

ARTICLE I

Meetings

Section 1. Place of meeting. Any or all meetings of the members and the Board of Directors of this Corporation shall be held in the Clubhouse or at such other appropriate place as may from time to time be designated by resolution duly adopted by the Board of Directors.

Section 2. The annual meeting of the members of this Corporation shall be held no later than April 30 of each year on such date and at such time as may be fixed by the Board of Directors.

Section 3. Notice of annual meeting of members. At least ten (10) days prior to the date fixed for the annual meeting of the members, written notice of the time and place of such meeting shall be mailed to each member entitled to vote at said meeting.

Section 4. Special meetings of members. A special meeting of the members may be called at any time by the President or by majority of The Board of Directors. A special meeting of the members shall be called upon the written request of ten (10) members of the Corporation, addressed to the Board of Directors.

Section 5. Notice of special meeting of members. At least five (5) days prior to the date fixed for holding of any special meeting, written notice of the time, place and purpose of such meeting shall be mailed to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at any special meeting.

Section 6. Order of Business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- a. Reading of minutes of last preceding meeting.
- b. Report of President
- c. Report of Secretary
- d. Report of Treasurer
- e. Report of Committees
- f. Transaction of other business
- g. Adjournment

Section 7. Regular meetings of Board. Regular meetings of the Board of Directors shall be held each month at such time and place as the Board shall from time to time determine. No notice of regular meetings of the Board shall be required.

Section 8. Special meetings of the Board. Special meetings of the Board of Directors may be called at any time by the President and shall be called by him upon the request of two or more members of the Board. Each member of the Board shall receive at least one day prior notice of special meetings at his or her home address, but such notice need not be in writing.

Section 9. Order of business at Board meetings. The order of business at all Board meetings shall be as follows:

- a. Reading of minutes of last preceding meeting.
- b. Report of Officers
- c. Report of Committees
- d. Election of New Members
- e. Old Business
- f. New Business
- g. Other Business

ARTICLE II

Quorum

Section 1. Quorum of members. Presence in person or by Proxy of fifty (50) members of the Corporation. However, only those matters listed in the notice of the meeting can be acted upon.

Section 2. Quorum of Directors. Five (5) members of the Board of Directors shall constitute a quorum at all board meetings.

ARTICLE III Board of Directors

Section 1. The general management of the affairs of this Corporation, including the establishment of fees for membership and annual dues from the members, shall be determined by a Board of nine (9) directors who shall be members of the corporation. If the Board of Directors appoints a Chief Operating Officer, refer to Appendix A.

Section 2. Three (3) members of the Board of Directors shall be elected annually to a three year term. By September 15 of each year the vacancies will be announced and interested candidates will be required to declare their candidacy and provide a biography by October 15. Ballots will be provided to all members in good standing and a vote taken by November 15. Newly elected members will be installed by December 15.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors, and the person so elected shall serve for the unexpired term of the director he or she succeeds.

Section 4. Power to elect officers. The Board of Directors shall elect from the members of the Board of Directors, a President, a Vice President, a Secretary and a Treasurer. One (1) person may hold two (2) offices except that the person elected as President may not also be elected as Secretary.

Section 5. Election and term of officers. The officers of the Corporation shall be elected by the Board of Directors at its first meeting after the newly elected Directors take office. They shall be elected for a term of one (1) year and shall serve until their successors are duly elected and qualified.

Section 6. Vacancies in offices. A vacancy in office shall be filled by appointment made by the Board of Directors. Each person so elected to fill a vacancy shall serve for the unexpired term of the officer he or she succeeds.

Section 7. Power to require bonds. The Board of Directors may, in its discretion, require any officers or employees to file with the Corporation a satisfactory bond in such amount and conditioned as the Board of Directors may determine.

Article IV Officers

Section 1. President. The President shall preside at all meetings of the Board of Directors. He or she shall be ex officio member of all standing committees. Subject to the control of the Board and the members, he or she shall have general and active supervision over the management of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall, with the Secretary, execute and deliver all duly authorized contracts and obligations of the Corporation.

Section 2. Vice President. The Vice-President shall preside at all meetings of the Board of Directors in the absence of the President and shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors and shall preserve in books of the Corporation accurate minutes of the proceedings of all such meetings. He or she shall give all notices of the meetings required by statute or these by-laws. He or she shall conduct the correspondence of the Corporation, keep its records and perform such duties as may be entrusted to him or her by the Board of Directors. He or she shall, with the President, execute and deliver all duly authorized contracts and obligations of the Corporation and where necessary, attach the corporate seal thereto.

