

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

Adopted and in Effect as of December 18, 2025

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PREAMBLE

These amended and restated bylaws, adopted by the Board on December 18, 2025, 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 Members, (ii) Seasonal Members, and (iii) Inactive Members. They are defined in the subsections below. As used in these bylaws, the term "**Club Member**" includes Equity Members, Seasonal Members, and Inactive Members.

§ 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 Seasonal Membership

Seasonal Membership shall consist of all other persons, exclusive of guests, who lease the right to use SHBR facilities ("**Usage Privileges**") on a seasonal basis. 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 Day, during which the swimming facilities at the Club are open for use by the membership (the "**Summer Season**"),¹

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

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**”).

§ 3.1.B.1 The Board may create Seasonal Memberships for either the Summer Season or the Winter Season.

§ 3.1.B.2 Seasonal Membership status is subject to approval by the Board of Directors, and is effective for one season. Renewal of a Seasonal Membership is not automatic, and the Board of Directors may limit the number of seasons for which a Seasonal Membership may be renewed.

§ 3.1.B.3 Seasonal Memberships must be leased from the Club. The Club may lease out, on a seasonal basis, (i) any membership that is owned by the Club, and (ii) the Usage Privileges of Inactive Members, as specified in Section 3.1.C. Equity Members are not permitted to lease their memberships or Usage Privileges directly to non-members.

§ 3.1.B.4 The Board, in its discretion, may convert any membership owned by the Club from an Equity Membership to a Seasonal Membership or from a Seasonal Membership to an Equity Membership.

§ 3.1.C Inactive Members

Subject to such rules and procedures as the Board may specify, including timely notice and payment of such fees as the Board may require, Equity Members may allow the Club to lease out their Usage Privileges to Seasonal Members for a season. Equity Members whose Usage Privileges are leased to a Seasonal Member (i) shall be deemed Inactive Members during the season for which their Usage Privileges have been leased out; (ii) may not use any of the Club’s facilities during that season, except as a paid guest of another member; and (iii) are relieved of their obligation to pay dues for that season. For purposes of calculating the total membership under Section 3.1.1 above, an Equity Membership that is leased to a Seasonal Member shall constitute a single membership.

§ 3.1.D Priority

Equity Members shall have priority over Seasonal 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 Household Application of Membership

The use of SHBR’s facilities is extended to the persons residing in a Club 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.

§ 3.2.A Residents

Persons who permanently reside in the residence of a Club Member in good standing.

§ 3.2.B Long-Term Guests

“**Long-Term Guests**” are individuals visiting an Equity Member in good standing for more than 10 consecutive days but less than 30 consecutive days. Upon approval of the Membership

Director on the Board and for good cause shown, Long Term Guests may share the Equity Member's Usage Privileges during that visit. Such Usage Privileges shall be at the absolute discretion of the Club. The Board may impose a fee for such usage in accordance with Section 3.7.

§ 3.2.C Temporary Residents

Individuals who are temporarily living in the residence of an Equity Member in good standing as a guest ("**Temporary Resident**") for a minimum of 30 consecutive days, provided (i) the Equity Member has given the Temporary Residents' names, photos, and dates of the visit to the Membership Director; and (ii) the Membership Director has approved the Temporary Residents' sharing of the member's Usage Privileges during the visit. The Board may impose a fee for such usage in accordance with Section 3.7.

§ 3.2.D Renters

Individuals who are renting the residence of an Equity Member in good standing for a minimum of 30 consecutive days ("**Renters**"), provided (i) the Equity Member has given the Renters' names, photos, and dates of the rental to the Membership Director; (ii) the Membership Director has approved the Renters' use of the member's Usage Privileges during the rental; and (iii) the Equity Member will not use any of the Club's facilities during the term of the rental, except as the paid guest of another Equity Member in good standing. The Board may impose a fee for such usage in accordance with Section 3.7.

§ 3.3 Transfers and Leases of Memberships

Club Members may not sell their memberships.

Equity Memberships may be leased through the Club as provided in Section 3.1.C.

