

**AMENDED AND RESTATED BYLAWS
OF
SLEEPY HOLLOW BATH AND RACQUET CLUB,
INCORPORATED**



Adopted and in Effect as of March 14, 2023

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PREAMBLE

These amended and restated bylaws, adopted by the Board on March 14, 2023, supersede any prior version(s) thereof and constitute the entirety of the Corporation's bylaws.

ARTICLE 1. NAME

The name of this nonstock corporation is Sleepy Hollow Bath and Racquet Club, Incorporated, also referred to in this document as "SHBR" or the "Club."

ARTICLE 2. PURPOSES

The purposes of the Corporation are to promote and foster recreational and social activities and encourage a friendly spirit among its members, and to administer and maintain premises and facilities in furtherance thereof.

ARTICLE 3. MEMBERSHIP

§ 3.1 Classes of Membership

There shall be three classes of membership: (i) Equity, (ii) Associate, and (iii) Inactive. They are defined in the subsections below.

§ 3.1.A Equity Membership

Equity membership shall comprise the persons who are owners of the Club and who are eligible to receive certificates evidencing their membership as shown on the Corporation's records; the maximum number of certificates authorized is listed in the Articles of Incorporation. Wherever in these bylaws the word "member" is used without qualification, "member" means "equity member."

§ 3.1.B Associate Membership

Associate membership shall comprise all other persons, exclusive of guests, who are authorized to use SHBR facilities on a seasonal basis. Associate membership status is subject to approval by the Board of Directors, such approval not to be unreasonably withheld, and is effective for one season. Renewal of an associate membership is not automatic, and a new application must be submitted for each season for which associate membership is sought. For purposes of these Bylaws, "season" means either: (i) the period each year, typically from the

Saturday immediately preceding Memorial Day through and including Labor Day¹, during which the swimming facilities at the Club are open for use by the membership, or (ii) the period during which the swimming facilities at the Club are not open for use by the membership, typically spanning from the day after Labor Day to the Friday before Memorial Day (the “winter season”). Associate Members include those who lease shares from equity members during a season or to whom the Club has extended Associate Membership status.

§ 3.1.C Inactive Members

Equity Members may allow the Corporation to lease their membership privileges. Once the membership is leased, the Equity Member will become an Inactive Member. If a member wishes to lease his or her membership privileges, then he or she shall be required to (i) pay a nominal fee to be determined by the Board of Directors; and (ii) refrain from use of the Club facilities during the applicable season, except as a guest. Such members shall retain all voting rights applicable to Equity Members and shall be relieved of their duty to pay dues to the Corporation provided that the Corporation is able to lease that member’s privileges to an Associate Member. For purposes of calculating the total membership under §3.1.A above, an equity membership that is leased to an Associate Member shall constitute a single membership.

§ 3.1.D Priority

Equity members shall have priority over associate members for the seasonal rental of on-site cabanas and for access to such other facilities as the Board determines to be appropriate and consistent with the rights of equity membership.

§ 3.2 Good Standing

A member is in good standing if he timely satisfies all financial obligations and is in compliance with the Rules of SHBR.

§ 3.3 Household Application

The use of SHBR’s facilities is extended to the persons residing in a member’s residence as indicated below, provided they are accepted by the Board of Directors and their names are listed in the official records of the Corporation.

§ 3.3.A Permanent Residents

Persons who permanently reside in the residence of member in good standing.

§ 3.3.B Temporary Residents

Individuals who are temporarily residing in the residence of an equity member in good standing. “Temporarily residing” means a minimum of 30 consecutive days. Members must

¹ The SHBR Board may elect to extend the summer season based on several conditions, including: weather, costs, and general availability of required personnel.

notify the Membership Director or other responsible Board Director in advance of the intended use of the Club by such individuals and provide an acceptable means of identifying them.

§ 3.3.C Long Term Guests

Long Term Guests are individuals visiting an equity member in good standing for less than 30 consecutive days. Upon approval of the Operations Representative on the Board and for good cause shown, Long Term Guests may be granted membership privileges during that visit. Such privileges shall be at the absolute discretion of the Club.

