

**AMENDED AND RESTATED BYLAWS OF
TUCKAHOE RECREATION CLUB, INC.**

Adopted September 18, 2025

Article I: Name and Purpose

Section 1. Name. The Corporation shall be known as Tuckahoe Recreation Club, Inc. (“Club”).

Section 2. Purpose. The Club is organized under the Virginia Nonstock Corporation Act and operates as a nonprofit, nonstock membership corporation for the purpose of providing recreational facilities for the use of members of the Club, their families, guests, and to that end acquiring, owning, developing, operating, and maintaining a swimming pool complex, tennis courts, and such other recreational facilities as may appear to be desirable for the exclusive use of its membership and their guests. The Club is a tax-exempt recreational club described under section 501(c)(7) of the United States Internal Revenue Code. The operation of the Club is governed by the Code of Virginia, the Articles of Incorporation, these Bylaws, the Tuckahoe Recreation Club Rules, and all applicable laws.

Article II: Membership

Section 1. Members.

(a) **Member Defined.** Persons admitted to membership in the Club under this Section 1 are hereafter referred to as “Members” and enjoy all the privileges and responsibilities as set forth herein for members.

(b) **New Member Admission.** The Board of Directors (“BOD” or “Board”) is authorized to admit to membership, by a three-fourths vote of the quorum present, any person recommended by the Membership Committee upon the receipt of a properly executed application form and the payment of the required initiation fee, together with dues for the first year of membership plus any amount of any special assessments being paid by the other members for that year.

(c) **Who Must Join.** All immediate family members, including spouses and children from the ages of five (5) through twenty-one (21), residing in the same home must join. A family member that is an Emeritus Member or incapacitated and who cannot enjoy the services of the facilities is not required to join the Club as Members, subject to approval by the executive committee, on a case-by-case basis. Other adults residing in the same home (e.g., children over the age of twenty-one (21), parents, aunts, uncles, grandparents, and caregivers such as nannies and au pairs) may join but are not required to join. A member’s age is determined as of March 31 of each year.

(d) **Children of Members.** The Board of Directors is authorized to admit to membership, when recommended by the Membership Committee, any children of members or other persons who resume or take up residence in the home of a member subsequent to his/her admission, upon receipt of a properly executed application form and the payment of the amounts prescribed.

(e) **Contact Information.** It shall be the responsibility of all members to keep the Club informed of their current address, telephone number(s), and email addresses.

(f) **Admission Preference.** In the admission of new members, preference shall be given to former members in good standing, children of current members and the members of their household, and Absentee Members (in that order).

(g) **Membership Ceiling.** The total number of Members at any one time shall not exceed 3,250, exclusive of suspended members, except that this number may be exceeded when necessary to accommodate children or other Members admitted under the provisions of Article II, Sections 1(d) and (f) above and Sections 2(d) and 5(a). If the ceiling of 3,250 is exceeded pursuant to these provisions, additional Members shall not be admitted replacing resigning Members until the membership of the Club has been reduced below 3,250.

(h) **Voting.** Membership shall include full use of all the facilities during the dues year and the right to vote on matters of Club business as set forth herein.

(i) **Privacy.** Access to Tuckahoe Recreation Club's membership information shall be permitted as necessary to conduct the management and activities of the Club and in compliance with any federal, state, or local disclosure requirements.

Section 2. Fees.

(a) **Application Fees.** At the time of application, each applicant family shall be required to pay a non-refundable application fee in an amount determined by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Law.

(b) **Initiation Fee.** The initiation fee shall be assessed on a household basis in an amount and on a payment schedule determined by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Law.

(c) **Annual Dues.** Annual dues shall be assessed on a household basis in an amount determined by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Laws. The Board of Directors is authorized to increase dues in an amount not to exceed 10% annually. Dues may be increased by more than 10% annually only upon a vote of a majority of voting Members pursuant to Article III, Section 5.

(d) **Children Under Five.** Each child who achieves the age of five (5) on or before March 31 of any given year shall pay the applicable dues, capital expenditure fund fee, and special assessment (if any) for the ensuing year. When accompanied by an adult member, members' children under the age of five (5) may, in accordance with Tuckahoe Recreation Club Policies and Procedures and other rules of the Club, use the facilities of the Club without charge.

(e) **Dues Payable.** Dues are payable, postmarked on or before a date set by the Board of Directors (typically March 31 each year), unless the Board of Directors gives notice to the contrary. Failure to receive a bill does not relieve a member of responsibility for paying dues on time.

(f) Capital Expenditure Fund Fees and Special Assessments.

(i) In addition to the annual dues established under the provisions of Article II, Section 2(c) above, each member shall pay an annual capital expenditure fund fee, as determined by the Board of Directors. The Board of Directors is authorized to increase capital expenditure fund fees in an amount not to exceed the greater of \$10.00 or 10% annually. Any capital expenditure fund increase exceeding the greater of \$10.00 or 10% annually must be approved by a majority of voting Members pursuant to Article III, Section 5. Amounts paid under this paragraph shall be placed in a special "Capital Expenditure Fund Account" to be used solely for the purposes described in Section 2(g) below. The amount and schedule for the payment of capital expenditure fund fees shall be recorded on a separate schedule included as an annex to these By-Laws.

