House Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairperson shall select such committee members as are necessary. The House Committee shall be responsible for the operation of the Clubhouse in its entirety and shall also be responsible for overseeing the physical condition of all buildings owned by the club and ensuring proper maintenance of the facilities. The Committee shall provide the Board of Governors with a monthly report of the operations of the House and provide budget information to the Finance Committee.

SECTION 4

Greens Committee

The Greens Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairperson shall select such committee members as are necessary. The Greens Committee shall be responsible for the maintenance of the golf course and the grounds surrounding the course, be in charge of the Greens Superintendent and his staff, and provide budget information to the Finance Committee.

SECTION 5

Membership Committee

The Membership Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairperson shall select such committee members as are necessary. The Membership Committee shall be responsible for reviewing and investigating all applications for membership. The Membership Committee shall provide potential members with information such as an application,

rules, by-laws, list of fees, assessments, house charges, and any other appropriate information. The Membership Committee shall be responsible for maintaining a waiting list for membership.

SECTION 6

Tournament Committee

The Tournament Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairperson shall select such committee members as are necessary. The Tournament Committee shall work in conjunction with the Ladies' Tournament Committee to present a written schedule to the Board of Governors at the February Monthly Meeting for the ensuing year.

The Tournament Committee shall be responsible for posting sign-up sheets for the scheduled tournaments a minimum of two (2) weeks before the event, including detailed information such as the tournament fee, a description of the tournament, and whether or not food is included in the tournament fee. The Tournament Committee shall be responsible for posting of the names of all winners and prizes in the Clubhouse.

The Tournament Committee shall coordinate all tournaments with the Club Pro and with the House Committee or its representative.

SECTION 7

Handicap Committee

The Handicap Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairman shall select such committee members as are necessary. The Handicap Committee shall be responsible for providing a posting sheet and an upgraded list of handicaps on a minimum of a biweekly basis during the golfing season. The Handicap Committee shall be responsible for the collection of scorecards and the computation of handicaps according to USGA Rules. The Handicap Committee shall present to the Board of Governors the cost of processing the handicaps.

SECTION 8

Rules and By-Laws Committee

The Rules and By-Laws Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairperson shall secure a committee of two (2) or more members. The Rules and By-Laws Committee shall be responsible for reviewing and proposing amendments to the by-laws as stated in Article VII, establishing, posting, and distributing rules for the golf course, rules for the dress code for the golf course and Clubhouse, rules pertaining to tee times and starting times, procedures for handling rules infractions, and a guest policy.

The Rules and By-Laws Committee will coordinate with all committees as is

necessary.

SECTION 9

Pro Committee

The Pro Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Chairperson shall secure a committee of three (3) or more members. The Pro Committee shall send a draft contract to all members of the Board one (1) month prior to the Monthly Meeting at which it will be presented for Board approval. The Pro Committee shall be responsible for negotiating and proposing a contract for the services of a pro, defining his wages, his responsibilities, and Pro Shop hours. The Pro Committee shall be responsible for the selection and conduct of outside leagues. The Pro Committee shall establish maintenance procedures for rental and rotation of carts.

SECTION 10

Twilight Leagues Committee

The Twilight Leagues Committee shall consist of a Chairperson appointed by the President and approved by the Board of Governors. The Twilight Leagues Committee shall be responsible for establishing rules and procedures for Twilight Leagues' night.

SECTION 11

Special Committees

The President may appoint a Special Committee.

ARTICLE VI. CAPITAL SINKING FUND

A fund has been initially capitalized with Twenty-five Thousand and 00/100 (\$25,000.00) Dollars from a surplus of the 2003 budget. In the event that the fund drops below the level of Fifteen Thousand and 00/100 (\$15,000.00) Dollars, it is mandatory for the Board to augment the fund from any available surplus each year until the fund is at the minimum level of Fifteen Thousand and 00/100 (\$15,000.00) Dollars. When the fund is at the minimum level of Fifteen Thousand and 00/100 (\$15,000.00) Dollars, the Board has the discretion to add to the fund any future surplus or portion thereof.

The fund may only be used when an unbudgeted capital expenditure is necessary. Such expenditure may be caused by an act of Nature (e.g., hurricane, flood, etc.), a fire, an act of vandalism (e.g., damage to greens carts, etc.), an unexpected problem involving golf course equipment, or capital repairs to the Lincoln Country Club buildings.

The fund shall not be used to eliminate a budget deficit caused by overspending or

under budgeting. Desired projects or purchases which are not of an emergency nature shall be accounted for in the succeeding budget.

The use of the fund requires a vote by the Board of Governors. All members of the Board must be contacted (unless this is impossible due to illness or absence from the area) by the ranking officer or member of the Board who is available, or by his or her designee. A quorum of the Board must vote and the vote to approve any expenditure must be by a majority of the voting Board members.

In addition to the emergency uses noted above, the fund can be appropriated for Long Range Capital Projects with the approval of the general membership. The Board shall schedule a general membership meeting and send written notice to the membership a minimum of twenty (20) days before the date of the meeting. Such notice shall contain the date and time of the meeting as well as a general statement as to the subject matter. In order to hold a vote on the use of the fund, the meeting must be attended by at least twenty percent (20%) of the voting membership. A majority of those in attendance and voting is required to approve the appropriation of the fund for any Long Range Capital Project.

ARTICLE VII. AMENDMENTS

The by-laws may be amended at the Annual Meeting or a Special General Membership Meeting with two-thirds (2/3) vote of those present, providing a quorum is met. A proposed amendment to the by-laws, from the general membership, must be submitted to the Rules and By-Laws Committee by twenty (20%) percent of the voting members in good standing. The Rules and By-Laws Committee Chairperson shall present the proposed amendments to the President. The President will advise the Secretary to place the proposed amendment on the agenda of the Annual Meeting, or notify the membership of a Special General Membership Meeting.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the parliamentary authority in all matters not specified in these by-laws.

ARTICLE IX. DISSOLUTION

SECTION I

Vesting

Membership in Lincoln Country Club shall be vested as follows:

Individual & Family

1 year - 5% of one share
2 years - 15% of one share
3 years - 35% of one share
4 years - 60% of one share
5 years -100% of one share

All members in good standing as of December 31 shall be vested for that year.

Once fully vested, a member shall remain vested if he/she should change membership to a category normally not entitled to rights in club property upon dissolution of the club as long as membership is uninterrupted.

SECTION 2

Dissolution

A Special General Membership Meeting for the purpose of dissolution of Lincoln Country Club may be called with forty-five (45) days prior notice. Notice of the meeting will be mailed by certified mail, return receipt requested, to each voting member in good standing no later than forty-five (45) days beforehand, stating the date, time, and location of the meeting, and the business at hand, which shall be dissolution of Lincoln Country Club.

The Secretary shall mail to each voting member in good standing a ballot which must be received by the Secretary ten (10) days before the dissolution meeting in order for the ballot to be accepted.

A two-thirds (2/3) vote of the voting members in good standing shall be required to dissolve Lincoln Country Club.

A share value shall be determined upon dissolution of Lincoln Country Club, after all debts have been satisfied, by dividing the remaining assets, if any, among the total members in good standing, and shall be distributed in accordance with Article IX, Section 1.