Section 4. Treasurer. The Treasurer shall, under the supervision of the Board of Directors, collect and disburse all funds of the Corporation. If a C.O.O. is appointed, the C.O.O. will support the Treasurer by reviewing all financial statements and verifying their accuracy. All monies received by the Corporation shall be deposited in a bank authorized by the Board of Directors in the name of the Corporation. The Treasurer shall pay no bill or claim against the Corporation which has not first been approved by the Board of Directors, excepting, however, any routine expense item as may be generally authorized by the Board of Directors, and more specifically set forth in the Policies and Procedures for each year. The Treasurer shall prepare and present at the annual meeting of the members a detailed financial statement of receipts and expenditures for the previous fiscal year. This statement shall also show the balance of money on hand and all present and future liabilities of the Corporation theretofore contracted or incurred. The Treasurer shall also prepare and present to each member of the Board of Directors at the regular monthly meeting a detailed report of all incomes and expenditures of the previous month; also a written report of the total incomes and expenditures to date of the current year.

ARTICLE V Committees

Section 1. Standing Committees. The following standing committees shall be appointed annually by the President promptly after election, subject to the approval of the Board of Directors at the meeting held for the election of officers or at the following meeting.

a. Executive Committee. This committee shall be composed of the President of the Corporation as chairman, the Secretary of the Corporation and two (2) other members of the Board elected by the Board. This committee, subject to the control of the Board, shall have authority to act upon necessary Board decisions where action is required between Board meetings and the matter is of such urgency that it cannot be postponed for action until the next regular Board meeting. This committee shall act only when its proposed action has first been affirmatively approved by three (3) members of the committee.

b. House Committee. This committee shall be composed of three (3) or more members and shall have charge of and general control over Club Manager, Chef, Kitchen, Bar and all persons connected with those areas of activities and all policy matters concerning those activities. Chairman of this committee must be a member of the Board of Directors.

c. Entertainment Committee. This committee shall be composed of one (1) or more members of the Board of Directors plus one (1) or more Club members who shall supervise entertainment for the Club. They shall plan and provide any and all types of entertainment within the limits set by the Board of Directors.

d. Greens Committee. This committee shall be composed of one (1) or more members of the Board of Directors plus one (1) or more Club members. It shall have supervision of the golf course grounds and its maintenance personnel, and all matters pertaining to golfing activities, except tournaments, including Golf Professional, carts, locker rooms, club storage, and any other area with direct reference to golfing activities.

e. Tennis and Swimming Pool Committee. This committee shall be composed of three (3) members, and the chairman shall be a member of the Board of Directors. It shall have charge and general supervision over the maintenance and operation of the tennis courts, tennis tournaments, and the maintenance and operation of the swimming pool and bathhouse.

f. Property Committee. This committee shall be composed of three (3) members, and the Chairman shall be a member of the Board of Directors. It shall have charge and general supervision over the maintenance and repair of all buildings.

g. Tournament Committee. This committee shall arrange, schedule and control all golf activities. The Club professional shall be ex officio member of this committee, and the Chairman shall be a member of the Board of Directors.

h. Budget Committee. This committee shall be composed of all members of the Board of Directors.

Section 2. Auditing Committee. The Board of Directors shall engage the services of a qualified public accountant who shall annually perform a financial report compilation and prepare a written report for the Board of Directors. The compilation of reports shall be available to any member requesting examination of same.

Section 3. Limitation on committee expenditure. No committee shall incur on behalf of the Corporation any financial liability without first having secured approval for said expenditure at either a regular or special meeting of the Board of Directors.

ARTICLE VI

Authority of the Board of Directors

Section 1. General Powers. Subject to the limitations specifically imposed by the laws of Pennsylvania and these by-laws, the Board of Directors shall have general supervision over the management of the business of the Corporation and shall have general authority to do all such lawful acts and things in fulfilling this power as are not forbidden by the said laws or these by-laws. In all matters, the Board of Directors shall be subject to the control of the members.

Section 2. Authority of the Board of Directors. The Board of Directors is not authorized to encumber the membership with any major indebtedness for the purpose of

additions and/or major renovations to Corporation property without the prior approval of the members.

Section 3. Authority of the Board of Directors. If the members authorize the Board of Directors to encumber the members with any major indebtedness for the purpose of addition and/or renovation to Corporation property, the Board shall then have complete authorization from the members as to how these obligations shall be paid.