(ii) The Board of Directors is authorized, upon a vote of three-quarters of the members of the Board, to propose a special assessment, in an amount and on a payment schedule determined by the Board. The imposition of a special assessment must be approved by a majority of voting Members pursuant to Article III, Section 5.

(g) **Use of Dues, Fees, and Special Assessments.** Amounts derived from initiation fees, dues, and other sources, and not otherwise specifically allocated pursuant to these By-Laws, shall be available to defray the operating expenses of the Club and to provide for the proper maintenance and improvement of its facilities. Proceeds of the "Capital Expenditure Fund Account" referred to above shall be used solely for the purpose of the complete replacement, emergency repairs, or major rehabilitation/improvement of the Club, facilities, or property.

Section 3. Penalties.

(a) **Late Dues.** A member household whose annual dues have not been received by the Club in accordance with the payment schedule set forth by the Board of Directors and attached as an annex to these By-Laws shall be required to pay a penalty as determined by the Board of Directors on an annual basis and provided to the membership in an annual dues notice. Written notice to delinquent members shall be sent promptly thereafter by the Secretary using certified mail to the address appearing in the records and/or comparable electronic communication, with confirmed receipt by the Club. If payment is not received within ten (10) business days of the notice, the membership will be cancelled.

(b) **Five Year Olds.** A Member who fails to make appropriate provision for the membership of children reaching the age of five (5), as prescribed in Article II, Section 2(d), shall be required to pay all past dues plus a penalty in an amount determined by the Board of Directors and attached as an annex to these By-Laws, in addition to the penalty provided for in Section 3(a).

(c) **Suspension.** The Board of Directors, at its discretion, may suspend the Club privileges of any member for good cause, including but not limited to, failure to make appropriate provision for membership of children as prescribed in Sections 2(d) and 3(b) of this Article, bringing non-members into the Club without payment of required guest fees, failure to abide by the provisions of the By-Laws, harassment, offensive or abusive language or behavior, and falsification of any application for membership. Additionally, the Board of Directors will specify the duration and terms of the suspension, after which the Board will consider the appropriate action which may include lifting the suspension, extending the suspension, or canceling the membership.

(d) **Cancellation.** The Board of Directors may determine, at its discretion, to cancel a membership upon finding good cause. If a membership is cancelled, Club privileges are revoked for all members on that membership, and those membership slots will be made available to new applicants.

(e) **Reinstatement.** A member whose membership has been cancelled may request reinstatement in writing to Tuckahoe Recreation Club. A membership that was cancelled solely for non-payment of fees may be reinstated if:

- (i) All dues and fees in arrears and penalties are paid; and
- (ii) There is space available under the current membership ceiling.

If a wait list exists, a cancelled member will be considered for reinstatement according to Article II, Section 1(f). Reinstatement of membership cancelled for reasons other than late payment of dues requires the approval of the Board of Directors. In either case, a reinstatement fee as determined by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Laws, will be charged to reinstate a membership. In addition, the Board of Directors, at its discretion, may waive the payment of the reinstatement fee for good cause.

Section 4. Resignations, Refunds, and Membership Transfers.

(a) **Initiation Fee Refunds.** Initiation fees are not refundable. However, under extraordinary circumstances, at its discretion, the Board of Directors is authorized to direct the Treasurer to refund to a person resigning his/her membership a portion of that person's initiation fee, less any dues in arrears or plus a portion of dues paid for the ensuing year as authorized in Article II, Section 4(b).

(b) **Annual Dues Refunds.** For the purpose of this paragraph, a student or any family member who will be residing elsewhere for a portion of the year and at home for the remainder of the year will not qualify for resignation although such member may qualify for absentee membership as authorized in Article II, Section 5(a). If a member resigns within 30 days following the payment of annual dues, such dues will be refunded in full. If a member resigns within 31 to 60 days following the payment of annual dues, fifty percent (50%) of such dues shall be refunded. For members resigning more than 60 days following the payment of annual dues, no refunds will be given. Capital expenditure fund fees are non-refundable.

(c) **Resignation.** Consistent with the provisions of Article II, Section 1(c), individual family members five (5) years of age and older residing at home shall not be permitted to resign and receive funds, unless all family members resign. The Board of Directors, at its discretion, may accept the resignation of an individual family member and authorize a refund, if that member is over sixty (60) years of age, has been an active Member for a continuous period of at least ten (10) years and will not be using the Club's facilities thereafter. The Board of Directors, at its discretion, may also accept the resignation of an individual member and authorize a refund, if that member is permanently disabled in such a manner as to preclude that member from using any of the Club's facilities, as certified in writing by a board-certified physician. In the event the condition or disability changes or is reversed, the member will be reinstated, and all fees waived for the entire period during which the member was precluded from using the Club's facilities. For the purpose of this paragraph, a student or any family member who resides elsewhere for a portion of the year and at home the remainder of the year will not qualify for resignation, although such member may qualify for absentee membership as authorized in Article II, Sections 4(b) and 5(a).

