

**BY-LAWS
OF
THE FOUR WINDS CLUB, INC.**

BY-LAWS
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BY-LAWS THE FOUR WINDS CLUB, INC.

ARTICLE I

General

- Section 1. Name. This organization is incorporated, and shall be known as THE FOUR WINDS CLUB, INC. hereinafter referred to as the “Club” under Title 13.1, Chapter 10, of the Code of Virginia.
- Section 2. Purposes. The purpose of the Club shall be all those purposes set forth in Article IV of the Articles of Incorporation, and any and all amendments thereto.
- Section 3. Address. The address of the Club shall be: Post Office Box 368, Rappahannock Academy, Virginia 22538.

ARTICLE II

Definitions

- Section 1. “Club” shall mean and refer to The Four Winds Club, Inc., a non-stock corporation of property owners organized and existing under the laws of Virginia, and its successors and assigns.
- Section 2. “Properties” shall mean and refer to such real property as shall be subjected to the below-defined Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Club.
- Section 3. “Common areas and facilities” shall mean all real property and all interest in real property, including common easements and rights-of-way, together with improvements thereon owned by the Club for the common use and enjoyment of the Members of the Club and as may, from time-to-time, be given, dedicated or otherwise conveyed to the Club.
- Section 4. “Holiday Site” shall mean and refer to any numbered lot or plot of land intended for use as a campsite shown upon any recorded subdivision map of the Properties subject to the below-defined Declaration.
- Section 5. “Member” shall mean and refer to every person or entity who holds membership in the club.
- Section 6. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of a fee or undivided fee interest in any Holiday Site which is a part of the Properties; but excluding those persons or entities having such interest merely as security for the performance of an obligation of any trustees under any instrument securing an obligation provided, however, any such person holding an interest as a security holder shall, upon foreclosure or obtaining a Deed in Lieu of Foreclosure of the interest, become an owner.
- Section 7. “Declaration” shall mean and refer to that certain Declaration of Covenants, Conditions and Restrictions dated March 17, 1970, recorded among the land records in the Office

of the Clerk of the Circuit Court of Caroline County, Virginia, as the same be, from time to time amended as set forth therein.

ARTICLE III

Membership

Section 1. Class of Members. The members of the Club shall be divided into the following classes:

- a. Class 1 Members. Every person or entity who is or become a record of owner of a fee, or undivided fee interest in any lot or Holiday Site which is subject to the Declaration, as then amended, except Class 2 Members or Class 3 Members, shall be a Class 2 Member of the Club. All such persons or entities purchasing property subject to the Declaration, by their acceptance of their Deed, agree to and thereby become Class 1 Members; provided, however, the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, not Trustees under any instrument securing such obligation; provided, however, any such person holding an interest as a security holder shall, upon foreclosure or obtaining a Deed in Lieu of Foreclosure, become a Class 1 or Class 2 Member.
- b. Class 2 Members. Class 2 Members shall be all persons or entities that are owners of Holiday Sites subject to a declaration recorded after September 14, 1986 ("New Declaration"). All persons or entities purchasing property subject to a New Declaration, by their acceptance of their deeds, agree to and, thereby become, Class 2 Members; provided, however, the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, nor trustees under any instrument securing such obligation, nor trustees under any instrument securing such obligation; provided, however, any such person holding an interest as a security holder shall, upon foreclosure or obtaining a deed in lieu of foreclosure, become a Class 2 Member.
- c. Class 3 Members. Class 3 Members shall be all persons or entities who own in excess of ten (10) lots or Holiday Sites.
- d. Class 4 Members. Class 4 Members are all persons who do not own a Holiday Site who are granted membership in the Club Board of Directors.

Section 2. Suspension of Membership Rights

- a. Default in Payments. During any period in which a Member shall be in default in a payment of any annual dues, charge or assessment levied by the Club, voting rights, and the right to use facilities and other improvements of the common areas by a Member, his designees or guests may be suspended by the Board of Directors until such dues, charge or assessment has been paid along with penalties and interest levied thereon.
- b. Violation of Rules and Regulations. The Board of Directors may suspend the right of a Member, his designees or guests to use the facilities and other improvements of the common areas because of a violation by such Member, designee or guest, or any rule or regulation established by the Board of Directors or any committee thereof governing the use of common areas and facilities or otherwise relating to the property or its use. Prior to any such suspension, such Member shall be entitled

to reasonable notice and a hearing before the Board of Directors. In no event shall such suspension exceed ninety (90) days.