An Equity Member in Good Standing who decides not to continue ("**Departing Member**") may make a gift of their Equity Membership to a non-member provided (i) the Departing Member notifies the Membership Director in writing of their decision no later than March 1 of the year in which their next annual dues are payable and identifies the proposed assignee of the membership ("**Assignee**"), (ii) the proposed assignment is approved by the Membership Director, and (iii) the Assignee pays the annual dues and all other fees and charges associated with becoming an Equity Member as required by the Membership Director.

§ 3.4 Club Member Responsibilities; Good Standing

§ 3.4.A Adherence to Club Rules

All Club Members, guests, and other individuals on the Club's property 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 Maintenance of Current and Accurate Membership Records

All Club Members have the responsibility to provide (and update when necessary) complete and accurate contact information, including email and mailing addresses and phone

numbers, and current photos of all individuals using the membership, for the Club's membership records.

§ 3.4.C Guests

Club Members who bring guests to the Club must purchase a guest pass for each guest for each visit.

§ 3.4.D Financial Responsibilities; Payments

All Club Members have the responsibility to pay, when due, all annual dues, fees, assessments, and other charges applicable to their memberships.

§ 3.4.E Good Standing

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

§ 3.5 Violations of Rules; Disciplinary Actions

§ 3.5.A 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**"), or by an officer of the Corporation.

Upon such removal, the Manager or officer 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.

§ 3.5.B Further Disciplinary Action

Following the removal of an individual from the Facilities, 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, video conference, 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 will provide an opportunity for the individual involved to explain to the Board the individual's view of the circumstances. In this case, the individual will be notified by email. If the individual (i) is a minor, then the parents or guardians of such minor shall be notified, or (ii) was a guest, then the Club Member who hosted the guest shall be asked to respond.

§ 3.5.C Club Member Suspension, Expulsion, and/or Forfeiture

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
- expulsion from the Club and, if the individual is a Club Member, forfeiture of the individual's Club Membership, and/or
- the Corporation's demand for reasonable restitution from the individual if the circumstances that led to the removal involved damages to the Facilities.

If the sanction results in a Club Member's loss of access and privileges to the Club, then the Board shall send a notice to the Club Member, by email or any other electronic or non-electronic means determined by the Board, advising the Club Member of (i) the terms of the sanction, (ii) whether there is any opportunity to cure or make restitution for the breach, and, if so, how and when the cure or restitution must be completed.

If restitution is ordered and the individual was a person residing in a Club Member's residence or a guest of a Club Member, then such Club Member shall be jointly and severally liable with the individual for such restitution to the Corporation.

§ 3.6. Payment of Dues, Fees, and Other Club Member Charges

§ 3.6.A Annual Dues and Late Fees

Returning Club Members must pay their annual dues in full by the last day of February of each year. Returning Club Members who pay their annual dues on or after March 1 of a given year will be considered delinquent and will be subject to a late payment penalty for that year in an amount determined by the Board.

If annual dues (and all applicable penalties) are not paid in full before April 1 of the year, the membership to which the payment pertains will be automatically forfeited without further action by the Club; **provided, however**, that **if** (i) the Membership Director determines, based on proof provided by the delinquent equity member, that there was good cause for the failure to pay the required dues (and all applicable penalties) before the April 1 deadline, and (ii) equity memberships remain available for purchase at the time the Membership Director makes such determination, and (iii) the delinquent equity member pays the delinquent dues and fees and satisfies all other conditions imposed by the Membership Director, **then** the Membership Director may waive the default and reinstate the forfeited membership.

Forfeited equity memberships immediately become the property of the Club and may be sold or leased as determined by the Club.

New Club Members must pay their initial annual dues and all related fees on or before the date(s) specified by the Membership Director as part of the membership onboarding process. The onboarding process will not be deemed complete until the dues and fees have been paid in full.

§ 3.7. Board Determination of Dues, Fees, and Other Member Charges

§ 3.7.A Dues and Other Regular Charges

The Board has the power to establish, set, and adjust, from time to time, the amounts of annual dues for Equity Memberships, lease rates for Seasonal Memberships, initiation and

capital fees for new members, cabana and locker rental fees, participation and use fees, late fees, guest fees (for daily use and for use by long-term guests), nanny fees, waiting list fees, and any other fees and charges that the Board determines are appropriate. On or before January 1 of each year, the Board will notify Club Members of the applicable dues, lease, and fee rates for that year.