(d) **Transfer of Membership.** Membership or use of membership may not be transferred. If any member desires to terminate his membership, he/she shall notify the director of membership or general manager in writing.

(e) **Caregiver.** Notwithstanding the provisions of Section 4(d) above, a family may transfer to the successor the membership of any person acting as a Caregiver. A Caregiver is defined as a person who provides domestic services, including caring for minor children or adults. A Caregiver may include an au pair, babysitter, housekeeper, nurse, nanny, or any other form of domestic worker.

Section 5. Absentee Members.

(a) **Absentee Member Definition.** Members moving their primary residence more than forty (40) miles from the Club, who expect to return at some future time and resume active membership, may, upon request, be placed in an absentee membership status. Such Absentee Member shall receive all announcements of the Club and shall be required to pay an annual fee for each member of the family to maintain this status. Absentee Members may not vote on matters of Club business or use the Club facilities except as guests. When an Absentee Member uses the facility as a guest, normal guest fees will apply, but that person need not be accompanied by an active member. Upon return, full membership may be resumed by notifying the Club in writing, and by paying dues and fees currently required under Article II, Section 1(b). All such members must notify the Club in writing of their current address.

(b) **Absentee Fees.** Each person approved for absentee membership shall pay an annual fee in an amount set forth by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Laws.

(c) **Suspension/Revocation of Absentee Status.** If payment is not received within the schedule set by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Laws, the absentee status shall be revoked, and he/she shall be subject to the payment of the dues and penalties applicable to active members.

Section 6. Associate Members.

(a) **Associate Members.** The Board of Directors is authorized to admit to associate membership, by a three-fourths (3/4) vote of the quorum present, any non-profit group or organization recommended by the Operations Committee upon receipt of a properly executed application form. Associate membership includes only seasonal use of pools as defined in each Associate Membership Contract and during such hours as may be prescribed by the Operations Committee, with a priority to member usage over Associate Members.

(b) **Associate Member Privileges.** Non-profit groups or organizations admitted to associate membership in the Tuckahoe Recreation Club, Inc. are non-voting members with restricted privileges as set forth in Article II, Section 6(a).

(c) **Associate Member Dues.** The dues for each Associate Member shall be established by the Board of Directors annually, taking into consideration the size of the group and the proposed hours of usage.

Section 7. Emeritus Members.

(a) **Definition of Emeritus Members.** Any Member who has belonged to the Club for at least twenty (20) continuous years, and is over seventy (70) years of age, may become an Emeritus Member upon written notice to the Board of Directors and payment of an annual fee established by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Laws. Family members of an Emeritus Member may retain their full membership to the Club.

(b) **Emeritus Member Privileges.** Emeritus Members are granted a fixed number of uses of the Club for themselves or their guests who will accompany them. These uses are not transferable. Each visit by an Emeritus Member is considered a separate use. In addition to the annual fee, Emeritus Members can purchase additional annual uses from the Club for an amount established by the Board of Directors, recorded on a separate schedule, and included as an annex to these By-Laws. Emeritus Members do not have a vote in Club matters, have no claim on Club assets, and cannot serve on the Board of Directors.

Article III: Meetings of Members

Section 1. Annual Meeting. A regular annual meeting of the members shall be held in September of each year, at such time and place as the Board of Directors shall designate.

Section 2. Special Meeting. A special meeting of the members may be called by the President or by a majority of the Board of Directors on at least seven (7) days' notice to the membership. Also, upon the written request of no fewer than one hundred (100) members, a special meeting of the members shall be called by the President at a date within forty-five (45) days after the receipt of such written request. Notices of special meetings in all instances shall state distinctly the objectives and purposes of the meetings, and no business other than that for which it is called shall be presented or transacted.

Section 3. Meeting Notification. At least thirty (30) days before the date of an annual meeting of the members, the Secretary shall cause written notice thereof to be mailed or emailed to each member at the address appearing for such member on the records of the Club.

Section 4. Quorum. At any annual or special meeting, thirty (30) members shall constitute a quorum. Except as otherwise herein provided, a simple majority vote shall be sufficient to transact business.

Section 5. Member Voting. At any annual or special meeting each Member in good standing shall be entitled to one vote. A Member may vote in person, through a Board-approved electronic transmission or voting platform, by proxy, or by submitting a ballot before the annual or special meeting through any process approved by the Board of Directors.

Article IV: Election of Directors

Section 1. Number of Directors. *Effective September 18, 2025:* The membership of the Board of Directors shall be constituted of nineteen (19) members of this Club who are in good standing and at least twenty-one (21) years of age. *Effective Following the 2026 Annual Meeting:* The membership of the Board of Directors shall be constituted of seventeen (17) members of this Club who are in good standing and at least twenty-one (21) years of age.

Section 2. Board of Director Elections, Officers, and Terms.

(a) **Election of BOD.** Regular elections of the Board of Directors will conclude at the annual meeting of the members. Elections shall be conducted through processes and procedures approved by the Board of Directors. New members of the Board of Directors will be announced at the annual meeting.

(b) **Officers.** The President, Immediate Past President, Vice-President, Secretary, and Treasurer of this Club shall be members of the Board of Directors during their terms of office.