§ 3.4 Adherence to Rules; Disciplinary Action

§ 3.4.A Establishment of Rules

All individuals have a duty to adhere to the Rules at all times. As used herein, “Rules” means the set of rules, policies, and other information set forth in the published Rules of the Corporation, as such may be amended and restated from time to time. Such term includes, but is not limited to, verbal orders given by an employee of SHBR to protect the health or safety of individuals using the facilities of the Corporation or to properly manage or administer such facilities.

§ 3.4.B Removal from Facilities

An individual who fails to adhere to the Rules may be subject to immediate removal from the SHBR facilities by the employee of the Corporation with the most supervisory responsibility of any employee present at the facilities at a given time, in his or her discretion (“Manager”).

Upon such removal, the Manager shall document the facts and circumstances that led to the removal and shall transmit the same to the Operations Director, the President, and Secretary. The Operations Director, in consultation with the President and Membership Director, may prohibit the use of the Facilities by such individual until the Board determines whether further disciplinary action is warranted pursuant to §3.4.C.

§ 3.4.C Further Disciplinary Action

Following the removal of an individual from the Facilities, at the next Board meeting, the Secretary shall notify the full Board of the circumstances of non-adherence to the Rules and resulting disciplinary action. If the details warrant, in the opinion of the President, Secretary and Operations Director, an expedited Board meeting or discussion over electronic means (telephone, email, etc.) may be held to determine any further, appropriate, disciplinary actions.

If the Board determines that further disciplinary action may be appropriate or if the circumstances of non-adherence to the rules are not clear, the Board may request the individual involved be brought before the Board to explain the conditions of the occasion. In this case, the individual will be notified in writing. If the individual is (i) a minor, then the parents or guardians of such minor shall be notified, or (ii) was a guest, then the member who hosted the guest shall be asked to respond.

§ 3.4.D Member Suspension

The Board shall determine an appropriate sanction, which may include an opportunity to cure, up to and including (but not limited to):

- a prohibition on the removed individual's further use of the Facilities in any capacity whatsoever, and/or
- the Corporation's demand of reasonable restitution from the individual if the circumstances that led to the removal involved damages to the Facilities.

If the sanction results in a member's loss of access and privileges to the Club, then the Board shall send a notice to the member, via certified mail, at his last known address, advising that his membership will be suspended 5 days after the date of the notice unless the member cures the acts upon which the suspension is based. The notice shall provide that the member may appeal the proposed suspension by appearing before the Board or by writing to the Secretary of the Board within 30 days after the date of the notice. The Board will act upon the appeal within 30 days, during which time the suspension will be stayed. For purposes of this section and §3.4.E, "member" means both equity and associate members.

If restitution is ordered and the individual was a guest of an Equity Member or Associate Member, then such Equity Member or Associate Member shall be jointly and severally liable with the individual for such restitution to the Corporation.

§ 3.5 Nonpayment of Dues

§ 3.5.A Forfeit Status

An equity membership shall be considered in "forfeit status" if the member fails to pay the annual dues or arrange for lease of its membership by a date established by the Board. The Board shall send the defaulting member a notice of forfeiture, via certified mail, on or after November 1 of the year for which annual dues have not been paid, requesting payment in full to be made within 30 days. If payment is not made within 30 days of receipt of this notification, the membership share shall be considered forfeited and shall revert to ownership by the Corporation. The Board is entitled to make exceptions if the member can demonstrate hardship that justifies the failure to make payment or arrange for leasing of the Membership.

§ 3.5.B Reinstating a Member from Dues Forfeiture

The Board of Directors shall reinstate a member in forfeit status upon the member's payment of all dues, penalties, and any other fees owed the Corporation, provided that the payment is made within 30 days of the mailing date of the notice of forfeiture.

§ 3.5.C Member Forfeiture from Dues

If a member is not reinstated under §3.5.B Reinstating a Member from Dues Forfeiture, the Board may declare the member's Certificate of Membership forfeited and may dispose of the Certificate as it deems in the best interest of the Corporation. Any proceeds from the sale of such

a forfeited membership, after deducting all delinquent dues, penalties and other fees, shall be paid to the member.

