

Bylaws of Hunters Creek Swim and Racquet Club, Inc.  
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## Article I

### Corporate Title And Purpose

#### Section 1 - Title

This Corporation shall be known as Hunters Creek Swim and Racquet Club, Inc. (herein referred to as the "Corporation").

#### Section 2 - Purpose

Hunters Creek Swim and Racquet Club, Inc. is a non-profit Corporation. This Corporation shall own or lease real estate, develop, operate, and maintain a swimming pool, clubhouse, and tennis court for the benefit of its members. The Corporation may undertake the development of other fixtures as approved by its members and the Hunters Creek Home Owners Association as stipulated in the lease between the two organizations.

#### Section 3 – Definitions

Corporate Member: For the purposes of this document, “corporate member” and “member” and similar variations are synonymous.

## Article II

### Membership

#### Section 1 - Corporate Membership

There shall be a maximum of three hundred and twenty-five (325) corporate memberships. An individual becomes a corporate member upon payment (or verified payment on the individual's behalf) of the initial membership fee and annual dues, subject to any application and approval requirements in this Article.

An additional ten (10) corporate memberships shall be made available to Hunters Creek Home Owners Association in the event that the pool membership has reached the maximum of 325 and no memberships are available for sale on the open market. The sale price of the corporate membership shall be determined by the Hunters Creek Swim and Racquet Club Board of Directors. The Corporation may exercise its right to buy back, according to Article II, Section 10, paragraph c, to maintain the membership total at or near 325.

#### Section 2 - Others

There shall be no other membership other than the corporate membership (for example, subleasing one's privileges) and the use of the corporate facilities shall not be allowed to others who are not guests or tenants of corporate members. The Board of Directors shall approve exceptions for the occasional charitable, civic, or individual use on an individual basis.

#### Section 3 - Rights Of Corporate Members

Each corporate membership confers the following rights, subject to these bylaws and to reasonable rules and regulations adopted by the Board of Directors (or its duly authorized committees):

(a) Use of Facilities. The corporate member, and members of the corporate member's household who reside together, may use the Corporation's recreational facilities, subject to all published rules, safety requirements, and operating policies. These usage rights remain in effect so long as the corporate member remains in good standing and complies with these bylaws and the Corporation's rules and regulations.

(b) Voting. Each corporate membership has one (1) vote on matters properly submitted to the members at a duly called meeting at which a quorum has been established. Votes may be cast only by members present in person. For purposes of these bylaws, "present in person" includes participation through any remote access method described in the meeting notice. Proxies may be submitted only to establish quorum as provided in Article II, Section 13, and shall not be used to cast votes on any matter.

(c) Eligibility to Hold Office. A corporate member in good standing is eligible to serve as a Director or officer of the Corporation, subject to any qualifications and procedures set forth in these bylaws.

#### Section 4 - Application For Membership

All applicants for corporate membership shall submit a written application in a form approved by the Corporation and delivered to the Membership Manager (or other person designated by the Board). The Board may adopt reasonable administrative procedures for application processing, including electronic submission and payment methods.

(a) New Membership Applications. Applicants for a new membership shall submit the membership fee and annual dues with the application, unless the Board has approved a payment plan under Section 5. The membership fee amount shall be set by the Board. Dues may be prorated or tiered as provided in Section 5.

(b) Transfers. A corporate membership may be transferred by private sale only if the membership is in good standing. The Board may establish a reasonable transfer administrative fee. All outstanding dues, late fees, fines, and other charges must be paid in full before a transfer may be processed.

#### Section 5 - Annual Dues

(a) Annual Dues; Billing. On or about March 1 of each year, the Board of Directors shall set the annual dues for the ensuing fiscal year. Dues are payable upon issuance of a billing notice (or, if no billing notice is issued, upon the date dues are set). The Board may, but is not required to, deliver a billing notice by mail or email.

(b) Due Dates; Late Fees; Delinquency. Annual dues are due on or before May 1. Dues paid after May 1 but before June 1 may be accepted with a late fee set by the Board and stated in the billing notice. Any membership with dues unpaid after June 1 shall be placed in delinquent status, unless the member is current on a Board-approved payment plan under subsection (c).

(c) Payment Plans (Board Discretion). The Board may, in its discretion, establish and approve payment plans for members and applicants, including installment schedules and related terms (such as required down payments, automatic payment requirements, administrative fees, and consequences of missed payments). A member or applicant approved for a payment plan shall not be considered delinquent so long as payments are made in accordance with the approved plan.

(d) New Members; Proration and Tiered Pricing. Applicants joining after annual dues are set must tender annual dues as part of the application, unless approved for a Board-authorized payment plan under subsection (c). For members who join after the opening day of the pool for that year, dues may be prorated as determined by the Board. The Board may establish a proration schedule based on weeks remaining in the season, including tiered weekly pricing or

similar structures, and may set minimum dues amounts or administrative fees for mid-season memberships.