Section 4. Authority of the Board of Directors. Upon resolution of the Board, any parcel of land not being used as part of the golfing facility, can be sold with a majority of the membership of the corporation voting in favor of the transaction. All proceeds from such sale shall go into a special fund earmarked for Capital Improvements. However, before such sale is made or voted upon, notice of such intent must be sent to all members giving the membership a one (1) month period to make counter offers or counter proposals. After said one (1) month period, membership must vote on the proposal as presented by the Board of Directors.

Section 5. Director's appointment of General Manager-Chief Operating Officer (COO). In the event the Board of Directors chooses to hire and appoint a General Manager-Chief Operating Officer, the provisions of these By-Laws in Article V, Section 1 subsection (b) House Committee, © Entertainment Committee, (d) Greens Committee, (e) Tennis and Swimming Pool Committee, (f) Property Committee, (g) Tournament Committee as to management powers of those committees shall be suspended and the duties of those committees shall become advisory to the Board only.

In the event the General Manager (COO) is not appointed or the position is vacant, then all the provisions of Article V as to committees shall have full force and effect as to the delineated management and supervision functions defined therein.

ARTICLE VII Membership and Dues

Section 1. Application for membership. All applications for membership in the Corporation must be proposed upon printed forms prepared for that purpose. The applicant must be recommended by a member of good standing who shall sign the application and/or by invitation of the C.O.O.

Section 2. Age. No person shall be elected as a member of this Corporation until after his or her twenty-first (21) birthday.

Section 3. Election of Members. Members shall be elected by the Board of Directors at any regular meeting or at any special meeting called for that purpose. Two (2) adverse votes shall constitute a rejection of the applicant and application so rejected shall not again be voted upon as an applicant for a period of one (1) calendar year thereafter.

See Appendix B

Section 4. Payment of Dues. New members are required to commit to one year's dues regardless of the date of enrollment. The second year's dues shall consist of the first year's anniversary date to March 31. Annual dues will be prorated for this period if it is less than 12 months. Annual dues may be paid in full or in equal monthly installments.

Section 5. Family membership. A membership held by husband and wife is considered a family membership and entitles dependent children to use the facilities of the Corporation in accordance with the rules as the Board of Directors may direct governing dependent children, students and children in the armed forces. Any such dependent child, when he/she becomes self supporting and having attained the age of twenty-one (21) years may establish his own adult membership in the Corporation within one (1) year after attaining the above status without paying any initiation fee.

Section 6. Single membership of married person. Hereafter, no married person who is living with his wife or husband shall be elected to membership in the Corporation unless at the same time such spouse is also elected. The Board of Directors shall have authority, in its discretion, to waive the restriction on membership stated in this section, but if such restriction is waived so that only one of the married couple is elected, then the non-member spouse of such membership shall not be a guest at social or business activities of Corporation more than two (2) times during any calendar year.

Section 7. Classes of Membership. Golf and tennis privileges are available only to a person who also has Country Club privileges. There shall be no separate golf or tennis memberships. Golf and tennis privileges for dependent children are included in a membership.

Section 7-A. Classes of Membership. Any dependent child wishing to use the facilities of the Corporation in the same manner and to the same extent as an adult may do

so by paying the same dues required for an adult for the privileges desired.

Section 7-B. Non-Resident Membership. Any person desiring such a membership must reside in a permanent residence beyond a forty (40) mile radius of the SVCC and may not reside within this radius for a period exceeding thirty (30) days per year, or maintain a second residence within this radius for personal use during the golf/tennis season. Qualifying persons may be accepted to a club membership by paying the full registration fee and the annual dues as fixed by the Board of Directors and shall have full use of the club's facilities as a resident member but shall not have any voting power. A non-resident member may not purchase an annual golf or tennis membership. Non-resident members may use the golf and tennis facilities by paying the daily guest fee.

Section 7-C. Associate Membership. Persons ages twenty-one (21) through twenty-nine (29) (including the calendar year in which age thirty (30) is attained) are eligible to be associate members. Dues, assessments and monthly food minimum shall equal sixty-five (65%) of charges for regular members. Associate members shall have no voting rights, and at the beginning of the calendar year following attainment of age thirty (30) must pay full initiation fee in order to maintain membership. Golf memberships shall be limited to twenty-five (25) in any one year and applications for associate membership may only be submitted one time.

Section 8. Guests. Any conditions pertaining to guests not covered by the by-laws shall be handled by the discretion of the Board of Directors as such conditions present themselves.