ARTICLE IV
Meetings of Members

- Section 1. Place of Meetings. All meetings of the members of the Club shall be held at the principal office of the Club or at such other place, either within or without the Commonwealth of Virginia, as shall be designated in the notice of the meeting.
- Section 2. Annual Meetings. The annual meeting of the members of the Club shall be held during the month of April on such day and at such hour as may be designated by the Board of Directors for the purpose of electing directors of the Club and for the transaction of such other business as may be properly brought before the meeting. Failure to hold the annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Club.
- Section 3. Substitute Annual Meetings. If the annual meeting shall not be held on the date designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.
- Section 4. Special Meetings. Special meetings of the members of the Club may be called at any time by the President or the Board of Directors or by a majority of the Directors, or by written request of the members of the Club having not less than one-third (1/3) of the votes entitled to be cast at the meeting.
- Section 5. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date thereof, either personally or by mail, by or at the direction of the President, Secretary or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Club, with postage thereon prepaid.
- Section 6. Notice Regarding Extraordinary Action. Notice of a member's meeting to act on an amendment of the Articles of Incorporation or on a plan of merger or consolidation shall be delivered in the manner provided in Section 5 of this Article, not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting. Any such notice shall be accompanied by a copy of the proposed amendment or plan of merger or consolidation or a summary thereof.
- Section 7. Waiver of Notice. Whenever any written notice is required to be given by statute, by the Articles of Incorporation or by these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to any notice required to be given.
- Section 8. Order of Business. The order of business of all meetings of the members shall be as follows:

- a. Roll call
- b. Proof of notice of meeting or waiver of notice
- c. Reading of minutes of previous meeting
- d. Reports of officers
- e. Election of directors (annual meeting)
- f. Unfinished business
- g. New business
- h. Adjournment

ARTICLE V

Member Voting Procedures

Section 1 Voting Entitlement. Except with regard to the Election of Directors as set forth in Section 7, Article V, and the amendment of the Article of Incorporation or the Amendment of these By-Laws, all members of the Club shall be entitled to vote as follows:

- a. Class 1 Members shall be entitled to one (1) vote per lot on each matter submitted to a vote at a meeting of the Members. In the event that a Class Member owns less than entire lot or lots, it shall be entitled to a fractional vote equal to its undivided fractional interest in such lot or lots (e.g., the owner of a one-fourth (1/4) undivided interest in a lot shall be entitled to ¼ of a vote).
- b. Class 2 Members shall be entitled to one (1) vote per lot on each matter submitted to a vote at a meeting of the Members. In the event that a Class 2 Member owns less than an entire lot or lots, it shall be entitled to a fractional vote equal to its undivided fractional interest in such lot or lots (e.g., the owner of a one-fourth (1/4) undivided interest in a lot shall be entitled to ¼ of a vote).
- c. Class 3 Members shall be entitled to one (1) vote per lot on each matter submitted to a vote at a meeting of the Members. In the event that a Class 3 Member owns less than an entire lot or lots, it shall be entitled to a fractional vote equal to its undivided fractional interest in such lot or lots (e.g., the owner of a one-fourth (1/4) undivided interest in a lot shall be entitled to ¼ of a vote).
- d. Class 4 Members shall have no voting rights.

Section 2 Quorum requirements. One-tenth (1/10) of the members of each class, or as a body of the whole entitled to vote, represented in person or by proxy, shall constitute a quorum unless otherwise provided by statute, the Articles of Incorporation or these by-laws. In the absence of a quorum at any meeting, of the entire membership or any class of members, the members adjourn the meeting from time to time by the vote of the majority of the members voting on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3 Proxy Votes. A member may vote either in person or by proxy executed in writing by the member, or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless provided in the proxy. A proxy shall automatically be invalid upon conveyance of a lot or Holiday Site.