(e) Member Responsibility. It is each member's responsibility to pay timely dues and to maintain current contact information with the Corporation. Any exception to the standard due dates or fee application must be approved by the Board (or its designee) in writing.

(f) Returned Payments. A returned payment fee shall be set by the Board and may be stated in the billing notice. Any returned payment must be promptly cured, together with applicable fees, to avoid delinquency.

### Section 6 - Delinquent Members

A delinquent member is not entitled to use member facilities or exercise other membership privileges while delinquent, as determined under Section 5, and may not transfer the membership until all amounts owed are paid in full or otherwise resolved under a Board-approved payment plan.

A delinquent member may be restored to good standing only by paying: (a) all outstanding dues; (b) any late fees, fines, and returned-payment fees; and (c) any reasonable costs incurred by the Corporation in connection with collection efforts, including reasonable attorneys' fees, if applicable.

Collection and Cancellation. If amounts remain unpaid for ninety (90) days after the billing notice date (or after a payment plan default), the Board may pursue collection measures permitted by law, including referral to counsel or a collection agent. If a member remains delinquent after notice and reasonable opportunity to cure, the Board may, in its discretion and consistent with applicable law, cancel the membership for the subsequent year.

### Section 7 - Inactive Members

A member may apply in writing to the Board of Directors for inactive status. Inactive status is intended for members who temporarily cannot use the facilities for extended periods (for example, relocation or extended assignments) and is not intended as a tool to delay payment solely to facilitate a sale.

Application; Criteria. The Board may approve or deny inactive status in its discretion using reasonable criteria, including: (a) the reasons stated in the written request; (b) whether the request is submitted annually (inactive status must be requested each year); (c) timeliness (requests submitted after May 1 may be denied); (d) financial impact on the Corporation; and (e) prior inactive usage, including a limit of three (3) consecutive years of inactive status unless the Board approves an exception for good cause.

Capacity Limits. If the number of inactive requests would exceed the number assumed in the adopted budget or would otherwise materially burden operations, the Board may deny requests using the criteria above, considering need and fairness among requesting members.

Inactive Dues; Rights. Members in inactive status shall pay inactive dues in an amount set by the Board not to exceed fifty percent (50%) of active annual dues. Inactive members do not have facility use privileges during inactive status but otherwise retain membership rights, including voting rights, subject to these bylaws. The Board may revoke inactive status if it becomes a financial burden; upon revocation, the member shall have thirty (30) days to pay the difference between inactive and active dues, or the membership will be treated as delinquent.

### Section 8 - Liability Of Members

Corporate members are responsible for property damage to Corporation property caused by the member, household members, guests, invitees, tenants, or other persons the member authorizes to use the facilities. The Board may determine responsibility in good faith based on the information available. Amounts owed for such damage shall be payable upon notice and may be treated as a charge subject to the delinquency provisions of these bylaws if not timely paid.

The Corporation assumes no responsibility for loss, theft, or damage to personal property brought onto or left on Corporation premises, except to the extent required by applicable law.

### Section 9 - Use Of Membership By Lessee Of Corporate Member's House

Upon rental or lease of a corporate member's house such member may authorize, in writing to the Board of Directors, his lessee and family unit the use of the facilities of the Corporation. In such event, the corporate member and his family unit shall be ineligible to use the corporate facilities during such lease period, but shall otherwise retain all rights of corporate members. The corporate member will at all times be solely responsible for annual dues payments and all other payments which are rendered to other corporate members.

### Section 10 – Sale or Surrender Of Corporate Membership

In the event that a corporate member wishes to sell or surrender his membership, the following procedures will apply:

Sale: A member in good standing (annual dues paid for the current year) may sell their membership on the open market at any time. A sale may include a direct transfer of membership included with the sale of a member's residence. Members desiring to sell must contact the Membership Manager in writing to obtain necessary membership transfer forms. A membership sale is only valid when the selling member is in good standing and the proper forms have been completed and approved by the Membership Manager.

Mid-Year Sale: In the event that a membership has been purchased after May 1, the new member will receive full credit for any annual dues payments made previously by the selling member.

Surrender: A member may surrender their membership with no further financial obligation to the Corporation after meeting the following requirements:

Membership must be in good standing, with current year annual dues and any applicable late fees, paid in full.

Member must contact the Membership Manager in writing to membership.hcsrc@gmail.com indicating their desire to surrender membership, between August 30 and November 30 of the final year of their membership. It is the member's responsibility to ensure the Membership Manager receives notice of surrender.

Member must surrender the Club's property (if previously issued) together with a written notice.

If a key was issued, but the member lost the key, a fee determined by the Board is due with the written notice of surrender.

Member desiring to surrender will not receive any payment for their membership.

Member will receive written response from the Membership Manager confirming the surrender.

Surrendered memberships become the property of the Corporation and may be sold by the Board of Directors.