(c) **Terms of Directors.** The remaining Directors shall be elected to serve two-year terms on the Board of Directors with half of the Directors elected each year.

Section 3. Presiding Officer Duties. The President shall preside over meetings of the Board of Directors during his/her term of office.

Section 4. Presiding Officer Succession. In the absence of the President, the Vice-President shall preside at the meetings of the Board of Directors. In the absence of both the President and the Vice-President, the Board of Directors shall designate a presiding officer.

Section 5. BOD Secretary. The Secretary of the Club shall be the Secretary of the Board of Directors.

Section 6. Expiration of Terms. Except for the Treasurer, who will serve until the end of the fiscal year, newly elected directors shall commence their terms of office and their predecessors shall terminate their terms of office as of the close of the annual meeting at which such election occurs.

Section 7. BOD Vacancies. Any vacancies which occur on the Board of Directors prior to the expiration of the first year of the Director's term of office shall be filled within 30 days of the vacancy. The Executive Committee shall appoint a Member who was nominated but not elected at the last annual meeting, and who received the most votes of those candidates who were not elected to the Board. Should such a Member not be available, the Executive Committee shall appoint a Member who will remain in office until the next general meeting at which time his or her name will be submitted for election.

Section 8. BOD Restrictions. Only one member from the same membership family may serve on the BOD at one time.

Article V: Meetings of Directors

Section 1. Directors' Meeting.

(a) **Directors' Meeting.** A regular meeting of the Board of Directors shall be held once a month unless the Board of Directors by a two-thirds vote of the quorum present votes to cancel the next meeting. The President, or in his/her absence, the Vice-President, may call a special meeting of the Board of Directors at any time. A special meeting shall be called upon the written request of any seven (7) directors. The time and place of each meeting shall be fixed by the President. The Board of Directors shall be notified of each meeting.

(b) **Member Attendance.** Meetings of the Board of Directors shall be open to all members unless the Board of Directors, by majority vote, elects to meet in executive session.

Section 2. Directors' Quorum. A majority of the elected members of the Board of Directors (including absentee Board members at any given meeting) shall constitute a quorum.

Section 3. BOD Attendance Requirements. The failure of any member of the Board of Directors to attend, without excuse, three (3) regular meetings of the Board of Directors during any year of service, may constitute grounds for the Board of Directors to remove that member from the Board (following the procedures in Article XI, Section 2) and to require the return of any unused complimentary guest passes. Notification of an intent not to attend, given to the Secretary at least two (2) hours prior to the regularly scheduled meeting, shall constitute an excuse.

Article VI: Officers

Section 1. Definition of Officers. The officers of the Club shall consist of President, Vice-President, Secretary, Treasurer, and Immediate Past President. The first four shall be elected at the annual meeting of the membership to a one-year term of office. The Immediate Past President shall serve by virtue of his/her succession to this position and shall continue to serve until his/her successor has relinquished the office of President to the next elected member.

Section 2. Officers' Duties. The duties of the Officers are described below.

(a) **President's Duties.** The President shall preside at meetings of the members, the Board of Directors, and the Executive Committee. He/She shall perform such other duties as customarily pertain to the office of the President, or as he/she may be directed to perform by resolution of the Board of Directors, specifically:

- (i) The President shall be responsive to issues presented by the Board of Directors and the Executive Committee.
- (ii) The President shall communicate directives to and shall have supervisory control over the Club's General Manager and other staff.
- (iii) The President shall be available to senior staff members to assist in clarification of the Club's Policies and Procedures, important issues, duties, and personnel matters. The President shall report his/her activities undertaken on behalf of the Club on a monthly basis to the Executive Committee and/or the Board of Directors, as appropriate.
- (iv) The President shall be an *ex-officio* member of and shall give executive direction to all standing committees of this Club.
- (v) The President shall have satisfactorily served as an elected Tuckahoe Board of Directors member.

(b) **Vice-President's Duties.** The Vice-President shall have and exercise all the powers, authority, and duties of the President during the absence of the latter or his/her inability to act. The Vice-President shall be an *ex-officio* member of all standing and special committees of the Club. The Vice-President shall have satisfactorily served as an elected Tuckahoe Board of Directors member.

(c) **Treasurer's Duties.** The Treasurer shall oversee the custody of all funds, securities, valuable paper, and other intangible assets of the Club, except those papers that the Board of Directors may determine shall be held by the Secretary. He/she shall provide and maintain full and complete records of all assets and liabilities of the Club. The Treasurer shall prepare and submit a current quarterly financial statement of the condition of the Club to the Board of Directors at the regular meeting immediately following the last day of the quarter. The Treasurer shall supervise the preparation of a detailed financial statement and personal property inventory at the end of each fiscal year and the preparation of such corporate reports, tax reports, and information return as Local, State, and Federal laws may require. The Treasurer shall be responsible for receiving annual dues and all other monetary receipts of the Club. The Treasurer shall have experience in accounting or related fields.

(d) **Secretary's Duties.** The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors. He/She shall be responsible for seeing that proper notice is given to the members of all meetings of members, shall conduct the correspondence of the Club, shall supervise maintenance of the membership records of the Club, and perform such other secretarial duties as the President shall prescribe.