- Section 4 Percentage Vote Required. Except with regard to the election of directors, the vote of a majority of the members voting on any matter at a meeting of the members at which a quorum is present shall be the act of the members on that matter unless the vote of a greater number is required by statute, the Articles of Incorporation or these by-laws.
- Section 5 Voting Procedure. Voting on all matters except the election of directors shall be by voice or by a show of hands, unless one-tenth (1/10) of the members represented at the meeting shall, prior to the voting on any matter, demand a ballot vote on the particular matter.
- Section 6 Action Taken Without a Meeting. Any action which may be taken at a meeting of the members or any class thereof may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the force and effect of a unanimous vote.

ARTICLE VI

Board of Directors

- Section 1 General Powers. The business and affairs of the Club shall be managed by the Board of Directors or by such Board of committees as the Board may establish pursuant to these by-laws.
- Section 2 Specific Powers. The Board of Directors shall have power to:
- a. Either directly or through the Environment Preservation Committee adopt and publish rules and regulations governing the use of the properties and the personal conduct of the Members and their delegates and guests thereon, and to establish penalties for the infraction thereof;
 - b. Exercise for the Club all powers, duties and authority vested in or delegated to this Club and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
 - c. Employ a manger, an independent contractor, an attorney, an architect, a Certified Public Accountant, and such other persons and agents as they deem necessary, and prescribe their duties.
- Section 3 Duties. It shall be the duty of the Board of Directors to:
- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
 - b. Supervise all officers, agents, and employees of this Club and to see that their duties are properly performed;
 - c. As more fully provided herein and in the Declaration to:
 1. Fix the amount of the annual dues and approve the annual budget.
 2. Send written notice of annual dues, charges and assessment to every Owner/Member subject thereto.

- d. Issue, or to cause an appropriate officer to issue, upon demand by any person, at any reasonable time, a certificate setting forth whether or not any dues, charge or assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states a dues, charge or assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e. Procure and maintain adequate liability and hazard insurance on property and interests in property owned by the Club;
- f. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g. Cause the common area and facilities to be maintained;
- h. Cause Holiday Sites to be used and maintained pursuant to and in accordance with the Declaration; and
- i. Appoint the Environment Preservation Committee and oversee its performance of its duties, obligations, and the exercise of its powers and authority granted by the Declaration; and to hear and finally determine appeals there from.

Section 4 Number, Term and Qualifications. The number of director of the Club shall be not less than three (3) nor more than fifteen (15).

Section 5 Classes of Directors. The directors of the Club shall be divided into the following classes:

- a. Class A Not less than 1 Director nor more than 13 Directors
- b. Class B 2 Directors

Thereafter, the directors shall not be divided into classes and there shall be not less than three (3) nor more than fifteen (15) directors.

Section 6 Term. Except as provided in Section 11 of this Article relating to removal of directors, each director shall serve on the Board of Directors for a term of three (3) years; provided, however, that the initial Board of Directors elected after the effective date of these By-Laws shall be divided into three (3) groups, by lot taken at the first organizational meeting of the Board of Directors after the effective date of these By-Laws as follows:

- One-third (1/3) of the directors shall serve for a term of three (3) years;
- One-third (1/3) of the directors shall serve for a term of two (2) years; and
- One-third (1/3) of the directors shall serve for a term of one (1) years.

Each director shall hold office until his or her death, resignation, retirement, removal or disqualification, or until the expiration of his or her term and the election and qualification of his or her successor.

Section 7 Nomination of Directors. Nomination for election to the Board of Directors shall be made by nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more Members of the Club. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, and such appointment shall be announced at each annual meeting. The nominating committee shall recommend to the Members the number of directors to compose each class of directors for the following year and shall make as

many nominations for election to class of Directors as it shall, in its discretion determine, but not fewer than the recommended number to be elected to each class. Such nominations may be made from among the Members or non-Members.

Section 8 Qualification of Directors. Directors need not be Members of the Club and shall be of good character and reputation.