### Section 11 - Suspension Of Members

Any corporate member may, for cause and after having been given an opportunity for a hearing, upon not less than ten (10) days written notice (which notice shall specify the charges against him), be suspended for a period of not exceeding one (1) month by a two-thirds (2/3rds) vote of the members of the Board of Directors present at any meeting thereof, and may be suspended for a period not exceeding three (3) months by a two-thirds (2/3rds) vote of the entire membership of the board. Cause for suspension shall, in general, consist of violation of the rules and regulations of the Corporation or of conduct detrimental to the interest of the Corporation.

Any member who is suspended may be reinstated upon appeal and approval of reinstatement by a majority of the membership present at a regular or special meeting. Said suspended member must appeal in writing to the board within seven (7) days after notice of suspension and request a special meeting to be called. The Board of Directors shall then call a special meeting of the membership within fourteen (14) days of the request.

The Board of Directors may delegate to a responsible employee or agent of the Corporation, the power to suspend pool privileges, tennis privileges, and clubhouse privileges for the violation of corporate rules and regulations without hearing, provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons thereof, shall be submitted to the President, Vice President, or Chair an respective committee within twenty-four (24) hours. A copy of such report shall be furnished to the offender or, if the offender is a family member or guest of a member, a copy of the report shall be furnished to the member.

### Section 13 - Annual And Special Meetings

Annual and special meetings shall be conducted in accordance with Robert's Rules of Order, except as otherwise specified in these bylaws.

Annual Meeting (March). The annual meeting of the Corporation shall be held each March, no later than March 31, within thirty (30) days of the beginning of the fiscal year (March 1). If the Board determines in good faith that holding the annual meeting within that period is impracticable or unsafe due to events beyond the Corporation's reasonable control (including acts of God, severe weather, public health emergencies, governmental orders, facility closure, or other similar conditions), the Board may postpone the annual meeting to the earliest practicable date and shall provide updated notice to the membership. The primary purposes of the annual meeting are: (a) election of Directors; (b) presentation and adoption of the annual operating budget for the forthcoming operating year; and (c) such other business as may properly come before the membership.

Notice. Notice of the annual meeting (including the date, time, place, and any remote access instructions) shall be delivered by mail or email to each member not less than fourteen (14) days prior to the meeting. The Board shall also deliver the annual operating report materials as required by Article VII, Section 3.

Remote Participation. If the meeting notice provides remote access instructions, members participating through such remote access shall be deemed present in person for all purposes under this Section 13, including quorum and voting.

Presiding Officer ("Chair"). The President shall preside at all meetings of the members and shall serve as the Chair. If the President is absent, unwilling, or unable to serve, the Chair shall be, in order: (a) the Vice President; (b) the Secretary; (c) the Treasurer; or (d) another Director designated by a majority vote of the Directors present at the meeting. If none of the foregoing officers or Directors is present, the members present in person shall elect a Chair by majority vote. The Chair's authority is procedural only (including calling the meeting to order, maintaining order, recognizing speakers, and declaring recess or adjournment consistent with these bylaws) and does not include unilateral authority to decide outcomes or override votes. If the Chair determines that a conflict of interest exists on a matter materially affecting the Chair personally, the Chair shall step aside for that matter and the members present in person shall elect an acting Chair for that limited purpose by majority vote.

Quorum. A quorum for any meeting of the members shall be ten percent (10%) of the members represented in person or by proxy. Once a quorum is established at the call to order, the meeting may proceed unless adjourned in accordance with these bylaws.

Proxies (Quorum Only; No Voting by Proxy). Proxies may be submitted only to establish quorum. A proxy shall be in writing, signed (including electronically) by the member, and filed with the Secretary prior to the call to order. Proxies shall not be used to cast votes on any matter, including election of Directors or adoption of the annual budget. All votes of the membership

shall be taken and decided solely by the majority of members present in person at a meeting where quorum has been established, unless a greater number is specified by these bylaws.

Lack of Quorum; Adjournment. Less than a quorum may adjourn a meeting to a later date, time, or place (including a remote meeting). If the annual meeting is convened without a quorum, the Chair may either (i) adjourn to a later date, time, or place to attempt to achieve quorum, or (ii) adjourn the annual meeting sine die (without setting a reconvened date). No business requiring a vote of the membership, including election of Directors or adoption of the annual budget, may be finally acted upon unless a quorum is present. If the annual meeting is adjourned sine die, incumbent Directors shall continue to serve until successors are duly elected and qualified, the Board may fill vacancies or unfilled seats as provided in Article III, and the Corporation shall continue operating under the most recently adopted budget as provided in Article VI, Section 8.

Special Meetings (Member Petition). Special meetings of the members may be called upon the written request of twenty percent (20%) of the membership. A petition for a special meeting shall be submitted to the Board in writing, signed by the required percentage of the membership, and shall state the purpose of the meeting. Upon receipt of a valid petition, the Board shall call a special meeting for that purpose within thirty (30) days. The Board shall mail or email both a copy of the petition and notice of the special meeting to each member at least ten (10) days prior to the special meeting.