Article VII: Duties of Board of Directors

Section 1. Duties of Board of Directors. All members of the Tuckahoe Recreation Club's Board of Directors shall:

- (a) Have a fiduciary responsibility to the membership and to represent the interests of all members of the Club.

(b) Serve on committee(s) as assigned by the President and participate in committee activities as requested by the committee chair.

(c) Attend a minimum of nine (9) meetings of the Board during each year of service. (Exceptions may be granted by the Executive Committee at their discretion.)

(d) Assist at least two (2) Club-sponsored social events during each year of service. (Should an event be cancelled, the Board member involved is considered to have assisted at that event.)

(e) Board members could also be asked to serve as hosts for any open houses, serve on any *ad hoc* committees, serve as a committee chair, assist with set-up and clean-up for the annual meeting, or other duties as may be assigned.

Section 2. Failure to Perform. A director who does not fulfill the above obligations may be referred to the Executive Committee for appropriate action. This can apply to an officer or committee chair who neglects to perform his/her duties. Appropriate action may include a warning, change of committee assignment, removal from office or from the Board at the end of any year of service, or ineligibility to serve in a particular capacity for one year.

Section 3. Conflicts of Interest.

(a) All Board members must fully disclose business relationships that may create a situation of actual or perceived conflict of interest, including, but not limited to, membership at a competing swim or tennis club, relationship with a business that services pools or tennis facilities, and/or paid status with another vendor that services similar clubs.

(b) For purposes of this provision, the term “interest” shall include interest as a director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any entity and having an immediate family member who holds such an interest in any entity.

(c) A Board member shall be disqualified from dealing, either as a vendor, purchaser, or otherwise, or contracting or entering into any transaction with the Club or with any entity of which the Club is an affiliate, unless the Board member receives approval from a vote of three-quarters of the Board.

(d) Whenever a Board member has a financial interest in any matter coming before the Board of Directors, (i) the Board member must fully disclose the interest to the Board; (ii) no interested Board member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such matter is voted upon; (iii) any such matter or transaction shall be duly approved by the remaining Board members not so interested or connected as being in the best interests of the Club; and (iv) the minutes of any meeting at which such matter is voted upon shall record such disclosure, abstention, and rationale for approval.

Article VIII: Standing and Special Committees

Section 1. Operations Committee. An Operations Committee composed of at least five (5) persons shall be appointed by the President from among the Directors and members. This Committee shall prepare rules for use and operation of the swimming pools and other facilities, and shall arrange for proper operation of the pools and other facilities. Guests of members shall be permitted to use the swimming pools and recreational facilities upon such conditions, and under such regulations as may be prescribed by the Operations Committee with approval of the Board of Directors. This Committee may, at its discretion, deny the use of the facilities or any part thereof to a member or any other person. No member shall be denied use of the facilities under the rules established by this Committee and the Board of Directors except for misconduct on or near the Club premises, or exposure to or contraction of a disease or other condition judged likely to endanger the health or safety of the Club or likely to damage its property.

Section 2. Programs and Concessions Committee. A Programs and Concessions Committee of at least five (5) persons shall be appointed by the President from among the Directors and members. This committee shall be responsible for planning and conducting special activities and supervising all concessions of the Club. For the purpose of this section, a concession is the sale of food or merchandise to members and their guests.

Section 3. Engineering and Maintenance Committee. An Engineering and Maintenance Committee of at least five (5) persons shall be appointed by the President from among the Directors and members. This Committee shall be responsible for site planning, for the procurement of capital items, and for planning and supervising the repair and maintenance of all facilities of the Club. The committee, at the discretion of the President, may also be responsible for supervising construction.

Section 4. Membership Committee. A Membership Committee of at least five (5) persons shall be appointed by the President from the Directors and members. This Committee shall review all applications for membership, requests for resignation, requests for transfer to and from absentee status, and when it deems investigation of applicants to be appropriate, it shall conduct such investigations. After such investigation and review, all applications recommended for acceptance, along with recommendations pertaining to all requests for resignation and transfer shall be presented to the Board of Directors for approval or disapproval. This Committee shall be responsible also for making recommendations to the Board of Directors pertaining to the suspension of members and cancellation of memberships.

The Committee shall also submit to the Board of Directors on a monthly basis at the Board meeting a complete list of members who were newly admitted, members who resigned, and the total number of applications and individuals on the waiting list.

Section 5. Finance Committee. A Finance Committee of at least five (5) persons shall be appointed by the President from among the Directors and members. The Vice-President and Treasurer shall be members of the Committee. The Finance Committee shall have the responsibility for reviewing estimated requirements and developing the financial plans of the Club, including the establishment of reserves for future obligations including, but not limited to, bond redemption obligations and Capital Expenditure fund levels, and shall advise the Board of Directors on all financial matters. Additionally, the Finance Committee shall make an annual survey of the insurance program of the Club and shall make such recommendations as may be appropriate to the Board of Directors.