Section 9 Election of Directors. The directors of the Club shall be chosen as follows:

- a. Class 1 and Class 2 Members shall elect Class A Directors;
- b. Class 3 Members shall appoint Class B Directors. Provided, however, in the event that Class 3 members fail to appoint Class B Directors and advise the Secretary thereof by 10:00 a.m. on the date of the annual meeting, the Class B Directors shall be elected by Class 1 and Class 2 Members.

Thereafter, all directors shall be elected by all members having voting rights.

Election to the Board of Directors shall be a secret ballot. As such election, the members of their proxies may cast as many votes as they are entitled to under the provisions of the Articles of Incorporation, Declaration, or the By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

Section 10 Compensation of Directors. The Board of Directors may, by resolution, reimburse the members of the Board of Directors for expenses arising out of their service as directors of the Club. No director shall receive compensation for any service that he or she may render to the Club.

Section 11 Removal of Directors. The entire Board of Directors or any individual director may be removed from office with or without cause by a vote of a majority of the members entitled to vote for that director at an election of directors. If any directors are so removed, new directors may be elected at the same meeting.

Section 12 Method of Filling Vacancies. Retirement, etc. Any vacancy in the position of director as a result of the death, resignation, retirement, removal or disqualification of any director shall be filled by a majority vote of the remaining directors of that Class, or, if there are no remaining directors of that Class, by a majority vote of the members who vote for that Class of director. Any director appointed to fill a vacancy shall serve the un-expired portion of his predecessor's term. Upon the expiration of a director's term, a successor director shall be elected by the members in accordance with Section 7 of this Article. Any vacancy in the Class 2 Directors may be filled by a majority vote of Class 1 Directors.

Section 13 Method of Filling Vacancies; Increase. Any vacancy occurring in the Board of Directors, regardless of Class, as a result of an increase by two or more in the number of directors, shall be filled by a majority vote of the remaining directors, regardless of Class, though less than a quorum of the Board of Directors.

ARTICLE VII

Meetings of the Board of Directors

- Section 1 Annual Meetings. The annual meeting of the Board of Directors shall take place each year, after the annual meeting of members and after the newly elected Directors have assumed office, at a time, and place fixed by the President, for the purpose of electing officers of the Club and for transacting such other business as may come before the next meeting.
- Section 2 Regular Meetings. The Board of Directors shall meet at least once every month. Regular meetings shall be held, without notice, at such time, place and date as may be determined by the Board of Directors.
- Section 3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, which meeting shall require three days oral or written notice, given or served upon each director personally.
- Section 4 Written Waiver of Notice. Whenever any written notice is required to be given by statute, the Articles of Incorporation or these by-laws, a waiver thereof, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to any notice required to be given.
- Section 5 Attendance as Waiver of Notice. Attendance at or participation in any meeting by a director shall constitute a waiver of notice of such meeting except where a director, at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not, thereafter, vote for or assent to action taken at the meeting.
- Section 6 Quorum. One-third (1/3) of the directors then in office as fixed by these by-laws shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.
- Section 7 Voting Procedures. At any meeting of the Board of Directors at which a quorum is present, each director shall be entitled to one vote. Directors present at the duly organized meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Except as otherwise provided in the by-laws, the affirmative vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 8 Telephonic Communication. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in such a meeting shall constitute a presence at such meeting.
- Section 9 Attendance and Failure to Object. Except as provided in Section 5 of this Article, a director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of the meeting or promptly upon his or her arrival to holding it or transacting specified business at the meeting, or he or she votes against or abstains from the action taken.

Section 10 Action without a Meeting. Action taken by the Board of Directors without a meeting is nevertheless an action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 11 Automatic Removal of Directors. A member of the Board of Directors shall be deemed automatically removed if he or she fails to attend three (3) consecutive regular meetings of the Board of Directors unless the Board of Directors, by majority vote, for good cause shown, waives the provision of the By-Laws.