Section 9. Resignation of a member. The resignation of a member shall operate as a complete release and extinguishment of all his rights, title and interest in any and all of the property of the Corporation which he may have acquired through membership, but it shall not cancel or affect any indebtedness of the member to the Corporation. All resignations are effective March 31, no annual dues will be refunded.

Section 9-A. Leave-of-Absence. A one (1) year leave -of -absence may be granted by the Board of Directors to a member who experiences personal circumstances beyond his/her control, which necessitates the member to leave the area or attend to affairs resulting from a personal tragedy or hardship. The member must request the leave-of-absence, in writing, before January 1 of the affected year, with sufficient explanation of the circumstances to permit the Board to make an informed decision on the request. The Board of Directors will act on the request at a special meeting called prior to January 10 and inform the member of the approval/disapproval by January 15,

accompanied by appropriate billing. The requesting member must then meet the Payment of Dues schedule specified in Article VII, Section 10. A second leave-of-absence for one (1) year may be granted only in the most exceptional circumstances, and shall be at the discretion of the Board.

Section 10. Payment of Dues. The membership year shall be April 1 - March 31. At the option of the members, dues may be paid monthly and will be billed on the first of the month. If dues are not paid within the standard billing terms, net 30 days from the date of the invoice, service charges of 18% APR will be added. Any member who does not pay in full within sixty (60) days from the date of the original billing will have their privileges in the Corporation suspended and their name posted. A written notice will be sent informing the member of this suspension. If payment in full is not made within ten (10) days of the date of the suspension notice, the membership will be terminated. Such termination of a member shall operate as a complete release and extinguishment of his rights, title and interest in any and all of the property of the Corporation, which he may have acquired through membership, but shall not cancel or affect any indebtedness of the terminated member to the Corporation. The member will be billed for the remainder of annual dues, if applicable, and turned over to collections if payment is not received within thirty (30) days of the date of the written notice.

Section 11. Purchase on credit. All charges due from a member to the Corporation for food, beverages, greens fees, cart rentals, or other items or service purchased by a member through the Country Club facilities shall be paid in full within thirty (30) days from the date of the invoice for these items. If payment is not received within thirty (30) days, service charges of 18% APR will be added. Any member who does not pay in full within sixty (60) days from the date of the original billing will have their privileges in the Corporation suspended and their name posted. A written notice will be sent informing the member of this suspension. If payment in full is not made within ten (10) days of the date of the suspension notice, the membership will be terminated. Such termination of a member shall operate as a complete release and extinguishment of his rights, title and interest in any and all of the property of the Corporation, which he may have acquired through membership, but shall not cancel or affect any indebtedness of the terminated member of the Corporation.

ARTICLE VIII
Suspension and Expulsion of Members

Section 1. Authority to suspend or expel members. Authority to suspend or expel members from membership in the Corporation shall be vested in the Board of Directors in accordance with the procedure and subject to the further provisions of this Article in these by-laws.

Section 2. Grounds for suspension or expulsion. A member may be suspended or expelled for arrearages or non-payment of dues or other charges as required by Article VII of these by-laws. In addition, a member may be suspended or expelled when, in the opinion of the Board of Directors, the conduct of such member may tend to endanger the good order, character or welfare of the Corporation or the members of this Corporation. The Executive Committee shall have the right to immediately suspend any member charged with criminal misconduct in the State and Federal Courts, for offenses amounting to a misdemeanor or felony, in the event of such members conviction and/or upon a plea of guilty and/or upon a plea of nolo contendere to such charges. At the next regular meeting of the Board of Directors, a hearing shall be held to determine whether the aforesaid misconduct shall be grounds for the termination of membership..

Section 3. Notice to member. Whenever it is proposed by the Board of Directors to consider at a meeting the suspension or expulsion of a member, there shall be mailed to such member not less than fifteen (15) days before the date of said meeting a notice by Registered or Certified mail, Return Receipt Requested, to appear at said meeting for a hearing. The notice shall inform the member of the charge he is to face and the grounds relied upon for his proposed suspension or expulsion.

Section 4. Trial before Board of Directors. At the meeting of the Board of Directors, the Board shall conduct a hearing on the charges pending against any member, and the member shall have a right to be heard together with any witnesses he may present on his or her behalf.

Section 5. Vote required for conviction. An affirmative vote by a majority of the members present of the Board of Directors shall be required in order to suspend or expel a member.