Special Meetings (Board Call). The Board of Directors may call a special meeting of the membership. The membership shall be informed of the date, time, place (if any), and purpose of the meeting by mail or email at least ten (10) days prior to the meeting.

## Article III

### Board of Directors

#### Section 1 - Number and Tenure

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be seven (7), all of whom must be corporate members of the Corporation.

Directors shall be elected by the membership at the annual meeting. Directors shall serve two-year terms, with terms staggered so that approximately one-half of the director seats are up for election each year.

At the first annual meeting after adoption of these revised bylaws, the membership shall elect directors for initial staggered terms as follows: (a) four (4) directors for two-year terms; and (b) three (3) directors for one-year terms, to establish the stagger.

A director's term begins upon election and continues until a successor is elected and qualified. If an annual meeting is convened without a quorum, incumbent directors whose terms would otherwise expire shall continue to serve (hold over) until their successors are duly elected and qualified; no vacancy is created solely by the failure to achieve quorum.

#### Section 2 - Nomination And Election Of Directors

Nominations. Candidates for Director shall be nominated (a) by written nomination delivered to the Secretary at least thirty (30) days prior to the annual meeting, or (b) from the floor at the annual meeting.

Election. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. Each corporate member may cast one vote for each director seat to be filled, without cumulative voting.

Vacancies; Unfilled Seats. Any vacancy on the Board of Directors (including resignation, removal, death, disqualification, or other inability to serve) and any unfilled or newly created director seat may be filled by a majority vote of the remaining directors, even if less than a quorum. A director so appointed shall serve until the next annual meeting (or a duly called special meeting of the members) at which members can elect a director to complete the remainder (if any) of the unexpired term. No vacancy is created solely because an annual meeting fails to reach quorum; incumbent directors continue to serve under Section 1 until successors are elected and qualified.

#### Section 3 - Duties And Powers Of Directors

The directors shall have the power to conduct, control, and manage the affairs and business of the Corporation; to make rules and regulations not inconsistent with the by-laws of this Corporation and to enforce such rules and regulations; to collect annual dues and assessments for the operation and maintenance of the Corporation's facilities.

The Board of Directors may do any and all things necessary or incidental to carrying out the purposes of the Corporation.

The Board's responsibilities for the overall Operations of the swimming pool, clubhouse, tennis courts, and related facilities, include, but are not limited to the following:

The operating rules and regulations and changes thereto

Selection of pool management

An adequate gate control system

Physical security of the pool, bathhouse, tennis courts and related facilities

Provision of adequate liability and other insurance coverage

Control over furniture, equipment, etc., including replacements and additions

Any other matters related to operational aspects of the pool, club house, tennis courts, and related facilities

The Board's responsibilities for Maintenance of the swimming pool, clubhouse, tennis courts, and related facilities, include, but are not limited to the following:

Plan for, and supervise, the construction, technical operation, and repair of all facilities of the Corporation.

Landscaping and ground maintenance.

#### Section 4 - Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the election meeting of the membership. The Board of Directors may provide by resolution as to the time and place for the holding of additional regular monthly meetings without other notice than such resolution.

#### Section 5 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or any two board directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Notice of any special meeting shall be given at least ten (10) days, but not more than fifty (50) days previously thereto, by written notice containing an agenda delivered personally, electronically via email, or mailed to each director at his/her home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid.

### Section 6 - Quorum

A quorum for any meeting of the Board of Directors shall consist of a simple majority of Directors then in office. Directors may participate in a meeting through any means of communication by which all directors participating may simultaneously hear each other during the meeting, and such participation constitutes presence in person.

### Section 7 - Manner Of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

Directors shall not vote by proxy. Action required or permitted to be taken by the Board of Directors may be taken without a meeting only by written consent as permitted by applicable Virginia law.

### Section 8 - Removal From Office

Removal From Office. A director may be removed from office, with or without cause, at a duly called meeting of the members at which a quorum has been established, by the affirmative vote of two-thirds (2/3) of the members present in person. For purposes of this Section, "present in person" includes participation via any remote access method described in the meeting notice. Proxies may be submitted only to establish quorum and shall not be used to cast votes. The notice of any meeting at which removal is to be considered shall state that removal of a director is a purpose of the meeting.

### Section 9 - Payment Of Dues

For each month of service on the club's board (less any absences in excess of two meetings), the directors', clubhouse manager's and membership manager's annual dues the following year each shall be reduced by one-twelfth (1/12).

## Article IV Officers

### Section 1 - Election

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom must be Directors.

Officers shall be elected annually by a vote of the Board of Directors at its first meeting following the annual meeting (or as soon thereafter as practicable). Members elect directors; the Board elects officers from among the directors. Officers are not elected by the membership unless these bylaws expressly provide otherwise. Officers serve one-year terms and may be re-elected.

