

**SIXTH AMENDED AND RESTATED BYLAWS
HUNTER MILL SWIM AND RACQUET CLUB**

Effective – October 22, 2019

ARTICLE ONE
NAME

The name of this corporation is Hunter Mill Swim and Racquet Club, Inc. (the "Club")

ARTICLE TWO
PURPOSE AND DEDICATION OF ASSETS

Section 1. Purpose. The Club was organized and will continue to be operated exclusively as a social and recreation club to further the common interests of its members within the meaning of Section 501(c)(7) of the Internal Revenue Code, as amended (the "Code"), as stated in greater detail in Article II of the Club's Articles of Incorporation.

Section 2. Dedication of Assets. No part of the Club's net earnings, properties or assets, on dissolution or otherwise, may inure to the benefit of any private person or individual, or any member, director or officer of the Club. However, the Club is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt status. Upon the dissolution or winding up of the Club, all of the business, properties, assets and income of the Club remaining after the payment, or provision for the payment, of all debts and liabilities of the Club, shall be distributed to a nonprofit fund, association, or corporation organized and operated exclusively for tax exempt purposes which are reasonably related to the purpose and goals of this Club, as may be determined by the Board of Directors of the Club in its sole discretion, in accordance with Section 501(c)(7) of the Code.

ARTICLE THREE
MEMBERSHIP

Section 1. Membership. Persons admitted to the membership are hereafter referred to as members and enjoy all the privileges and responsibilities as set forth herein for members. The total number of memberships in the Club shall be limited to a maximum of 300, as such number may be modified by local law from time to time. Membership shall be extended without regard to race, religion, sex or national origin.

Section 2. Membership Categories. There are four types of membership available at the discretion of the Board of Directors: Family Membership, Empty-Nest Membership, Absentee Membership and Leasing Membership.

- a) Family Membership. A Family Membership is available to all members of an immediate family residing in the same dwelling at a single address. Members of the family who are entitled to use the Club under a

“Family Membership” include spouses/domestic partners, parents who reside at the address for a minimum of 6 months of each calendar year, minor children, who are living year round at the address, and children who are students and who reside at the address between school terms. Child care providers for the minor children of member families are granted non-fee paying access to the Club.

b) Empty-Nest Membership. An Empty-Nest Membership is available for one or two adult individuals residing at the same address.

c) Absentee Membership. Family Members and Empty-Nest Members who are in good standing, may request in writing absentee membership status, subject to approval of and conditions set forth by the Board of Directors. Absentee membership is usually provided for active members in good standing who are temporarily relocated and expect to return to active membership at a later date. Transfer to inactive status will be approved by the Board of Directors only if the Board shall find that the financial affairs of the Club permit such transfer without detriment to the Club. Once approved by the Board of Directors, absentee members shall be excused from payment of annual dues, but are required to pay an annual “absentee” fee, determined by the Board of Directors, to maintain such status. Absentee Members may not vote on matters of the Club business (except for special assessments) and may not use the Club facilities. An absentee member may regain full active status the following year by notifying the Club and paying (i) the dues for the current year and (ii) any and all special assessments levied against members during the period said membership was in absentee status. Absentee status shall be available for up to three consecutive years. After three years, the Board of Directors, at its discretion, may suspend membership. Written notice of such suspension shall be mailed by the Board of Directors to the member’s address appearing in the records of the Club via first class mail. If the full dues and any special assessments are not received by the Club within 10 days after sending said notice, the Board of Directors will then terminate the membership without further notice. A terminated membership may be reinstated at the discretion of the Board in accordance with Article Three, Section 8 of these Bylaws.

d) Leasing Membership. If the total number of memberships has not been exceeded for a particular year, at the discretion of the Board of Directors, the Club may offer Leasing Memberships for that year. Leasing Memberships are available to families or empty-nesters for up to a one year period, provided that the applicant(s) complete an application to join the Club and meet all membership requirements as stated in the Club’s Articles of Incorporation and these Bylaws. Leasing Memberships shall be required to pay an annual fee, determined by the Board of Directors, and to fully comply with the rules and regulation of the Club as applicable to all other memberships. These Leasing Members may not vote on matters of the Club business. The number of Leasing Memberships shall be no more than 10

plus the number of absentee and vacant memberships.