ARTICLE VIII

Indemnification of Directors and Officers

Section 1 Indemnification. Each director and officer (and his heirs, executors and administrators) shall be indemnified by the Club against all claims, liabilities, judgments, settlements, costs and expenses incurred by him in connection with any claim, action, suit or proceeding or threatened actions, suits or proceeding, to which he may be made a party or a witness, including civil, criminal, administrative or arbitral action, by reason of his being or having been a director or officer of the Club, except in relation to any action, suits or proceedings in which he has been finally adjudged liable because of gross negligence or willful misconduct, which shall be deemed to include willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. In absence of an adjudication which expressly absolves the director or officer of liability to the Club or its members for gross negligence and misconduct, within the meaning thereof as used herein, or in the event of a settlement without adjudication, each director and officer (and his heirs, executors and administrators) shall be indemnified by the Club against payments made, including reasonable costs and expenses; provided, that such indemnity shall be conditioned upon the prior determination by the resolution of two thirds (2/3) of those members of the Board of Directors of the Club who are not involved in the action, suit or proceeding, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees, and expenses which would have been reasonably incurred if the action, suit, or proceeding had been litigated to a conclusion.

Such a determination by the Board of Directors or by independent counsel, and the payments of amounts by the Club on the basis thereof, shall be final, conclusive and binding upon the Club and its members. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and directors may be entitled according to law.

Section 2 Nothing contained in Section 1, above, shall restrict or limit the power of the Club to advance expenses (including attorney's fees) on behalf of persons so indemnified and to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club with any such proceeding.

Section 3 No officer of the Club or member of the Board of Directors shall be personally liable for the performance of any contract or agreement entered into by the officer of the Board of Directors on behalf of the Association.

ARTICLE IX

Standing Committees

- Section 1 The Club shall appoint the following Standing Committees: an Environment Preservation Committee, as provided in the Declaration, and a Nominating Committee, as provided by these By-Laws. In addition, the Board of Directors may appoint other Standing committees as deemed appropriate in carrying out its purposes, such as:
- a. A Recreation Committee which may advise the Board of Directors on all matters pertaining to the recreational program and activities and use of the recreational facilities, if any, of the Club and shall perform such other functions as the Board, in its discretion determines;
 - b. A Maintenance Committee which may advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the common areas and facilities, and shall perform such other functions as the Board, in its discretion, determines;
 - c. A Publicity Committee which may inform the Members of all activities and functions of the Club; and shall after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Club;
 - d. An Audit Committee which may supervise the annual audit of the Club's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting. The Treasurer of the Club shall be an ex officio member of the Committee; and
 - e. A Golf Committee which may supervise all matters relating to maintenance, repair, operation, budget and supervision of golf course, driving range and all other facilities relating to the golf course.
- Section 2 A Standing Committee shall be composed of two or more members of the Club.
- Section 3 It shall be the duty of each Standing Committee to receive complaints from Members on any matter involving Club functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Club as is further concerned with the matter present.

ARTICLE X

Board Committees

- Section 1 Membership. The Board of Directors, by resolution adopted by the majority of the Board of Directors in office when the action is taken may create one or more Board Committees and appoint two or more directors to serve on each such Board Committee. The creation of a committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any member of it on any responsibility imposed upon it or him by law. No member of a Board Committee shall continue to be a member of it after he ceases to be a director of the corporation. The Board of Directors shall have the power at any time to increase or decrease the number of members of a Board Committee, to fill vacancies on it, to remove any member of it, and to change its functions or terminate its existence.