The Board of Directors may create and fill such other officer or manager positions as it deems necessary, and may prescribe their duties, terms, and removal.

### Section 2 - Positions

**President:** The president shall preside at all meetings of the membership, at all meetings of the Board of Directors, and shall be a member of the Board of Directors. He shall perform such other duties as customarily pertain to the office of the president, or as he may be directed to perform by resolution of the Board of Directors.

**Vice President:** The vice president shall be a member of the Board of Directors and shall have, and exercise, all the powers, authority, and duties of the president during the absence of the latter, or in the event of his inability to act, and such other duties as he may be duly directed to perform by the president or by the Board of Directors. The vice president shall supervise the filing of all reports required by law, including the annual report of the Corporation to be filed with the state Corporation commission, and the annual returns required to be filed with federal and state authorities.

**Treasurer:** The treasurer shall be a member of the Board of Directors and shall have custody of all funds, securities, and other tangible or intangible assets of the Corporation. He shall prepare the budget for presentation at the annual meeting of the Corporation. He shall promptly discharge such obligations of the Corporation as may have been duly approved by the Board of Directors. He shall provide and maintain full and complete records of all the assets and liabilities of the Corporation. He shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month. Prior to the annual membership meeting, he shall cause to be made by an independent auditor, who is not a member of the Board of Directors, a report for the preceding year. He will prepare such tax reports and information as local, state, and federal law require.

**Secretary:** The secretary shall be a member of the Board of Directors and shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors. He/she shall give proper notice of all meetings. He/she shall be responsible for safekeeping the permanent records and the seal of the Corporation. He/she shall serve as parliamentarian at the meeting of

the membership and directors. The position of secretary may be held by the director elected treasurer.

## Article V

### Additional Board of Directors Governance

#### Section 1 - Membership Manager

A membership manager may be a Director. The manager's activities will include, but are not necessarily limited to:

Acting on all applications for membership.

Acting on all changes in the membership as provided by the by-laws.

Providing the secretary with up-to-date information concerning all additions or deletions of members, changes or additions to the wait list.

Maintaining a complete record of membership data, including: name, address, membership number, complete names of all relatives living with that member, any nanny or other special passes issued to said member, ages of all children, children who have passed the swim test, and all current data concerning the members payments of fees, dues, guest fees, assessments, or other approved amounts due from members.

Preparing and sending invoices to all members, collect and duly record all receipts. All funds will then be turned over to the treasurer and complete records of such transactions will be kept in such a manner that the annual audit can properly establish the precise status of the Corporation. All delinquent accounts will be reported to the Board of Directors at each regular meeting.

Reporting all serious or repeated infractions of the rules pertaining to membership to the Board of Directors for appropriate action.

#### Section 2 - Clubhouse Manager

A clubhouse manager may be a Director. The manager's activities will include, but are not necessarily limited to:

Oversight for rental of the Clubhouse to members of the Corporation and Residents of Hunters Creek Subdivision

All scheduling of rental and non-rental activities of the Clubhouse.

#### Section 3 - Appointments

Committees and advisors may be created by the Board of Directors as it deems necessary or expedient. The Board shall appoint committee chairs and members, and may include directors and/or members as permitted by law and as specified by board resolution.

The President may recommend the creation of committees and the appointment of chairs and members, but no committee shall be created and no chair or member appointed except by action of the Board of Directors.

#### Section 4 - Sub-Committees

The chairman of each special committee may appoint advisory sub-committees from among the members of the Corporation.

#### Section 5 – Recalls

**All appointed Managers and committee members serve at the pleasure of the Board of Directors.**

## Article VI Property and Finances

### Section 1 - Obligations

The Corporation is not authorized to contract for any obligation in excess of its unobligated assets except as authorized under Section 15 (HOA/Owner Facilities Funding and Property Rights Agreements) or as otherwise permitted by law.

Any single obligation or expenditure of corporate assets greater than \$50,000 and not addressed in the adopted annual budget requires the prior approval of a majority of the Board of Directors. Member approval is required only if required by applicable law, the Articles of Incorporation, or these bylaws.

For obligations authorized under Section 15, the approval standards and voting thresholds in Section 15(e) apply.

Change Note (Option A): Before: Required both board approval and a membership vote for obligations over \$50,000 not in the budget, and broadly prohibited contracts beyond available assets. Now: Allows the Board to approve significant obligations without a mandatory membership vote (unless legally/charter/bylaw required) and creates a structured exception path for major facilities funding and property-rights agreements under Section 15.

### Section 2 - Tangible Property

Tangible property of the Corporation may be transferred only after a two-thirds (2/3rds) vote of the directors shall have approved such transfer. Any transfer of tangible personal property of the Corporation valued in excess of \$2,500 must be approved by a majority vote of the members present in person at a duly called meeting at which a quorum has been established. For purposes of this Section, "present in person" includes participation via any remote access method described in the meeting notice. Proxies may be submitted only to establish quorum and shall not be used to cast votes.