Section 2. Membership Admission. The Board of Directors is authorized to admit to membership any person, age 18 or over, who has been recommended by the Vice President for Membership upon receipt of a properly executed application form and the payment of the required fee, together with dues for the first season of membership plus the amount of any special assessment being paid by other members of the Club for that year.

Section 3. Rights of Membership. Family Members and Empty-Nest Members have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Club's assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Club, and on amendment of the Club's Articles of Incorporation or Bylaws. In addition, members have all rights afforded members under the Virginia Nonstock Corporation Act (the "Act"). The Club may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. No member is entitled to any dividend or any part of the income of the Club or to share in the distribution of the corporate assets upon the Club's dissolution.

Section 4. Membership Fees, Dues and Assessments. Membership fees, annual dues and special assessments shall be determined by the Board of Directors. Membership fees are a one-time payment by the member upon joining the Club. Membership fees will not be prorated and are not refundable once paid. The annual dues are paid on an annual basis and provide for the use of the Club's facilities. Annual dues can be prorated for a first time member joining during the current season. Prorating of annual dues is at the discretion of the Board of Directors. Membership fees or annual dues cannot be paid separately for tennis or pool access. A special assessment may be required to cover capital expenditures, unplanned major maintenance or repairs, and any other special circumstances. Special assessments and the terms thereof will be presented to the membership at the annual meeting or a special meeting of the membership convened by the Board of Directors in accordance with Article Four. Upon reaching a quorum for such a meeting, approval of any special assessment will require a simple majority vote of the membership represented at the meeting, as established by proxy and actual attendance.

Section 5. Annual Dues Assessment. Annual dues shall be set by the Board of Directors no later than February 1 of each year. Each membership shall pay the annual dues assessment set by the Board of Directors at such time as demand for such assessment is made or their membership will be forfeited.

Section 6. Membership in Good Standing. Membership shall be considered in good standing so long as a member has paid all fees and dues in the manner prescribed herein and so long as all individuals entitled to access to the Club's facilities pursuant to such membership abide by all the rules and regulations of the Club.

Section 7. Suspension and Revocation of Membership. The Board of Directors, at its discretion, may suspend the Club privileges or revoke the membership of member for reasonable cause, including, but not limited to, failure to pay dues and assessments, failure

to abide by the provisions of the Articles of Incorporation, these Bylaws, the operating rules and regulations of the Club or for falsification of an application for membership. A person whose membership has been revoked may be reinstated at any time within one year upon appeal and approval by the Board of Directors and upon payment of all outstanding dues, fees, assessments and applicable penalties.

Section 8. Delinquent Dues, Fees and/or Assessments. A member whose annual dues, and/or fees, and/or assessments (collective, “payments”) have not been received by the Club when due may have said membership suspended by the Board of Directors. Written notice of such suspension shall be mailed by the Board of Directors to the member’s address appearing in the records of the Club via first class mail. If the delinquent payments are not received by the Club within 10 days after sending said notice, the suspension shall become a revocation of all rights and privileges to include use of the Club’s facilities and voting in Club business. The Board of Directors will then terminate the membership without further notice. A terminated membership may be reinstated at the discretion of the Board of Directors if (a) a Family Membership or Empty-Nest Membership, as the case may be, is available at the time the Board receives a written reinstatement request from the terminate member, and (b) the terminated member brings its account current by all outstanding dues, fees, assessments and applicable penalties.

Section 9. Membership Retirement. No member may sell or transfer its membership directly but is entitled to retire their membership. Members who are planning to retire their membership are required to contact the Club by letter or e-mail.

Section 10. Redemptions or Refunds. The Club is not responsible for the redemption or refund of any membership fee, wait list fee, lease fee, absentee fee, annual dues or assessments of a member wishing to resign from the Club. No fees or portions thereof shall be refunded in the event pool operations or other Club facilities are required to be suspended for any purpose.

Section 11. Guests. The Board of Directors shall admit guests of members to use the facilities of the Club pursuant to these Bylaws and rules and regulations of the Club in effect from time to time. A member must accompany all guests while the guest is using the Club facilities.

Section 12. Change of Address. It shall be the responsibility of all members to keep the Club informed of address changes and changes in the names and numbers of individuals for the Family Membership and Empty-Nest Membership.