§ 3.7.B Assessments

The Board may levy assessments on Equity 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 Equity Membership and an opportunity for Equity Member questions and comments.

§ 3.7.C Fee for Assignments of Memberships

The Board may charge a fee for assignment of an Equity Membership as permitted under Section 3.3.

§ 3.7.D Fee for Exercise of Usage Privileges

The Board may charge a fee for the exercise of Usage Privileges by Long-Term Guests, Temporary Residents, or Renters pursuant to Section 3.2.

§ 3.7.E Membership Certificates

If the Board decides to issue certificates evidencing a Club Member's interest in the Club, the Board may charge a reasonable fee to cover the costs entailed with the issuance of certificates and related services.

§ 3.8 Waiting Lists

The Club may establish and maintain waiting lists (i) to purchase Equity Memberships, (ii) to lease Seasonal Memberships, (iii) to lease cabanas or lockers, or (iv) for any other purpose that the Board deems appropriate. The Club may charge a non-refundable fee for applicants to be placed on any of the waiting lists. This fee shall carry over year-to-year until the membership or other status that is the subject of the waiting list becomes available.

If an Equity Membership becomes available for purchase, and the purchaser has already paid for a Seasonal Membership for the same season, the cost of the Seasonal Membership shall then be applied to the total cost of the Equity Membership for the first year.

ARTICLE 4. MEMBERSHIP MEETINGS

§ 4.1 Regular Meetings

A regular meeting of the Equity 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 Equity 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 given for every Equity Member meeting at least ten (10) days before the date of the meeting. Notice sent by email to an Equity Member's most recently provided email address shall be sufficient for this purpose. Notice shall also be posted 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 the Equity Membership, those Equity Members that are present shall constitute a quorum for purposes of enabling such a meeting to proceed, but all voting by Equity Members shall be conducted in accordance with Section 4.5.

§ 4.5. Voting By Members

Voting on all matters requiring Equity Member approval shall be conducted electronically. Only Equity Members in good standing shall be entitled to vote. There shall be only one vote per Equity Membership. Notice summarizing the issues that are the subject of the voting and the deadline for casting votes on those issues shall be given at least ten (10) days before such deadline. Notice sent by email to an Equity Member's most recently provided email address shall be sufficient for this purpose. Notice of the voting shall also be posted on the official website of SHBR and included in any regularly provided newsletter for members.

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. Board meetings may be conducted either in person or by electronic media that permits all participants to hear and respond to each other.

§ 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 given not less than five business days before the meeting but may be waived by consent of two-thirds of the Directors. Participation in a meeting constitutes waiver on this notice requirement. Notice to Directors shall specify the date, time and location or electronic medium for conducting the meeting.

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, 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

Upon prior written request sent to the Secretary no earlier than ten (10) days and no later than two (2) days before a Board meeting, any Equity Member may observe a Board meeting. Observers are not entitled to participate in the meeting unless called upon by the presiding officer to do so. Furthermore, 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.

§ 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 shall consist of at least two, but not more than four, Directors plus one other member who is not a member of the Board. The Committee will be chaired by the Board Director for Membership, provided that such Director is not running for re-election. If the Board Director for Membership may not serve as Chairman, then the Board shall appoint a different Board member to chair the Committee. 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 link to an electronic ballot, which shall contain information identifying the voting member, by name, membership number or other unique identifier, (iii) Notice of the deadline by which ballots must be cast in order to be counted, and (iv) notice of the date of the Annual Meeting.

§ 5.7.C Consent

No person shall be a nominee without his or her 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 cast 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 or before the Annual Meeting.

ARTICLE 6. OFFICERS

§ 6.1 Officers and Terms

The officers of this Corporation shall be a President, at least one Vice President, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors at the January meeting 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.

§ 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. If the President is unable to attend a meeting of the Board of Directors, the President shall designate another officer of the Corporation to preside at the meeting. 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, and financial records 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 reports on the current condition of the Corporation. The Treasurer shall be responsible for any tax reports and information returns as state, local and federal laws may require.

The Treasurer shall: (i) in consultation with the Facilities Director and Capital Projects Director, prepare and revise as needed a 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.