Section 6. Aquatics Committee. An Aquatics Committee of at least three (3) shall be appointed by the President from the Directors and members, which shall be responsible for planning and conducting all swimming, diving, and other team water sports activities of the Club.

Section 7. Tennis Committee. A Tennis Committee of at least three (3) persons shall be appointed by the President from among the Directors and members which shall be responsible for planning and conducting all tennis activities of the Club.

Section 8. Long-Range Planning Committee. A Long-Range Planning Committee of at least three (3) persons shall be appointed by the President from among the Directors and members. The Committee shall have the responsibility for examining the condition of the Club's facilities and its future requirements in close coordination with other committees, and for making recommendations to the Board and implementing the Board's decision.

Section 9. By-Laws Committee. A By-Laws Committee of at least three (3) persons shall be appointed by the President from among the Directors and members to review and to recommend amendments to the By-Laws. The Committee's recommendations, if any, shall be presented to the Board of Directors for its consideration consistent with the requirements of Article XII with respect to notice to members.

Section 10. Fitness Committee. A Fitness Committee of at least three (3) persons shall be appointed by the President from among the Directors and members, which shall be responsible for developing and promoting appropriate use of exercise equipment and facilities, water aerobics activities, and participation in exercise activities other than tennis and aquatic team sports.

Section 11. Marketing Committee. A Marketing Committee of at least three (3) persons shall be appointed by the President from among the Directors and members which shall be responsible for developing and implementing a

plan to attract members and to increase membership, and shall have oversight responsibility for the Tuckahoe web site and internet access.

Section 12. Nominating Committee. Each year the President shall appoint, with Board of Directors approval, a special Nominating Committee of at least three (3) persons, none of whom is a candidate for re-election to the Board of Directors. This Committee shall be responsible for presenting to the Board of Directors for its approval at the July meeting, candidates for Officers and Directors to be elected at the Annual Meeting. Candidates for President and Vice-President shall have served as elected Board of Directors Members or Officers. The approved candidates will be presented to the Members at the annual meeting as nominees of the Board. Members may also be nominated by petition of any twenty-five (25) Members over the age of twenty-one (21) at least thirty (30) days prior to the annual meeting, and Members so nominated will be included as nominees in the notice of the annual meeting. The method of nomination will be designated in such notice.

Section 13. Executive Committee. The Executive Committee shall be created by the President immediately following the annual meeting. Its members shall include the President, Vice President, Secretary, Treasurer, and at least one other Director selected by the President. The President may replace any member who is unable to serve with another Director.

Any member of the Executive Committee can request a meeting of the committee by making a request to the President, along with an agenda of the items to be discussed. A majority of the committee members must agree to the meeting.

Motions for actions within the Executive Committee must pass by a majority vote. In the case of a tie vote, the President will have the authority to make the final decision. All members of the Committee must participate in the decision-making process.

The President shall make a report to the Board of Directors, summarizing all Executive Committee meetings.

Section 14. Committee Chairpersons. The Chairman of each standing Committee and each special Committee shall be a member of the Board of Directors and shall be designated by the President.

Section 15. Designation of Committees. The President shall be authorized to appoint Directors or members to Committees as he/she shall deem necessary or expedient for the welfare or business of the Club. Non-Director committee members do not have voting rights. The purpose and membership of each such committee shall be reported to the Board of Directors at the first meeting following the date of appointment of members.

Section 16. Subcommittees. The Chairman of each standing committee may appoint subcommittees from among the members of the Club as necessary to carry out the duties of his/her committee. The purpose and membership of each such subcommittee shall be reported to the Board of Directors at the first meeting following the appointment of members.

Section 17. Committee Actions. No Committee, Committee Chairman, Officer, or member of the Board of Directors shall make or authorize expenditures or obligate resources of the Club or take any action contrary to these By-Laws or the current Operating Rules and Regulations without the prior approval of the Board of Directors or by either a general or specific resolution. All other actions taken by the standing and special committees shall be valid until the next meeting of the Board of Directors, at which time the actions shall be reported to the Board of Directors for approval.

Article IX: Property and Finances

Section 1. Contractual Obligations. The Corporation is not authorized to contract for any obligation in excess of its net worth.

Section 2. Contractual Obligations Approvals. Any obligation of the corporate assets requires the prior approval of a majority of the Directors present at a duly held meeting of the Board of Directors.

Section 3. Personal Property Transfer Approvals. Personal property of the Club, tangible and intangible, may be sold or transferred only for the benefits of the Club and only after the Board of Directors shall have approved such a transfer.

Section 4. Real Property Transfer Approvals. Real property may be acquired by the Board of Directors; however, no real property may be sold or transferred unless approved by a majority of the membership present at a duly held meeting of the members.

Section 5. Corporate Funds Placement. The funds of the corporation shall be deposited only in institutions the deposits of which are insured by the Federal Deposit Insurance Corporation.

Section 6. Corporation Funds-Depositories. All funds of the corporation shall be deposited in such qualified depository or depositories as the Treasurer may from time to time designate and shall be deposited promptly but in no event later than 72 hours of their receipt. However, receipts in the aggregate of \$100.00 or less need not be deposited more often than once a week.