ARTICLE FOUR MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the membership shall be held each year in November at such time and place as the Board of Directors shall designate, however, said meeting will take place in Fairfax County, Virginia.

Section 2. Special Meetings. The President or a majority of the Board of Directors may call a special meeting of the membership. Also, upon the written request of not less than 25 members, the President shall call a special meeting of the membership at a date within 30 days after receipt of such request. Notices of special meetings in all instances shall state purpose of the meeting, and no business other than that for which the meeting is called shall be presented or transacted.

Section 3. Notice of Meetings. The Club will give members written notice of the date, time, and place of each annual and special members' meeting. The notice will be given, either by mail or electronic transmission, no less than 10 nor more than 60 days before the date of the meeting, except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of all, or substantially all, of the Club's assets, or the Club's dissolution will be given not less than 25 nor more than 60 days before the meeting.

Section 4. Quorum. At any annual or special meeting of members, 25 members entitled to vote and present or represented by proxy, shall constitute a quorum. Any adult(s) (age 18 or over) of a membership in good standing may attend and represent that membership.

Section 5. Voting. At any annual or special meeting of the members, each membership shall be entitled to one vote on each matter submitted to a vote of the members. Any adult (age 18 or over) of a membership in good standing may attend and represent that membership, provided, however in the event of multiple adults in attendance from the same membership, only the vote of the head-of-household, as designated in the member registry, or if not present, the most senior adult by age of the membership attending, shall count in voting. Except as otherwise herein provided, a simple majority vote of those memberships present or represented by proxy at a meeting in which a quorum has been established shall be necessary for the adoption of any matter voted upon by the members, unless a great number is required by the Act, the Articles of Incorporation or these Bylaws. In any election of directors, the candidates receiving the highest number of votes are elected. Each member will have the right to vote for as many nominees as there are vacancies on the Board of Directors.

Section 6. Proxies. A member entitled to vote may vote in person or, unless the Articles of Incorporation or these Bylaws provide otherwise, by proxy. In either event, the vote of the member or the member's proxy may be submitted by electronic transmission.

ARTICLE FIVE BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Act and any other applicable laws, and subject to any limitations in the Club's Articles of Incorporation or these Bylaws regarding actions requiring approval of the members, the Club's business and affairs will be managed, and all corporate powers will be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the Club's business to the officers, a management company,

committee (however composed), or other person, provided that the Club's activities and affairs will be managed and all corporate powers will be exercised under the ultimate direction of the Board of Directors.

Section 2. Board of Directors. The Board of Directors will consist of not less than 7 nor more than 11 directors, the number to be fixed or changed, from time to time by the Board of Directors. Only members in good standing are eligible to serve as directors. In the event a director loses his or her good standing as a member, is determined not to be in good standing as a member, or is suspended or revoked pursuant to Section 7 of Article Three of these Bylaws, and such suspension or revocation is not corrected within 30 days, then the director shall be removed from Board and his or her seat declared vacant.

Section 3. Elections. Regular elections of the Board of Directors shall take place at the annual meeting of the members. All directors shall be elected to serve three-year terms with such terms staggered so that no more than four terms expire in any one year. Term lengths may be adjusted occasionally by the Board of Directors as necessary to ensure that no more than approximately one-third of the directors' terms expire in any one year. No director shall serve over 3 years without standing for reelection. Directors standing for reelection may stand for terms of less than 3 years.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. Any director elected to fill a vacancy shall serve as such until the expiration of the original elected term of the vacated director position.

Section 5. Removal. Any director may be removed from office by the affirmative vote of two-thirds of the members present at a regular or special meeting of the members called for such purpose, but only after the director to be removed has had full benefit of due process to include notice and opportunity to be heard.

Section 6. Compensation. The Board of Directors may fix the compensation of directors and officers and may provide for reimbursements for expenses.

Section 7. Director Conflict of Interest. A contract or other transaction between the Club and any one or more directors or any corporation, firm, association, or entity in which one or more of its directors has an interest will not be either void or voidable because of such relationship or interest, solely because of the director's interest in the transaction if any one of the following is true: (a) the material facts of the transaction and the director's interests were disclosed or known to the Board of Directors, and the Board of Directors, authorized, approved, or ratified the transaction by the affirmative vote of a majority of the disinterested directors on the Board of Directors; or (b) the material facts of the transaction and the director's interests were disclosed to the members entitled to vote, and they authorized, approved, or ratified the transaction by a vote of a majority of the members (whether or not present) entitled to be counted in such a vote (not counting any memberships under the control of an interested director or an affiliate thereof); or (c) the transaction was fair to the Club.