§ 3.6 Obligations of Equity Ownership

§ 3.6.A Dues and Other Charges

The annual dues for members will be determined by the Board of Directors no later than February 1 and will be payable not later than April 1 of each year. A late fee may be charged for late payment. Members are responsible for informing the Corporation of their current mailing addresses.

§ 3.6.B Guest fees

Guest fees will be set by the Board from time to time, and notice of the fee will be provided to members.

§ 3.6.C Assessments

The Board may levy assessments on SHBR members. However, no assessment in excess of 50% of the then current dues will be made without approval of the membership pursuant to the provisions of ARTICLE 4 MEMBERSHIP MEETINGS. No more than one assessment may be made in any calendar year, regardless of amount, without approval of the membership. The Board may not levy a special assessment without notice to the membership and an opportunity for member questions and comments.

§ 3.6.D Fee for Sales

The Board may set a reasonable fee for obtaining a buyer for a member's interest in the Corporation.

§ 3.6.E Fee for Associate Membership

The Board may set a reasonable fee for the leasing of a membership or for the temporary assignment of a member's certificate.

§ 3.6.F Transfer Fee

The Board may set a reasonable fee to cover the costs entailed with the cancellation and issuance of certificates and related services.

§ 3.6.G Participation and Use Fees

The Board imposes participation and use fees.

§ 3.7 Transfers of Certificates.

§ 3.7.A New Certificate Issuance

Any transfer will result in the cancellation of the transferor's certificate and the issuance of a new certificate to the transferee. A fee may be charged in accordance with §3.6.F.

§ 3.7.B New Buyer

A member may select a buyer or donee, or request the Corporation to do so. The Corporation will not charge a sale fee when the member selects and presents a buyer for his interest in the Corporation.

§ 3.7.C Placing a Certificate for Sale

A member may place his certificate with the Corporation for sale, in which case the member's dues and other financial obligations continue whether or not the member actually uses SHBR facilities during the dues period for which the dues are owed.

§ 3.8 Waiting Lists

§ 3.8.A To Buy

If at any time there are more applications for membership than there are memberships available, the Corporation shall have the option of purchasing a membership for sale at the then current amount the Corporation charges for a membership, less any fees or charges owing to the Corporation.

The Board may establish a non-refundable fee for applicants to be placed on the waiting list to purchase an equity membership after all available memberships have been sold for the current season. This fee shall carry over year-to-year until a membership becomes available for sale. Additionally, this fee shall be applied to the total membership cost to be paid by such applicant for the first year that a membership becomes available for sale. If a membership becomes available for purchase, and a lease has been sold to the applicant prior to the purchase of such membership during the same season, all fees paid by the applicant to the Corporation shall then be applied to the total cost of the membership for the first year.

§ 3.8.B To Sell

If at any time there are more memberships available than there are applicants for membership, the Membership Director may maintain a list of those members wishing to sell their memberships. If such a list is maintained, the following procedures will apply:

- A member who desires to sell shall notify the Membership Director in writing of his intention and submit a copy of his certificate.
- The Membership Director shall add members' names to the list in the order in which the Chairman receives them.

- When an application is received, the payment accompanying the application, if in the best interest of the Corporation, may be used to purchase the membership of the member whose name appears next on the “sell list.”
- As an accommodation to members the Corporation may but is not obligated to apply the income from Associate membership fees to the annual dues of Equity members whose certificates have been placed with the Membership Director for sale. In any case in which an Equity member’s dues are so satisfied, the Equity member is deemed to have surrendered his privilege to use the Corporation’s facilities for that dues year.

§ 3.8.C Associate Memberships

Any time there are more applicants for Associate Membership than there are Associate Memberships available, the Membership Director shall maintain a wait list for leases. Associate Memberships shall be distributed in the following order of priority:

- First to Members on the Equity Wait List
- Second, to Associate Members who were Members in the immediately preceding season;
- Third, to applicants in the order in which their application is received as determined by the Membership Director.