- Section 2 Authority. A Board Committee shall have and may exercise all authority delegated to it in the resolution of the Board of Directors creating such Board Committee. Provided, however, that a Board Committee may not (a) approve or recommend to shareholders' action that the Virginia Stock Corporation Act requires to be approved by shareholders; (b) fill vacancies on the Board for any of its Board Committees; (c) amend Articles of Incorporation; (d) adopt, amend or repeal the by-laws; (e) approve a plan of merger not requiring shareholder approval; (f) authorize or approve the distribution, except according to a general formula or method prescribed by the Board of Directors; or (g) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of the class or series of shares, except that the board of directors may authorize a committee, or a senior executive officer of the corporation, to do so within limits specifically prescribed by the board of directors. A Board Committee may formulate and recommend to the Board of Directors for approval general policies regarding the management of the business and affairs of the corporation.
- Section 3 Record of Proceedings. A Board Committee shall keep minutes of its acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Directors for approval; but failure to submit or to receive approval of them not invalidate any action taken upon authorization contained in them.
- Section 4 Regular Meetings. Regular meetings of the Board Committee, of which no notice shall be necessary, shall be held on such days and at such places as majority of the Board Committee.
- Section 5 Special Meetings. Special meetings of a Board Committee shall be called at the request of any member of the Board Committee and shall be held upon notice by letter, telegram or radiogram, delivered for transmission not later than during the second day immediately preceding the day for the meeting. Notice of any special meeting of the Board Committee may be waived in writing, signed by the member or members entitled to the notice, whether before or after the time of the meeting. Attendance of any member of the Board Committee at a special meeting shall constitute a waiver of notice of the meeting.
- Section 6 Quorum. A majority of a Board Committee shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board Committee.
- Section 7 Compensation. The Board of Directors may vote to the members of a Board Committee a reasonable fee as compensation for attendance at meetings of the Board Committee.
- Section 8 Action without a Meeting. Action taken by a Board Committee members without a meeting is nevertheless Board Committee action if one or more written consents to the action are signed by all the members and filed with the minutes of the proceedings of a Board Committee, whether done before or after the action is taken.

ARTICLE XI

Principal and Subordinate Officers

- Section 1 Principal Officers. The principal officers of the Club shall consist of the President, Vice President, Secretary and Treasurer and such other officers and assistant officers as may be deemed necessary and elected or appointed by the Board of Directors or the Executive Committee. Any two (2) or more principal offices may be held by the same person except the offices of President and Secretary.
- Section 2 Principal Officers: Election, Term of Office. Principal Officers shall be chosen annually by the Board of Directors at its annual meeting or as soon thereafter as is conveniently possible. Each officer shall hold office until his or her successor is chosen and qualified, or until his or her death, resignation or removal, whichever event shall occur.
- Section 3 Subordinate Officers: Election, Term of Office. The President, or any principal officer to whom the President shall delegate the authority, may appoint such subordinate officers as may be necessary for the efficient management of the affairs of the Club. All subordinate officers shall serve at the convenience of the Board of Directors and the President.
- Section 4 General Authority and Duties. All officers and agents of the Club, as between themselves and the Club, shall have such authority and perform such duties in the management of the Club as may be provided in these by-laws or as may be determined by resolution of the Board of Directors not inconsistent with these by-laws.
- Section 5 Removal. Any officer or agent may be removed, with or without cause, at any time, by the affirmative vote of the Board of Directors. Any officer or agent appointed otherwise than by the Board of Directors may also be removed with or without cause, by the Executive Committee, the President or by any other principal officer having authority to choose or appoint the officer or agent. Any removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 6 Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Directors or the President or Secretary. The resignation shall take effect as the time specified in the notice and, unless otherwise specified in it, the acceptance of the resignation shall not be necessary to make it effective.
- Section 7 Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the un-expired portion of the term in the manner prescribed in these by-laws for election or appointment to the office.
- Section 8 Compensation. The compensation of the officers shall be fixed, from time to time, by the Board of Directors.

ARTICLE XII

Duties of Principal Officer

- Section 1 President. The President shall be subject to the control and direction of the Board of Directors, and shall supervise and control the management of the Club in accordance with these by-laws. The President, when present, shall preside at all meetings of the members of the Club. In general, he or she shall perform all duties incident to the office

of the President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 2 Secretary. The Secretary or his or her designee shall keep accurate records of the acts and proceedings of all meetings of members and directors. He or she shall give all notices required by law and by these by-laws. He or she shall have a general charge of the corporate books and records, except as otherwise set forth in these by-laws or by the Board of Directors. He or she shall have general charge of the corporate seal, and he or she shall affix the corporate seal to any lawful instrument requiring it. He or she shall have general charge of the membership tolls of the Club and shall keep, at the registered or principal office of the Club, a record of members, showing the name and address of each member. He shall have custody of the financial statements of the Club filed each fiscal year. The Secretary shall, in general, perform all duties incident to his or her office and such other duties as may be assigned to him or her from time to time by the President or by the Board of Directors.