ARTICLE SIX
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice once each month during the period of February to November of each year. Meetings of the Board of Directors shall be open to the members unless the Board of Directors, by a majority vote, elects to proceed in executive session.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Meetings of the Board of Directors shall be open to the members unless the Board of Directors, by a majority vote, elects to proceed in executive session.

Section 3. Notice of Meetings. Notices of special meetings of the board of directors (and regular meetings of the board of directors for which prior notice has not been given) shall be given to each director not less than 24 hours before the meeting in person, by mail, or by electronic transmission. Any such notice must set forth the place, day, and hour of the meeting. No notice of the purpose of any regular or special meeting of the Board of Directors is required. A director may waive any notice required under the Act or these Bylaws before or after the date and time stated in the notice, and the waiver will be equivalent to the giving of the notice. Except as provided in this Section 3, the waiver will be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her unless the 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 later vote for or assent to action taken at the meeting.

Section 4. Quorum. A simple majority of the Board of Directors shall be required to transact business at any Board of Directors meeting. The acts of a majority of the directors present at a meeting shall be the acts of the entire Board of Directors.

Section 5. Voting. At all meetings of the Board of Directors, each director shall have one (1) vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. Directors may not vote by proxy.

Section 6. Meetings by Telephone. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating simultaneously may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written

consent or consents will be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document. A written consent and the signing thereof may be accomplished by one or more electronic transmissions.

ARTICLE SEVEN OFFICERS

Section 1. Permitted Officers. The officers of the Club shall be a President, a Secretary, a Treasurer, and such other officers with such other titles as the Board of Directors may determine, including one or more vice presidents, assistant secretaries or assistant treasurers. The same individual simultaneously may hold more than one office.

Section 2. Election and Term of Office. The officers shall be elected at the first meeting of the Board of Directors, immediately following the annual meeting of the members and shall hold office for a term of one year until the officer's successor is elected, qualified, or until the officer's earlier death, resignation, or removal.

Section 3. Duties. In addition to the duties specified in this Section 3, officers will perform all other duties customarily incident to their offices and such other duties as may be required by law, by the Corporation's Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and will perform such additional duties as the Board of Directors may assign from time to time.

President. The President of the Club shall preside over meetings of the members and the Board of Directors during his/her term of office. Subject to the control, advice and consent of the Board of Directors, the President, in general, will supervise and conduct the activities and operations of the Club, will keep the Board of Directors fully informed and freely will consult with them concerning the Club's activities, and will see that all orders and resolutions of the Board of Directors are carried into effect. The President shall act as principal executive officer for the Club and shall along with the Secretary, be authorized to sign all official contracts, agreements, authorizations and applications pertaining to the business of the Club. The President shall perform such other duties as customarily pertain to the office of the President, or as the President may be directed to perform by resolution of the Board of Directors or the members.

Treasurer. The Treasurer shall have custody of all funds and other tangible and intangible assets of the Club, subject to such limitations and control as may be imposed by the Board of Directors. The Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall compile and submit for approval by the Board a yearly budget for the operations of the Club. The Treasurer shall have authority to sign checks for disbursement of Club funds and shall collect all revenues payable to the Club. All financial records to include those kept for tax purposes shall be kept and maintained by the Treasurer. The Treasurer shall prepare and submit financial reports and statements to the Board of

Directors as the Board of Directors may require. All tax returns shall be the responsibility of the Treasurer and he/she shall insure the accuracy and timely filing of same. The Treasurer shall only deposit the funds of the Club in institutions that are insured by the Federal Deposit Insurance Corporation.

Secretary. The Secretary, will act as secretary of all the meetings of the Board of Directors and the members, and will maintain the minutes of all such meetings. The Secretary shall maintain the voting records of the membership and record voting results and terms of office for director seats within the Club records. The Secretary shall also prepare and give all required notices of all meetings. Together with the President, the Secretary shall be authorized to sign all official contracts, agreements, authorizations and applications pertaining to the business of the Club.