§ 3.9 Temporary Assignment of Certificate

A member in good standing may assign his certificate of membership to a person who rents the member’s residence, subject to the approval of the Board. The then-current amount of annual dues for members shall be paid to the Corporation. Eligibility for participation on certain SHBR teams by those who rent a member’s residence may require the payment of dues directly to the Corporation by the renter.

ARTICLE 4. MEMBERSHIP MEETINGS

§ 4.1 Regular Meetings

A regular meeting of the members shall be held in January and June of each year, at such time and place as the Board of Directors shall designate. The regular meeting in January shall be the Corporation’s Annual Meeting.

§ 4.2 Special Meetings

A special meeting of the members may be called by the President or a majority of the Board of Directors. In addition, a special meeting shall be called by the Secretary within 30 days after receipt of a request therefor signed by at least 10% of the equity members.

When a special meeting is called, the membership shall be informed of the business to be acted upon, and the action at the special meeting shall be limited to such business.

§ 4.3 Notice of Meetings

Notice shall be for every member meeting at least ten (10) days before the date of the meeting. Notice shall be posted to the member's most recently-provided physical or e-mail address. Notice shall also be provided on the official website of SHBR and included in any regularly provided newsletter for members.

Recognizing the *Ad Hoc* nature of Special Meetings, notice shall be provided by the Board as quickly as is feasible.

§ 4.4 Quorum

At any meeting of membership, those equity members that are present shall constitute a quorum for purposes of enabling such a meeting to proceed. Except for the election of Directors, as provided in § 5.8 Elections, a majority of the equity membership as a whole shall constitute a quorum for voting purposes. For constituting a quorum or for voting under this ARTICLE 4 MEMBERSHIP MEETINGS or under ARTICLE 5 BOARD OF DIRECTORS, only equity members in good standing shall qualify.

§ 4.5 Voting

At any meeting of the membership, an equity member in good standing shall be entitled to one vote. A member may vote in writing addressed to the SHBR Secretary only for election of officers or for specific motions previously announced. Unless otherwise provided in the Bylaws, a majority vote is required for passage of any motion or resolution. There shall be only one vote per membership certificate.

ARTICLE 5. BOARD OF DIRECTORS

§ 5.1 Composition

The Board of Directors shall be composed of at least seven (7) but not more than twenty (20) members.

§ 5.2 Term of Office

A regular term of office is three years. Members may serve on the Board for two consecutive full terms. If a Board vacancy is filled for a partial term lasting less than or equal to one and one-half years, then the person filling that vacancy may complete the term and stand for election for two more consecutive full terms; but, if the vacancy is filled for a partial term lasting more than one and one-half years, then the person filling the vacancy may complete the term and stand for election for only one more full term. To the extent feasible, one-third of the number of directors shall be elected in any given year, it being the intent of the bylaws that staggered terms of office provide needed continuity of management.

§ 5.3 Duties

The Board shall act as the governing body of SHBR and may fill vacancies in its membership as it deems appropriate. The Board is empowered to establish rules governing the conduct of any aspect of the Corporation's operations. Specific duties of the Board Directors are defined in ARTICLE 7 DIRECTORSHIPS.

§ 5.4 Compensation; Indemnification

§ 5.4.A Compensation

Directors and members of committees shall serve without compensation but may be reimbursed for their legitimate expenses. Directors shall not be precluded from serving SHBR in any other capacity and receiving reasonable compensation therefor.

§ 5.4.B Indemnification

Any person who is a party to a legal action by reason of being or of having been a director, officer, employee or agent of SHBR shall be indemnified by SHBR against costs actually and reasonably incurred by that person in connection with the defense or settlement of such action, in accordance with Section 13.1-870, *et. seq.* of the Virginia Code. Such indemnification, however, shall be made only if the person has been determined not to have engaged in willful misconduct or knowing violation of criminal law. Such determination shall be made (i) by majority vote of a quorum of directors who were not parties to the action, or (ii) if such a quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the membership.

§ 5.4.C Limited Liability to Corporation or Members

In the absence of willful misconduct or knowing violation of criminal law, no officer or director of SHBR shall be liable to the Corporation or its members for the consequences of actions taken within the authority vested in him under these bylaws, including duties which are reasonably implied in the effective discharge of such authority.