Section 7. Check Signing Authority. All disbursements of funds of the Corporation shall be made by checks signed by the Treasurer and either the President or the Vice-President. However, the Board of Directors may by resolution provide for the establishment of (1) a petty cash fund to be administered by the Treasurer or General Manager of not exceeding \$250.00 for postage and for defraying other individual expense items of the Corporation, and (2) a special bank account requiring only the signature of the Treasurer or General Manager for withdrawals, with a balance not to exceed the amount of their total respective surety bonds or bank signature cards, such account to be used only for payment of normal operating expenses.

Section 8. Special Bank Accounts. Notwithstanding the provisions of Article IX, Section 7 above, the Board of Directors may from time to time as it deems necessary, authorize the establishment of special bank accounts that are maintained and operated by Tuckahoe Recreation Club, Inc. teams or organizations. Any such team or organization must obtain written permission from the Board of Directors before establishing such an account. Such accounts may only be used to hold funds collected by a team or organization from its members or from voluntary donations. Disbursements from such accounts are limited to normal operating expenses directly associated with the team or organization. The team or organization representative responsible for maintenance of the bank account must submit copies of bank statements on a monthly basis to the Treasurer of Tuckahoe Recreation Club, Inc. and provide all information and requested reports regarding the account to the Treasurer and accountant for inclusion in Tuckahoe Recreation Club, Inc. financial statements.

Section 9. Approval of Obligations. No obligation or expenditure may be made by any committee, officer, or member of the Board of Directors, without prior approval of the Board of Directors, by either a general or specific resolution, except that the Chairman of Engineering and Maintenance Committee in consultation with the President and General Manager, is authorized to obligate the Club for expenditures not in excess of \$10,000 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 the Club's property and assure continued operation of its facilities.

Section 10. BOD Safeguards. The Board of Directors shall assure the faithful performance of the Treasurer and other officers and employees of the Club by such safeguards as the Board of Directors deems appropriate.

Section 11. Corporation Funds-Investments. The funds of the corporation, except those on deposit, as provided in Article IX, Section 5, may be invested only in obligations of the United States Government, or with government insured financial institutions, except that with the express approval of the Board of Directors as to the amount and nature of the investment, such funds may be invested also in interest bearing securities or accounts consisting solely of obligations insured or issued directly by the United States Government or instrumentalities thereof, and commonly referred to as Money Market Funds. They may not be loaned to or invested with any employee, officer, or member of the corporation.

Section 12. Annual Audit. The accounts of the Corporation shall be audited by professional auditors annually in accordance with generally accepted auditing standards. The report of this audit is to be presented at the annual meeting of the membership.

Section 13. Fiscal Year. The fiscal year shall be defined as the calendar year.

Section 14. Property and Finances. The Treasurer is hereby vested with the power to create and administer a program to solicit and accept monetary gifts and bequests to the Club by Club members or former members. All funds received through this program shall be placed in a fund separate from the unrestricted funds used for the general Club operations. The Treasurer and the Finance Committee will make recommendations regarding the expenditure of these funds, subject to the approval by the Board of Directors.

Article X: Equity Ownership and Club Dissolution

Section 1. Equity Ownership.

(a) **Equity Owners.** Each Member of the Club who has paid his or her annual fees and dues, and who is eligible to vote on Club matters, and whose membership in the Club is otherwise in good standing, is an Equity Owner of the Club. Absentee Members, Associate Members, and Emeritus Members are not Equity Owners of the Club.

(b) **Limitation of Liability.** Members shall not be personally liable for any debts or losses of the Club beyond such Member's annual fee and dues.

(c) **Priority and Return of Capital.** No Equity Owner shall have priority over any other Equity Owner, except as otherwise provided in these By-Laws, either as to the return of Capital Contributions or as to profits, losses, or distributions; provided that this section shall not apply to loans (as distinguished from Capital Contributions) which an Equity Owner has made to the Club.

Section 2. Club Dissolution.

(a) **Dissolution.** The Club shall be dissolved upon the written Agreement of 75% of the Equity Owners of the Club. Notwithstanding any provision of the Virginia Nonstock Corporation Act to the contrary, the Club shall continue and not dissolve as a result of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Board Member, Officer, Regular Member, or any other event that terminates the continued Membership of the Member.

(b) **Winding Up.** Upon dissolution, the Board of Directors shall immediately proceed to wind up the affairs of the Club.

(c) **Liquidation and Distribution of Assets.** Upon the winding up of the Club, the assets shall be distributed as follows:

(i) First, to creditors in satisfaction of liabilities of the Club (whether by payment or the making of reasonable provision for payment thereof) other than liabilities for which reasonable provision for payment has been made;

(ii) Then, to the Equity Owners pro rata in a proportion to be determined by a vote of the Board of Directors. Such proportion shall treat any Board member the same as any other Regular Member.

(d) **Certificate of Cancellation.** When all debts, liabilities, and obligations have been paid and discharged or adequate provisions have been made therefore and all of the remaining property and assets have been distributed to the Regular Members, a certificate of cancellation shall be prepared, executed, and filed with the Secretary of the Commonwealth of Virginia.