Section 4. Execution of Corporate Instruments. The Board of Directors, in its discretion, may determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature will be binding upon the Club. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, official contracts, agreements, authorizations and applications pertaining to the business of the Club, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Club, and other corporate instruments or documents, will be executed, signed, or endorsed by the President or by the Secretary. All checks and drafts drawn on banks or other depositories on funds to the credit of the Club, or in special accounts of the Club, will be executed, signed, or endorsed by the Treasurer or assistant treasurer, or such person or persons as the Board of Directors will authorize to do so.

Section 5. Removal. Any officer 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, but only after the officer to be removed has had full benefit of due process to include notice and opportunity to be heard.

ARTICLE EIGHT PROPERTY AND FINANCES

Section 1. Annual Budget and Reserve Fund. The Board of Directors shall approve and authorize an annual budget for the Club, including any supplements or amendments thereto. The approved annual budget and any supplements or amendments thereto shall be made available to the membership promptly after adoption.

Section 2. Approval of Expenditures. No unbudgeted obligation or expenditure in excess of \$1,000 for a single or related transaction may be made without the prior approval of the Board of Directors. Notwithstanding the above, the Vice President of Facilities or Operations in consultation with the President are authorized to obligate expenditures in emergency situations when it is not feasible to obtain prior approval of the Board of Directors and immediate action is necessary to protect and preserve Club property and insure continued operation of its facilities.

Section 3. Disbursement of Funds. All disbursements of funds of the Club shall be made by checks signed by the President, Treasurer or assistant treasurer, provided, however, that (a) no payment of a sum in excess of \$1,000 for a single or related transaction may be made without the approval of the Board of Directors in accordance with Section 2 of this Article Eight, and (b) checks for amounts in excess of \$1,000 shall require the authorization of two authorized officers.

Section 4. Deposit or Investment of Funds. The funds of the Club shall be deposited only in institutions that are insured by the Federal Deposit Insurance Corporation. No funds of the Club shall be invested with or loaned to any officer, director or member of the Club or any other person.

Section 5. Financial Statements. Annual financial statements of the Club shall be prepared in the manner directed by the Board of Directors, and a report on such financial statements shall be presented at the annual meeting of members. The Board of Directors shall cause the financial records of the Club to be reviewed annually by a licensed accountant who shall not be a member of the Club.

Section 6. Fiscal Year. The fiscal year shall be defined as ending on September 30th of each year, or as determined by the Board of Directors.

Section 7. Insurance and Bond. The Club shall maintain adequate comprehensive, fire, casualty, loss, and liability insurance to protect the assets of the Club. Said insurance policy shall include replacement value. In addition, the Club shall maintain Board of Directors and personal liability insurance for all members of the Board of Directors. The Board of Directors shall review the insurance annually. The Board of Directors may secure the faithful performance of the President, Treasurer and any assistant treasurer, by means of an adequate fidelity bond, the premiums for which shall be paid by the Club.

ARTICLE NINE AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the directors present at a regular or special meeting of the Board of Directors except to the extent that (a) the Club's Articles of Incorporation or the Act reserves this power exclusively to the members; or (b) the members in adopting or amending any particular bylaw provide expressly that the Board of Directors may not amend or repeal that bylaw.

ARTICLE TEN GENERAL PROVISIONS

Section 1. Indemnification. Unless otherwise provided by the Articles of Incorporation or the Act, the Club will have the power to indemnify its directors and officers in accordance with the applicable provisions of the Act.

Section 2. Corporate Records. The Club will maintain all corporate records required by the Act.

Section 3. Conflict with the Act or Articles of Incorporation. These Bylaws are adopted subject to the Act and the Articles of Incorporation. Whenever these Bylaws may conflict with an applicable provision of the Act or the Articles of Incorporation, such conflict will be resolved in favor of the Act or the Articles of Incorporation.

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- Original Bylaws adopted on November 15, 1979
 - Restated Bylaws adopted on July 9, 1991
 - Restated Bylaws adopted on June 20, 2001
 - Restated Bylaws adopted on May 15, 2005
 - Restated Bylaws adopted on July 16, 2006
 - Restated Bylaws adopted on May 21, 2007
 - These Sixth Amended and Restated Bylaws adopted by the Board on October 22, 2019 and approved by the Members on December 4, 2019