§ 5.4.D Insurance

The Corporation shall have the power to purchase and maintain insurance against any liability incurred by any person in his capacity as a director, officer, employee or agent of the Corporation.

§ 5.5 Board Meetings

§ 5.5.A Regular Board Meetings

The Board shall hold at least ten monthly meetings in a calendar year. One such meeting must be held immediately following the Corporation's Annual Meeting and include the election of officers. The time and place of each meeting shall be set by the President.

§ 5.5.B Special Board Meetings

The President, or in his absence, the Vice President, may call a special meeting of the Board of Directors at any time, and shall do so upon the written request of any six directors.

§ 5.5.C Notice and Recordkeeping

Notice for a meeting must be not less than five business days but may be waived by consent of two-thirds of the Board Directors in situations where waiting for five business days would be reasonably likely cause harm to the Corporation, its members or facilities. Notice shall be provided to members with at least five business days' notice by identifying the date, time and location of the meeting on the official website of SHBR, and included in any regularly provided newsletter to members.

The Corporation Secretary shall maintain minutes from Board meetings and make officially-ratified minutes available to members (with redactions or omissions for sensitive personnel, disciplinary or similar issues) at any time promptly upon request.

§ 5.5.D Quorum

A quorum for a meeting of the Board shall be a majority of its members.

§ 5.5.E Need for Expedited Action

In the event of a situation in which the President has determined needs to be addressed by the Board before the next regularly-scheduled Board meeting, the President is authorized to canvass the Board by telephone, electronic mail, facsimile, or other expeditious means of communication as a basis for official action. The Secretary will record the circumstance and the vote at the next regular meeting. In such a situation, any action taken without a meeting is permissible provided that a record of this action is documented in the next regularly-scheduled Board Meeting.

§ 5.5.F Meetings Open

Nothing in this section shall be construed to preclude the attendance of equity members at a Board meeting. However, the Board may elect to meet in executive session when considering matters it deems to be of sensitive nature consistent with applicable Virginia rules and standards.

§ 5.6 Removal

§ 5.6.A Failure to Perform Duties

If any director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform the duties devolving upon him as a director, the Board may request him to resign; if he should refuse to resign, he shall be cited by the Board of Directors to show cause before a regular or special meeting of the members, called as provided in ARTICLE 4 MEMBERSHIP MEETINGS as to why he should not be removed from office.

§ 5.6.B Vote Required for Removal

Any director of the Corporation may be removed from office for cause by the affirmative vote of a majority of the equity membership. Such votes may be cast in person or by written ballot, at a regular meeting or special meeting of the membership called for that purpose.

§ 5.7 Nominations and Elections

§ 5.7.A Nominating Committee

The President shall appoint a nominating committee not later than November 1 of each year, with the approval of the Board. The Committee will be chaired by the immediate past president of SHBR unless that person no longer is a member of the Board or is running for re-election, in which case the Committee will be chaired by the Chairman of the Membership Committee, provided that the Chairman of the Membership Committee is not running for re-election. If neither person may serve as Chairman, then the Board shall appoint a Chairman by a vote. The Chairman of the Communications and Public Relations Committee shall serve as Vice Chairman, provided that the Chairman of the Membership Committee is not running for re-election, in which case the Board shall appoint a Vice Chairman of the committee by a vote. In addition, the Committee will consist of at least one but not more than five other persons, who need not be members of the Board. No person who is a candidate may serve on the nominating committee.

§ 5.7.B Notice of Election

Prior to appearing on the ballot, all candidates must be interviewed by the Nominating Committee. The Nominating Committee shall report its recommendations to the equity members through the Winter Newsletter. Other candidates wishing to appear on the ballot shall inform the Nominating Committee in time to have their name appear on the ballot as self-nominees, but there shall be no write-in candidates. The Winter Newsletter will include: (i) biographical statements of not more than 200 words for each candidate, (ii) a ballot, which shall contain information identifying the voting member, by name, membership number or other unique identifier, (iii) Notice of the time by which ballots must be received in order to be counted, and (iv) notice of the date of the Annual Meeting. All paper ballots must be signed by the member casting a ballot. If technologically feasible, the Board may adopt procedures for the receipt of electronic ballots, which shall be treated as written ballots as described elsewhere in these bylaws.