The Secretary shall also be the custodian of all important documents and valuable papers of the Corporation other than securities and financial records, including (i) corporate organizational documents and bylaws, (ii) resolutions and policies adopted by the Board, (iii)

licenses and permits, and (iv) copies of all contracts requiring total payments by the Corporation of \$5,000 or more.

§ 6.7 Removal of Officers

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,
- Capital Projects,
- Information Technology,
- Membership,
- Operations,
- Social, and
- Racquet Sports

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.

§ 7.5 Capital Projects

The Director for Capital Projects, in consultation with the Treasurer and the Director for Facilities, shall develop and recommend to the Board of Directors programs for capital replacements and improvements.

§ 7.6 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. The 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.

§ 7.7 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.

§ 7.8 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 as may be necessary, including the Pool Manager, Assistant Managers, Guards, Snack Bar Staff, and other operations personnel. The Director shall ensure that hiring of operations staff is done fairly and follows all applicable laws.

§ 7.9 Social

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

§ 7.10 Racquet Sports

The Board Director for Racquet Sports shall have responsibility for all aspects of SHBR's tennis and pickleball programs, including development of new racquet sports 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 Capital Projects may appoint a Capital Planning Committee. This Committee may be asked to review the financial plan with an emphasis on capital improvements and major maintenance efforts.

§ 8.4.C Facilities Committee

The Director for Facilities 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 Racquet Sports Committee

The Director for Racquet Sports may appoint Representative(s) who may assist in duties related to any aspect of the Club's racquet sports programs, including: (i) the girls' racquet sports teams, (ii) the boys' racquet sports teams, (iii) the adult racquet sports programs, (iv) racquet sports socials, (v) maintenance of the racquet sports courts and equipment, and (vi) future use of the racquet sports facilities.

§ 8.4.E Rules Committee

The Board may appoint a Rules Committee, which 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.

§ 8.4.F No Fiduciary Duty

Members of Committees who are not Directors have no fiduciary duties except those specifically granted by the Board.

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 Equity Members of such amendments within 30 days after adoption by the Board.

§ 10.2 By The Equity Membership

Amendments to these Bylaws may be adopted by the affirmative vote of a majority of the Equity Members conducted in accordance with Section 4.5.

§ 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 given 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 shall extend the time for discussion of the amendment as necessary to give everyone entitled to vote thereon a reasonable opportunity to comment.

ARTICLE 11. GENERAL FINANCIAL PROVISIONS

§ 11.1 Limits On Borrowing Authority

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 or electronic transfers authorized 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 Account Review

The accounts of the Corporation shall be reviewed annually by a qualified person approved by the Board of Directors. The report of this review will be presented at the Annual Meeting of the membership.

§ 11.4 Capital Reserves

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 Reserve, which may be a balance sheet reserve rather than a separate bank or investment 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 in accordance with Virginia law. Any assets remaining after discharge of the Corporation's obligations shall be distributed to another duly constituted organization that the Equity 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 by the Board.

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, religion, sex, national origin, familial status or disability.

§ 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.

§ 13.6. Conflict of Interest Policy

Each director, officer, and key employee shall disclose any financial interest they or their family members may have in any entity doing business with the Club. Whenever such an interest exists, the disinterested directors shall determine whether the transaction is fair and reasonable to the Club and shall document their determination in the minutes. No interested party shall vote on any matter in which they have a financial interest.

§ 13.7. Whistleblower Policy

The Club encourages all staff, members, and volunteers to report suspected violations of laws, organizational policies, or ethical standards. Reports may be made anonymously and will be investigated promptly and thoroughly. The Club prohibits retaliation against any

individual who reports concerns in good faith. Retaliatory actions will be subject to disciplinary measures.

§ 13.8 Document Retention Policy

The Club shall maintain records in accordance with IRS guidelines and applicable state law. Financial records, meeting minutes, and governance documents shall be retained for a minimum of seven years. Electronic and paper documents will be securely stored and regularly reviewed for relevance. Records shall not be destroyed if they are subject to investigation, audit, or litigation.

§ 13.9 Information Security Policy

The Club shall develop and implement procedures to secure and prevent unauthorized access to or disclosure of financial account data, including cardholder data, and to ensure compliance with all applicable regulations and requirements concerning such data.

Adopted: December 18, 2025