Article XI:

General

Section 1. Governing Tenets. All powers, authority, duties, and functions of the members, directors, officers, and employees of the Corporation shall be exercised in strict conformity with applicable provisions of law and regulations and of the charter and By-Laws of the Corporation.

Section 2. Removal of Officer or Director. Any director or officer of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the voting members present in person or by proxy designated in writing, at a regular or special meeting of the membership called for that purpose, but only after the opportunity has been given him/her to be heard. Any officer or director of the Corporation may be removed from office by the affirmative vote of two-thirds (2/3) of the directors present at a regular or special meeting of the Board of Directors (other than the affected Officer or Director) but only after opportunity has been given him/her to be heard. Such person may be reinstated for the remainder of his/her term by a vote of a majority of the voting members present in person or by proxy designated in writing at a special meeting of the membership.

Section 3. Temporary Officer. When an officer is absent or is otherwise unable to perform the duties of his/her office, the President, with approval of the majority of the Board of Directors, may designate another member of the Board of Directors to act temporarily in his/her place.

Section 4. Corporation Papers-Storage. Copies of the organization papers of the Corporation, its By-Laws, and any amendments thereto, and the membership records of the Corporation shall be preserved in a place of safekeeping. Results of elections and proceedings of all meetings of the Directors and members shall be recorded. The minutes of all meetings shall be signed by the President and Secretary or by those acting in their places. A signed copy of such minutes for each meeting shall be retained and posted. All such documents shall be copied on electronic storage and placed in a secured location, and a Corporate Book or List shall be maintained describing all corporate documents, contracts, and other documents described above. The book and documents described above shall be maintained by the Secretary and be readily accessible to Legal Counsel, the Executive Board, and the General Manager. A paper and electronic copy (encrypted CD) shall be maintained in a safe deposit box.

Section 5. Treasurer's and Auditor's Reports. On or about September 15th of each year, the Board of Directors shall deliver or mail an annual Treasurer's Report to the members. Copies of the annual Auditor's report shall be made available by the Treasurer at the annual meeting and in the office for member perusal.

Section 6. Robert's Rules of Order. The rules contained in Robert's Rules of Order Revised shall govern the meetings of the Corporation and its Board of Directors in all cases to which they shall be applicable and in all cases in which they are not inconsistent with the By-Laws or the special rules of order of this Corporation.

Article XII:

Amendments to the By-Laws

Section 1. By the Board of Directors. The Board of Directors may adopt amendments to these By-Laws by the affirmative votes of two-thirds (2/3) of the Directors present at a duly held meeting of the Board of Directors. Any amendments approved under this section shall go into effect immediately following the duly held regular or special meeting of the membership at which the proposed amendments are voted upon unless they are rejected by a majority of voting Members.

Section 2. By Members. Members may propose amendments to these By-Laws by providing the Board of Directors with written notice of any proposed amendments. Such written notice shall include the text of the proposed amendments. Following receipt of the written notice, the Board of Directors shall have ninety (90) days to review the member-proposed amendments. The member-proposed amendments must be voted on at the next duly held regular or special meeting of the membership following the expiration of the ninety (90) day Board review

period. Any member-proposed amendments may be adopted only by the affirmative vote of two-thirds (2/3) of the voting members at a duly held regular or special meeting of the membership.

Section 3. Amendment Proposals. The Board of Directors shall provide notice to the membership of all amendments proposed for adoption at least thirty (30) days prior to the annual or special meeting at which the amendments will be considered. Such notification requirement supersedes any other notification provision herein and is a requirement for a membership vote to amend these By-Laws. The notice shall include the text of the proposed amendments. Only the proposed amendments for which notice has been provided under this section to the membership may be considered for a vote by the membership. Any further changes to the proposed amendments shall require notice to the Board as described above in Article XII, Sections 1 and 2, and notice to the members as required in this section.

Article XIII: Extension of Facilities

Section 1. Extension/Expansion of Facilities. No major extension of the Club's facilities shall take place until it is approved by a majority of the voting Members pursuant to Article III, Section 5.

Article XIV: Miscellaneous Provisions

Section 1. Guests. Members are permitted to bring guests to Tuckahoe Recreation Club in accordance with Tuckahoe Recreation Club Policies and Procedures. Guests, including Absentee Members, do not have the ability to bring additional guests.

Section 2. Guest Privileges for Board Members. Members of the Board of Directors, officers and members of standing committees shall not receive compensation for services rendered, except the Treasurer, who may not be paid in excess of one thousand dollars (\$1000.00) per year. However, as an incentive for qualified members to serve actively in promoting and carrying on the affairs of the Corporation in a proper manner, the President shall be entitled to receive seventy-five (75) complimentary guest passes at the beginning of the swimming season; the Vice-President, Treasurer, Secretary, and each member of the Board of Directors and the Chairman of each standing committee shall be entitled to receive fifty (50) complimentary guest privileges; and other Board members shall be entitled to receive twenty-five (25) complimentary guest privileges. However, no such director, officer, or committee member shall receive any additional such privileges for serving in more than one capacity.

Section 3. Use of Guest Privileges. The use of such complimentary guest privileges shall be subject to regulation by the Operations Committee.