§ 5.7.C Consent

No person shall be a nominee without his consent. The responsibility for obtaining consent rests with the person proposing the nomination.

§ 5.8 Elections

The only persons eligible to vote shall be equity members in good standing. All ballots received by the deadline set forth in the Winter Newsletter shall be tallied by three members of

the Board who are not running for re-election. The results shall be announced at the Annual Meeting.

ARTICLE 6. OFFICERS

§ 6.1 Officers and Terms

The officers of this Corporation shall be a President, a Vice President, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors from among the Board members.

§ 6.2 Terms of Office

Terms of office will be one year, beginning with the date of election and ending with the election of successor officers. No person shall hold the same office for more than four years in succession.

§ 6.3 President

The President shall preside at all meetings of the members and of the Board of Directors, and shall appoint and remove chairmen of all committees. The President shall perform such other duties as customarily pertain to the office of the President. The President shall be an ex officio member of all committees, except Nominating.

§ 6.4 Vice President

The Vice President shall act as deputy to the President at the latter's discretion and perform such duties as the President may designate. The Vice President shall have and exercise all the power, authority and duties of the President during the absence of the latter, or during his inability to act. The Vice President shall serve as a community liaison, as required in the use permit. This may include activities such as informing and listening to Club neighbors, and ensuring that that may affect people living nearby are notified of Club events that may affect them.

While the full Board approves all contracts with the Club, the Vice President shall have the primary responsibility and oversight over all contracts to determine that they are complete and generally agree with other like contracts in form and substance. Contracts include, but are not limited to: employment and capital improvements.

The Vice President shall also serve as a Risk Manager. In this role, the Vice President shall identify and monitor areas of risk to the Club to determine if plans to mitigate or avoid these risks are sufficient. Areas likely to be addressed include, but are not limited to: insurance, debt ratio, and community involvement.

§ 6.5 Treasurer

The Treasurer shall have custody of all funds, securities, valuable papers and other tangible assets of the Corporation. The Treasurer shall provide and maintain full and complete records of all the assets and liabilities of the Corporation. The Treasurer will prepare and submit to the Board of Directors a monthly financial statement of the condition of the Corporation as of the last day of the preceding month. The Treasurer shall be responsible for any tax reports and information returns as state, local and federal laws may require.

The Treasurer shall: (i) prepare and revise as needed a Five-Year Financial Plan to include capital improvements and major maintenance, (ii) prepare the Annual Budget, (iii) develop investment and borrowing policies, and (iv) maintain a comprehensive insurance program.

§ 6.6 Secretary

The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors. The Secretary shall conduct the correspondence of the Corporation.

§ 6.7 Removal

Any officer of the Corporation may be removed from office by the affirmative vote of two-thirds of the Directors present at a regular or special meeting of the Board of Directors.

ARTICLE 7. DIRECTORSHIPS

§ 7.1 Establishment

There shall be Board Directors tasked with responsibility as Representatives for

- Aquatics,
- Communications,
- Facilities,
- Information Technology,
- Membership,
- Operations,
- Social, and
- Tennis.

As the need arises the Board may determine that an area of responsibility at the Club should be defined and consolidated under a new Directorship. The Board may, therefore, update, invent, and redefine Directorships as needed. The total members of the Board, as stated in § 5.1 Composition, may not exceed twenty.

§ 7.2 Aquatics

The Board Director for Aquatics shall have responsibility for allocation of the use of the pools and for all aspects of SHBR's competitive swimming and dive programs, except that the final selection of coaches is subject to the approval of the Board. The Aquatics Director shall remain accountable for operations and administration of the swimming and diving teams.

§ 7.3 Communications

The Board Director for Communications shall be responsible for outgoing communications with members, as well as maintaining the Club's presence in Social Media and Internet Search engines. The Director shall determine the appropriate communications tools for disseminating information about the Club and its activities.