### Section 3 - Real Property

(a) Disposition. Any sale, conveyance, or other disposition of Corporation-owned real property shall require approval by a majority of the members present in person at a duly called meeting of the membership at which a quorum has been established. For purposes of this Section, "present in person" includes participation via any remote access method described in the meeting notice. Proxies may be submitted only to establish quorum and shall not be used to cast votes.

(b) Acquisition and Use Rights. The Board may approve the acquisition of real property interests (including purchase, leasehold interests, easements, licenses, or other recorded use rights) and may approve agreements granting or receiving property rights with the Owner, pursuant to Section 15(e).

(c) Encumbrance. The Board may approve mortgages, pledges, or other encumbrances of Corporation-owned real property pursuant to Tier 3 under Section 15(e).

#### Section 4 - Deposit Of Funds

All funds of the Corporation shall be deposited in such qualified federally insured depository or depositories as the Board of Directors may from time to time by written resolution designate, and shall be so deposited in a timely manner.

#### Section 5 - Disbursement Of Funds

All disbursements of funds of the Corporation must be reported to the board at the monthly meetings.

#### Section 6 - Investment Of Funds

The funds of the Corporation, except as otherwise provided by these by-laws, may be invested only in obligations of the United States government or federally insured savings. They may not be loaned to or invested with any officer, director, or member of the Corporation.

#### Section 7 - Audit Of Accounts

The accounts of the Corporation may be audited annually by an independent auditor, who is not a member of the Board of Directors. Reports of this audit may be presented at the annual meeting.

#### Section 8 - Annual Budget

The Board of Directors shall prepare an annual operating budget setting forth anticipated revenues and proposed expenditures for the fiscal year beginning March 1. The proposed budget shall be prepared not later than the last day of February of each year.

Budget Categories. The annual budget shall be organized into, at a minimum, the following categories:

- (a) Operating Expenses;
- (b) Maintenance and Capital Renewal;
- (c) Emergency Equipment Fund (EEF); and
- (d) Discretionary Fund (if any), in an amount and for purposes established by the Board.

Emergency Equipment Fund (EEF). The budget shall include an apportionment to the EEF, segregated from other budget items. The purpose of the EEF is to develop a reserve that may be used to replace or repair major equipment or major facility components that become inoperable or materially impaired due to malfunction, failure, casualty, or the ravages of time.

The EEF apportionment shall be not less than one thousand five hundred dollars (\$1,500.00) annually, and may be adjusted by the Board as experience and conditions dictate. Unobligated EEF funds at the conclusion of each season shall be deposited in an interest-bearing account (or accounts) designated by the Board, with interest accruing to the EEF.

If unobligated EEF funds exceed twenty-five thousand dollars (\$25,000.00) at the conclusion of a season, amounts above that threshold may, at the Board's discretion, be reallocated to other budget purposes at the conclusion of that season, consistent with the adopted budget and the Corporation's needs.

EEF Eligible Uses; Exclusions. The EEF is intended for replacement or repair of major systems and components, including but not limited to: (i) pool circulation, filtration, and chemical treatment equipment; (ii) associated piping, valves, and control systems necessary for pool operation; (iii) the underwater structural shell of the pool (excluding normal accessories such as lane lines, ladders, and deck equipment); and (iv) other major equipment or components necessary for safe operation of core facilities, as designated by the Board. The EEF is not intended for routine maintenance, including ordinary building repairs, ordinary tennis court maintenance, or ordinary clubhouse upkeep.

Delivery and Adoption. The proposed annual budget approved by the Board shall be delivered to the membership by mail or email at least ten (10) days and no more than fifty (50) days prior to the annual meeting, and shall be presented for adoption at the annual meeting.

No Adopted Budget. If the annual budget is not adopted due to lack of quorum or a failed vote, the Corporation shall continue operating under the most recently adopted budget. The Board may authorize interim expenditures consistent with ordinary operations until a budget is duly adopted by the membership.

#### Section 9 - Special Assessments

Special assessments, if any, must be approved by the membership at any legal meeting of the membership and shall be payable at such time as specified by the Board of Directors. Members who fail to pay special assessments as of the time specified by the Board of Directors may be considered delinquent.

#### Section 10 - Indebtedness Of Members

Upon cessation of membership for any cause, all indebtedness shall be charged against the membership. Failure to pay indebtedness to the Corporation may be grounds for disapproval of transfer of corporate membership as stated in Article II, Section 10.

#### Section 11 - Indemnification

To the fullest extent permitted by applicable Virginia law, the Corporation shall indemnify any person who is or was a director or officer of the Corporation against expenses and liabilities actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding by reason of that person's service to the Corporation, except to the extent such person is finally adjudicated to have engaged in willful misconduct or gross negligence, or as otherwise limited by law.