Section 3 Treasurer. The Treasurer shall, subject to the supervision and control of the Board of Directors, have custody and care of all of the Club's funds, securities, and negotiable instruments. He shall receive, deposit and disburse the same under the direction of the Board of Directors. He shall assist in the preparation of the annual budget and in financial planning and corporate development. His responsibilities shall include advising the President on the borrowing and lending of funds, and assisting in the formulation of investment and financial policy. He shall perform such other duties as may be assigned to him or her from time to time by the President or Board of Directors.

Section 4 Additional Officers. The Board of Directors may appoint such other officers and agents, including additional vice presidents, and one (1) or more assistant vice presidents, assistant secretaries and assistant treasurers, with such powers and duties as it shall deem necessary. Any such other officers or agents shall hold office at the pleasure of the Board of Directors.

ARTICLE XIII

Keeping of Books and Records

Section 1 Obligation to Keep. The Club shall keep, as permanent records, minutes of all meetings of the Members and Board of Directors, a record of all actions taken by the Members of the Board of Directors without a meeting, a record of all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of the Club. The Club shall maintain appropriate accounting records as well as record of its Members, in alphabetical order by Class.

Section 2 Members Right of Inspection. Any Member of the Club may, upon written demand stating the purpose thereof, given to the club at least five (5) business days before the date on which he or she wishes to inspect and copy the following books or records:

- a. Excerpts from minutes of any meetings of the Board of Directors;
- b. Records of any action of a Committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Club;
- c. Minutes of any meeting of the Members;

- d. Records of actions taken by Members for the Board of Directors without a meeting;
- e. Accounting records of the Club; and
- f. The record of Members.

The Members rights shall be subject to all conditions in Section 13.1-933 and 934 of the Code of Virginia, as amended.

ARTICLE XIV

Miscellaneous

- Section 1 Fiscal Year. The fiscal year of the Club shall begin on the first day of January and end on the last day of December of every year.
- Section 2 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract or to execute and deliver any instrument on behalf of the Club, and such authority may be general or confined to specific instances.
- Section 3 Insurance and Bonds. The Corporation shall maintain casualty and liability insurance in such amounts and subject to such conditions as the Board of Directors may from time to time determine. The Corporation shall maintain surety bonds on such employees and in such amounts as the Board of Directors may from time to time determine.
- Section 4 Loans. No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.
- Section 5 Checks and Drafts. The Board of Directors may authorize an officer or officers and/or employee or employees of the club to sign checks or drafts established by the Club. Such authorization shall be by a duly adopted resolution of the Board of Directors.
- Section 6 Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the club in such depositories, as the Board of Directors shall elect.

ARTICLE XV

General Provisions

- Section 1 Corporate Seal. The corporate seal of the Club shall consists of two (2) concrete circlces, between their circumferences of which in inscribed the name of the Club and the year of incorporation, and with the inner circle of which is inscribed "CORPORATE SEAL OF VIRGINIA;" and such seal is hereby adopted as the corporate seal of the Club.
- Section 2 Amendments to By-Laws. Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by affirmative vote of the directors then holding office at any regular or special meeting of the Board of Directors. The Board of Directors shall have no power to adopt a by-law which: (a) requires more than a majority of members for a quorum at a meeting of members; (b) requires more than a majority of the votes cast to constitute action by the members, except where higher percentages are required by law; or (c) alters the voting rights of Class 1, 2 or 3 members.

Section 3 Captions and Pronouns. The captions appearing in these by-laws are included solely for the convenience and shall not be given effect in construing these by-laws. Whenever singular pronouns are used herein, the same shall include the plural and vice versa, and whenever words of any gender are used herein, such words shall include all other genders.

Section 4 Severability. If for any reason any provision of these by-laws shall be declared void or invalid, such declaration shall not affect the validity of the remainder of these by-laws, which shall remain in full force as if adopted with the void of invalid provision eliminated.