§ 7.4 Facilities

The Board Director for Facilities shall be responsible for the maintenance of the Corporation's facilities. This Director shall supervise the activities of persons hired by SHBR to construct or repair the Club's facilities. The Director shall develop and recommend to the Board of Directors programs for short-term and capital improvements.

§ 7.5 Information Technology

The Board Director for Information Technology (I.T.) shall have overall responsibility for the information technology needs of the Corporation, including maintaining the technical infrastructure at the Club and the design and functionality of the official SHBR website. This Board Director for I.T. shall be responsible for maintaining the systems that allow staff to control access to and legitimate use of the SHBR facilities, including but not limited to such functions as (i) maintaining a current membership listing for check in, (ii) providing authorized access to member contact information and emergency care forms, (iii) managing the sale of guest passes, and (iv) scheduling reservations for shared resources.

§ 7.6 Membership

The Board Director for Membership shall receive applications and determine eligibility for membership, inquire into allegations of misconduct, failure to pay dues, or other conditions prejudicial to other members. The Director shall supervise and maintain the membership records of the Corporation. Membership shall also maintain the allocation of cabanas and lockers. The Director of Membership shall devise the means to maintain waitlists for memberships and cabanas/lockers.

§ 7.7 Operations

The Board Director for Operations shall be responsible for the Club's day to day operations. This Director shall supervise the activities of persons hired by the Club to operate the facilities at SHBR. The Director shall direct the hiring of operations staff including the Pool Manager, Facilities Manager, Guards and Snack Bar Vendor. The Director shall ensure that hiring of pool staff is done fairly and follows all applicable laws.

§ 7.8 Social

The Board Director for Social activities shall be responsible for developing and implementing plans or arrangements for special activities and social affairs.

§ 7.9 Tennis

The Board Director for Tennis shall have responsibility for all aspects of SHBR's tennis programs, except that the final selection of coaches/professionals is subject to the approval of the Board.

ARTICLE 8. COMMITTEES AND REPRESENTATIVES**§ 8.1 Establishment**

The Directors, with the approval of the Board, may appoint and establish representatives and Committees with non-fiduciary influence in a specific area (such as diving or girl's tennis team), and special committees. The establishment of any committees is at the sole discretion of the Board.

§ 8.2 Composition

The President, with the approval of the Board, shall appoint all chairmen, unless otherwise provided for in the Bylaws. The number of committee members shall be determined by each committee chairman. Committees may be dissolved by the Chair once (i) their efforts have been determined to be completed, or (ii) the Chair wishes to seek the advice and participation from other interested members.

§ 8.3 Notice and Role of Committees

Depending on the nature of the Committee's work, the Chair of a Committee may open Committee meetings to members who have expressed interest in or have been participating in such Committee. Committee members may raise issues of interest, support the Committee Chair in activities as needed, and shall provide advice and guidance to the Chair and/or the Board.

Team representatives have no fiduciary duties with Club monies except those specifically granted by the Board, with the possible exception of funds they may control independently of the Club.

§ 8.4 Descriptions of Committees**§ 8.4.A Aquatics Committee**

The Director may appoint Representative(s) who may assist in duties related to the competitive swimming and diving teams. The Representative may stand for the Corporation at NVSL meetings, but shall not submit proposed NVSL bylaws and/or rule changes or vote on

proposed NVSL bylaws and/or rule changes without prior approval of the SHBR Aquatics Director.

§ 8.4.B Capital Planning Committee

The Director for Buildings and Grounds and the Treasurer may appoint a Capital Planning Committee. This Committee may be asked to review the Five-Year Financial Plan with an emphasis on capital improvements and major maintenance efforts.

§ 8.4.C Facilities Committee

The Director for Buildings and Grounds may appoint a Representative or Committee who may provide assistance in maintaining specific tasks under the direct control and guidance from the Director. Additionally, persons with specific tradecraft skills may be asked for subject matter expertise as needed on flora, construction, and other topics related to this area.