Section 6. Penalty upon suspension. A member may be suspended from all

privileges of membership for a period not to exceed six (6) months or the Board of Directors may enforce such other reasonable penalty or restriction as they deem proper. If the member is suspended for non payment of dues, the period of suspension may exceed six (6) months if the member has not paid up to date all monies due and owing to the Corporation. Any suspended member shall not enter upon the property of this Corporation during the period of his suspension. Violation of this provision shall be sufficient ground for a termination of his membership in the Corporation.

Section 7. Penalty upon expulsion. Any member expelled from membership shall thereby automatically forfeit forever all his rights, title and interest in any and all of the property of the Corporation which he may have acquired through membership, but it shall not cancel or affect any indebtedness of the member to the Corporation.

Section 8. Failure of member to appear at trial. The failure of the member to appear for a trial before the Board of Directors in connection with proposed expulsion or suspension of the member shall constitute a complete waiver by such member of all right to hearing and trial hereunder. In the discretion of the Board of Directors, a further opportunity to be heard may be extended to any member when it appears that said member was unavoidably prevented from attending the meeting for which he received proper notice.

ARTICLE IX Removal of Directors

Section 1. Grounds for removal. Any member of the Board of Directors may be removed for misconduct or neglect of duty.

Section 2. Procedure for removal. The authority to remove a Director under this Article is vested in the members of the Corporation. Such authority may be exercised by the members at any regular meeting or at a special meeting called for that purpose.

Section 3. Notice to Director. Before the date of the meeting at which the removal of a Director is to be considered, there shall be mailed to such Director a written notice of the time and place of the meeting together with notification of the general charges against the Director that will be considered at the meeting.

Section 4. Vote required in order to remove a Director. Under this Article of the by-laws, an affirmative vote in favor of removal must be cast by a majority of all the other members of the Corporation present and voting at such meeting.

ARTICLE X
Fiscal Year

Section 1. Accounting period. The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI
Rules and Regulations

Section 1. The following rules and regulations shall apply to all members

a. Subscription papers and advertisements shall not be posted or circulated in the Club House or on Corporation property except with the previous permission of the Board of Directors.

b. All games in the Clubhouse and other buildings of the Corporation and all sports played or conducted on Corporation property must be played subject to such rules and regulations as from time to time may be adopted by the Board of Directors.

c. A member shall not reprove any servant or employee of the Corporation, but shall submit all complaints in writing to the Board of Directors. Failure of a member to abide by this provision is subject to disciplinary action under Article VIII, Section 2 of these by-laws.

d. The Board of Directors shall provide a bulletin board in the Club House on which may be posted notices and information for the benefit of the members.

Section 2. Power to enact. The Board of Directors shall have authority from time to time to enact and enforce reasonable rules and regulations on all matters concerning activities conducted on the Corporation property.

ARTICLE XII
Amendment of By-Laws

Section 1. Proposing Amendments. By an affirmative vote of a majority of the Board of Directors, the Board may from time to time propose to the members amendments of these by-laws. Amendments may also be proposed by the members, in which case a copy of the proposed amendment signed by at least ten (10) members of the Corporation shall be filed with the Board of Directors.

Section 2. Meeting for consideration of amendments. Proposed amendments to these by-laws may be considered at either a regular meeting or at a special meeting of the members called for that purpose, subject however, to the provisions on notice hereafter stated in this Article.

Section 3. Notice to Members. Before any proposed amendment of these by-laws shall be considered at a meeting of the members, the members shall be notified by the Board of Directors at least fifteen (15) days before the date of the meeting and provided with a copy of the proposed amendment together with notice of the time and place of the meeting for the consideration of the proposed amendment.

Section 4. Adoption of Amendments. The affirmative vote of a majority of the members present and voting at a duly called meeting of the members at which a quorum is present shall be required for the adoption of any proposed amendment to these by-laws.

APPENDIX A

BOARD OF DIRECTORS: The Chief Operating Officer (C.O.O.) works in conjunction with the Board of Directors and the Board of Directors will function in an advisory role. The C.O.O. has the authority to implement policies and procedures necessary to support the Mission and Vision statements of the Corporation.

APPENDIX B

ELECTION OF MEMBERS:: The Chief Operating Officer (C.O.O.) in conjunction with the Membership by Invitation Only (MBIO) process, may elect new members into the Corporation. Notification will be made to the Board of Directors at the monthly meeting or in writing. Prior approval may be gained at the Board meeting. If warranted, the Board of Directors can nullify a new member with a majority vote.

CERTIFICATION

These Bylaws were approved at the annual meeting of the members by a majority vote on April 24, 2014.

Secretary

Date