The right of indemnification provided by this Section shall inure to the benefit of the director or officer and shall continue as to a person who has ceased to be a director or officer, and shall extend to that person's heirs, executors, and legal representatives, to the extent permitted by law.

### Section 12 - Insurance

The Board of Directors shall obtain and maintain insurance coverage of such types and in such amounts as the Board deems appropriate to protect the Corporation, its property, and its directors and officers, including coverage for liability and property loss, consistent with the Corporation's operations and risk profile.

### Section 13 - Interpretation

These bylaws shall be interpreted to give effect to the Corporation's purposes and to comply with the Articles of Incorporation and applicable law. The Board of Directors may adopt good-faith interpretations to administer the Corporation consistently; however, no interpretation may conflict with applicable law, the Articles of Incorporation, or an express provision of these bylaws. Any standing interpretation adopted by the Board shall be documented in the minutes or a written resolution and made available to the membership upon request

### Section 14 - Borrowing Of Funds

The Corporation may borrow money, incur indebtedness, and issue notes or other obligations as approved by the Board pursuant to Section 15(e).

Borrowing for emergency repairs where immediate action is required to prevent closure or unsafe operation may be approved consistent with Tier 1, provided the Board documents the emergency basis for the action.

Any borrowing secured by Corporation-owned real property is subject to Tier 3 approval under Section 15(e).

Member approval is required only if required by applicable law or the Articles of Incorporation.

### Section 15 – HOA/Owner Facilities Funding and Property Rights Agreements

(a) Purpose. The Corporation may enter into written agreements with the Hunters Creek Home Owners Association (the "Owner") to ensure continued safe and effective operation of the Corporation's recreational facilities, provided such agreements are in the best interests of the Corporation and supported by documented consideration to the Corporation.

(b) Authorized Funding Vehicles (Board Discretion). Subject to the approval standards in subsection (e), the Board may approve and execute, at its discretion, one or more of the following arrangements with the Owner:

(i) Facilities Funding Agreement. An advance, reimbursement, cost-sharing, loan, or similar financing structure for improvements or capital projects (including projects that may be the Owner's responsibility), provided the Corporation receives enforceable consideration under subsection (c).

(ii) Rent Credit / Offset. A credit or offset against rent, fees, charges, or other payments otherwise due, tied to the Corporation's funding of work.

(iii) Property Rights / Operational Control. A lease, sublease, license, easement, use agreement, or operational control agreement granting the Corporation additional rights, access, exclusivity, or defined operational control (including of adjacent storage or support areas) in exchange for funding.

(iv) Acquisition / Ownership. An agreement for the Corporation to acquire (by purchase or otherwise) real property interests, including fee simple ownership, long-term leasehold interests, easements, or other recorded rights, where such interest is determined to be beneficial to the Corporation's long-term operations.

(c) Required Consideration to the Corporation. No agreement under this Section 15 shall be approved unless the Board determines and documents that the Corporation will receive one or more forms of enforceable consideration, as applicable, including: (i) repayment with stated terms, (ii) rent credits or offsets, (iii) extended term or enhanced rights of use, (iv) exclusive or defined operational control of a defined area with defined benefits, (v) recorded easement/license or other property right, and/or (vi) other substantial benefits to the Corporation.

(d) Prohibition on Uncompensated Owner Subsidy. The Corporation shall not fund Owner capital improvements as a gift or subsidy. Any funding must be tied to enforceable consideration under subsection (c) and consistent with the fiduciary duties described in Article VII.

(e) Approval Standards (Supermajority Tiers; No Ratio Caps). Tier thresholds are stated in dollar terms and are not intended to create ratio-based caps. The Board may consider lender covenants, reserves, projected dues adjustments, and similar financial metrics as part of prudent decision-making, but such metrics do not limit the Board's authority under these bylaws.

Tier 1 – Routine/Moderate Agreements. Obligations up to \$250,000 require approval by a majority of directors then in office.

Tier 2 – Major Agreements. Obligations over \$250,000 up to \$1,000,000, or any agreement term longer than five (5) years, require approval by two-thirds (2/3) of directors then in office.

Tier 3 – Extraordinary / Rebuild Financing. Any agreement that (i) exceeds \$1,000,000, (ii) pledges, mortgages, or otherwise encumbers Corporation-owned real property, or (iii) involves acquisition or disposition of real property interests with a term exceeding twenty (20) years

requires approval by three-quarters (3/4) of directors then in office, rounded up to the next whole number of directors.

(f) Security / Collateral. Where appropriate, the Board may approve repayment and security mechanisms including liens on purchased equipment, escrow arrangements, rent offsets, and, where the Corporation owns real property, mortgages or other encumbrances, subject to Tier 3 approval.

(g) Member Vote. Member approval shall be obtained only if required by applicable law or the Articles of Incorporation, or if the Board elects to submit the matter to the membership as a matter of policy.

(h) Legal Review. Any Tier 2 or Tier 3 agreement, and any agreement creating or conveying real property rights (easements, licenses, leases, ownership, or collateral encumbrances), shall be reviewed by counsel before execution.