§ 8.4.D Tennis Committee

The Director for Tennis may appoint Representative(s) who may assist in duties related to any aspect of the Club's tennis program, including: (i) the girls' tennis team, (ii) the boys' tennis team, (iii) the adult tennis programs, (iv) Tennis Socials, (v) maintenance of the tennis courts and equipment, and (vi) future use of the tennis facilities. Tennis representatives may have no fiduciary duties except those specifically granted by the Board.

§ 8.4.E Rules

The Rules Committee shall be responsible for an annual review of the Bylaws and the Rules, and any recommendations for change thereof by April 1 of each year. A member of this committee shall serve as Parliamentarian at all meetings.

ARTICLE 9. PARLIAMENTARY AUTHORITY

§ 9.1 Rules of Order

The rules contained in Robert's Rules of Order Newly Revised will govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of order of the Corporation.

ARTICLE 10. AMENDMENTS

§ 10.1 By Board of Directors

Amendments to these Bylaws, except § 3.1.A, may be adopted by the affirmative vote of two-thirds of the directors present at a duly noticed and convened meeting of the Board of

Directors. The Board shall notify the members of such amendments within 30 days after adoption by the Board.

§ 10.2 By The Membership

Amendments to these Bylaws may be adopted by the affirmative vote of a majority of the equity members present in person or by absentee ballot at a duly noticed and convened meeting.

§ 10.3 Notice

No amendment may be adopted unless the persons entitled to vote on the amendment have been sent or delivered notice thereof; notice must include the text of the proposed amendment. All notices may be by electronic means.

§ 10.4 Amendment Policy

It is the policy of the Corporation that in the case of a potentially controversial amendment the President may extend the time for discussion of the amendment prior to a vote thereon.

ARTICLE 11. GENERAL FINANCIAL PROVISIONS

§ 11.1 Limits On Contract Authority

The Corporation is not authorized to contract for any obligation in excess of its unobligated assets. The Board may not encumber Club assets without notice to the membership and an opportunity for member questions and comments.

§ 11.2 Disbursements

All disbursements of Corporate funds shall be made by checks signed by the Corporation's bookkeeper and by one of the following officers: President, Vice President, or Treasurer. Any disbursement of more than \$5,000 must be approved by a majority vote of the Board.

§ 11.3 Fidelity Bond

The Board of Directors will secure the faithful performance of the officers listed in § 11.2 Disbursements by means of an adequate fidelity bond.

§ 11.4 Account Review

The accounts of the Corporation shall be reviewed annually by a qualified person approved by the Board of Directors, provided that the person shall not be a member, or related by consanguinity or affinity to a member, of the Board. The report of this review will be presented at the Annual Meeting of the membership.

§ 11.5 Capital Improvements Reserve Account

At the end of each fiscal year the Board shall set aside a portion of the Corporation's unspent funds and credit that portion to a Capital Improvements Reserve Account. The Board shall exercise its discretion in determining what amount of such funds to be set aside.

ARTICLE 12. DISSOLUTION

In the event of the dissolution of the Corporation, its liabilities and obligation shall be paid or provided for. Any assets remaining after discharge of the Corporation's obligations shall be distributed to another duly constituted organization that the members may form for similar purposes, or to another nonprofit organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by SHBR; if no such organization be available, then as determined in the Corporation's plan of distribution of assets.

ARTICLE 13. MISCELLANEOUS**§ 13.1 Construction**

Wherever in these bylaws the masculine form of pronoun is used, it includes the feminine and vice versa; wherever in these bylaws the singular number is used, it includes the plural and vice versa.

§ 13.2 Nondiscrimination

The Club shall not permit, in its conduct of Club affairs, any restriction or limitation whatsoever based upon race, color, creed, gender, national origin, sexual orientation or employment status.

§ 13.3 Tax-Exemption Compliance

The Board shall conduct all corporate acts in accordance with Virginia laws applicable to Nonprofit Corporations, and with all state and federal laws and regulations which may be necessary to obtain and maintain tax-exempt status under applicable state and federal law. The bylaws shall be maintained as required by applicable law.

§ 13.4 No Personal Benefit

No part of the net earnings of SHBR shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that SHBR shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the mission statement set forth in ARTICLE 2 PURPOSES.

§ 13.5 No Lobbying

No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Adopted: March 14, 2023.