#### Section 16 - Compensation

No director or officer of the Corporation shall receive compensation for services rendered to the Corporation. Directors and officers may be reimbursed for reasonable and documented expenses actually incurred in performing their duties.

## Article VII General Provisions

### Section 1 – Duty Statement

Directors and officers shall exercise their authority and discharge their duties in compliance with applicable law, the Articles of Incorporation, and these bylaws, and consistent with the fiduciary standards set forth in Section 8 of this Article.

### Section 2 - Keeping Of Records

Copies of the organization papers of the Corporation, including the articles of incorporation, by-laws, and amendments thereto, any corporate book of resolutions, minutes of meeting, and the membership records shall be maintained in a safe manner by the responsible officer of the board and should be stored in a safety deposit box rented by the Corporation for that purpose when not in use. Results of elections and proceedings of all meetings of the directors and members shall be recorded in the minute books.

### Section 3 - Annual Operating Report

At least ten (10) days and no more than fifty (50) days prior to the annual meeting of the membership, the board shall deliver, mail or email an annual operating report, statements of audit of assets and liabilities, notice of elections of the Board of Directors, the proposed annual budget, the agenda of the annual membership meeting, and such other matters as are appropriate for consideration by the membership.

### Section 4 - Cancellation Of Members' Privileges To Recreation Facilities

Two-thirds (2/3rds) of the Board of Directors may, for good cause, recommend to the membership that the privileges of any member to use the Corporation's recreational facilities be cancelled. Such member shall be notified in writing or by email by the membership manager regarding the grounds upon which such action is based and the member afforded an opportunity of a hearing before a special meeting of the membership. After such hearing, the membership shall be cancelled if such action is approved by a majority of the corporate members present. For the purpose of fee and equity refund, such a cancellation will be treated as involuntary surrender of that membership and subject to the provisions of Article II, Section 10.

### Section 5 - Eligibility

No member will be allowed to use the Corporation's recreational facilities until the dues and fees are paid in full.

### Section 6 - Guests

Bona fide guests visiting members may be afforded guest privileges in accordance with the Corporation's operating rules and regulations.

### Section 7 - Amendments

Amendments to these bylaws may be adopted by a two-thirds (2/3) vote of the corporate members present in person at a duly held meeting of the membership called for that purpose, at

which a quorum has been established. For purposes of this Section, “present in person” includes participation via any remote access method described in the meeting notice. Proxies may be submitted only to establish quorum and shall not be used to cast votes. The Secretary shall notify all members in writing of such amendments within fourteen (14) days after adoption.

#### Section 8 – Fiduciary Duties; Conflicts; Records

(a) Standard of Conduct. Each director and officer shall discharge their duties in accordance with their good faith business judgment of the best interests of the Corporation and its members as a whole, consistent with applicable Virginia law.

(b) Duty of Loyalty / Conflicts of Interest. Directors and officers shall act in the best interests of the Corporation and shall avoid using their position for personal gain. Any transaction or decision involving an actual or potential conflict of interest shall be handled with disclosure and, where appropriate, recusal, and shall be approved by disinterested directors or members as required by law and these bylaws.

(c) Duty of Care / Reasonable Inquiry. Directors and officers shall make decisions with reasonable care, including reasonable inquiry where circumstances warrant. The Board may rely on information, reports, or opinions from officers, committees, professionals, or other advisors when such reliance is reasonable under the circumstances.

(d) Duty of Obedience to Purpose. All actions shall be consistent with the Corporation’s purposes and this Corporation’s role as a tenant/operator of recreational facilities, and shall not knowingly divert Corporate resources to purposes that do not provide a demonstrable benefit to the Corporation.

(e) Documentation of Major Decisions. The Board shall document in minutes or written resolutions the material facts and rationale for major decisions, including (i) any secured borrowing, (ii) any agreement with the Owner involving capital improvements, and (iii) any agreement granting or receiving property rights (easements, licenses, operational control, or similar).

## Addendum A – Transitional Governance Provision (Board Size)

This Addendum is adopted pursuant to Article VII, Section 7 of the Bylaws and shall govern the transition of the Board of Directors to the size approved by the membership.

Effective with the commencement of the 2027 pool season, the authorized number of Directors of the Corporation shall be a maximum seven (7) and shall remain an odd number.

If, as of the commencement of the 2027 pool season, the Board consists of more than seven (7) Directors, the Board may continue to operate with the existing number of Directors on a transitional basis. Upon the first occurrence after the commencement of the 2027 pool season of a Director's resignation, removal, disqualification, death, or expiration of term without reelection, the resulting vacancy shall not be filled if filling such vacancy would cause the number of Directors to exceed seven (7).

Upon reduction of the Board to seven (7) Directors, this Addendum shall have no further force or effect and may be repealed by the Board or the membership as a ministerial action.