

As modified and approved at the RMRA General Membership meeting,
March 15, 2017.

**BYLAWS OF
RUNNING MAN RECREATION ASSOCIATION, INC.**

A Virginia non-stock corporation

P.O. Box 2292, Poquoson, VA 23662-0292

SECTION 1. OFFICES

The principal office shall be located at 800 Running Man Trail in York County, Virginia 23693. The Corporation may have such other offices and places of business as the directors may determine from time to time.

SECTION 2. MEMBERSHIP

There shall be one class of members, all of which are voting members. Prospective members must meet the following requirements before they may be offered membership:

- A. Must live in a Running Man subdivision;
- B. Members must pay a one-time initiation fee of \$500. Members who have paid a different amount in the past will not be subject to an additional assessment or refund.
- C. Must pay annual membership dues as determined by the membership (as provided in section 29);
- D. Must agree to abide by all rules and regulations promulgated by the Board of Directors; and
- E. Must agree to periodically execute a release from liability in favor of the Corporation.

Note: Membership includes all persons residing in the home of the applicant member.

Once membership has been extended, membership shall continue until the member fails or refuses to pay their annual membership dues (see section 29), no longer owns (or rents) property in Running Man, or their membership is terminated for cause,

including but not limited to violation of one or more rules or regulations governing the operation of the facilities.

Memberships are transferable and may be conveyed with real estate located in Running Man, transferred (not sold) to another resident of Running Man, or returned to the Corporation. The Corporation shall assess a transfer fee, the amount to be determined by the Board of Directors, on all memberships conveyed with real estate or transferred to another Running Man resident, and payable by the new member as an additional initial requirement for membership. Resigning members must notify the Board at least ninety (90) days in advance. The Corporation shall evaluate the financial condition of the Corporation to determine whether or not it is able to refund all or any portion of the member's initiation fee. However, no part of these Bylaws shall be construed to require the Corporation to refund any portion of the initiation fee. Under no circumstances shall the Board refund more money than was received from the member's initiation fee (not to exceed \$500).

SECTION 3. ANNUAL MEETING OF THE MEMBERS

The annual meeting of the Corporation shall be held each year in March or at such other time and place as the officers and directors shall designate by proper notice to the members.

SECTION 4. SPECIAL MEETINGS OF THE MEMBERS

Special meetings of the members for any purpose or purposes may be called by the President, and must be called by him or her on receipt of a written request from twenty-five (25) members in good standing.

SECTION 5. NOTICE OF ANNUAL OR SPECIAL MEETINGS OF THE MEMBERS

Notice of the annual meeting or of a special meeting, stating the time, place and purpose or purposes thereof shall be given to each member not less than ten (10) nor more than forty (40) days prior to the meeting. Meeting notification shall include announcement of proposed Bylaw amendments, annual budget or dues adjustments, or special assessments. Proxy forms shall be distributed with announcement material.

SECTION 6. QUORUM - MEMBERS

At any meeting of the members, a quorum shall be established by all of the members in attendance at any given meeting. A quorum shall be defined as the members in attendance and signed proxies.

SECTION 7. VOTING BY MEMBERS

At each meeting of the members every membership in good standing may vote in person or by proxy and each membership shall have one vote.

SECTION 8. NUMBER OF DIRECTORS, TENURE, VACANCIES

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors comprised of not more than nine (9) directors, who shall be elected at the annual meeting.

The Running Man Community Association shall have the right to appoint a non-voting member to the Board of Directors. This director shall serve in a liaison role to the RMRA Board. Likewise, the RMRA Board shall appoint a Director to serve as liaison to the RMCA Board. He or she will attend the regularly scheduled meetings of the RMCA Board and report on affairs of mutual interest.

Each director shall hold office until the election of his or her successor. Any director may resign at any time. Vacancies occurring among the directors may be filled by the directors through appointment. No more than one Director can be from any one household.

SECTION 9. REGULAR MEETING OF THE BOARD

Immediately after each annual election of the directors, the newly elected directors may meet forthwith at the principal office of the Corporation for the purpose of organization and the transaction of other business; if a quorum of the directors be then present no prior notice of such meeting shall be required. Other regular meetings of the board may be held at such times and places as the directors may determine.

Regular meetings of the directors shall be held each year in January, February, April, May, June, July, August, September, and October. At these meetings the directors may conduct any business that properly comes before the board.

SECTION 10. SPECIAL MEETINGS OF THE BOARD

Special meetings of the directors may be called by the President and must be called at the request of two (2) members of the Board. Notice of a special meeting shall be given to each director at least five (5) days prior to the date of the meeting, but such notice may be waived in writing at any time.

SECTION 11. QUORUM — BOARD ACTION

A quorum shall be defined as the directors in attendance and proxies. Once obtained a quorum may not be broken.

SECTION 12. TERMINATION FOR CAUSE — DIRECTOR(S)

A director may be removed by the remaining directors for good cause shown, which shall include but not be limited to failure of a director to attend three (3) or more director's meetings in any given twelve month period.

SECTION 13. OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected annually by the directors and reported to the State Corporation Commission. All vacancies occurring among any of the above officers shall be filled by the directors. Any officer may be removed at any time by the affirmative vote of a majority of the members at a special meeting of the members called for that purpose.

SECTION 14. SUBORDINATE OFFICERS

The board may appoint such other officers and agents with such powers and duties as it shall deem necessary. The Board of Directors may engage the services of such professionals as it may deem necessary.

SECTION 15. THE PRESIDENT

The President shall preside at all meetings of the members and directors when present. The President shall have general management and control of the business affairs of the Corporation. The President may not serve more than three (3) consecutive years.

SECTION 16. THE VICE PRESIDENT

The Vice President shall preside at any meeting of the members and directors at which the President is unable or unwilling to so preside.

SECTION 17. THE SECRETARY

The Secretary shall keep the minutes of all proceedings of the directors and the members; he or she shall attend to the giving and serving of all notices to the members and directors, or other notices required by law or these Bylaws; he or she shall have charge of deeds, contracts, and other such books and papers as the Board may direct, and he or she shall perform all other duties incident to the office of Secretary.

SECTION 18. THE TREASURER

The Treasurer shall maintain all financial records and accounts of the Corporation. The Treasurer shall have the authority to co-sign with the President, Vice President or other authorized board members all checks of the Corporation to ensure that all bills of the Corporation are paid in a timely manner. The Treasurer shall also keep and maintain an accurate and updated listing of all of the members of the Corporation and their official address of record. The Treasurer shall have such additional duties as may be incident to the office of Treasurer.

SECTION 19. STANDING COMMITTEES

From time to time, the Board of Directors may establish one or more standing committees. No formal election is required.

SECTION 20. SALARIES

The salaries, if any, of all officers shall be fixed by the Board of Directors and approved in the annual budget at the membership meeting.

SECTION 21. PROXIES

Directors may vote by written proxy at any meeting of the Board of Directors. A written proxy submitted by a director shall count towards the minimum number required for a quorum at any meeting. Likewise, members may exercise their right to vote by proxy at any general membership meeting.

SECTION 22. MEETINGS

The Board of Directors may conduct a meeting by use of telephone conference, e-mail or any other means by which the directors participating may communicate with each other. A director participating shall be deemed to be present in person.

SECTION 23. DEPOSITORIES

The funds of the Corporation shall be deposited in such Bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the directors.

SECTION 24. NOTICE AND WAIVER OF NOTICE

Any notice required or permitted to be given by these Bylaws may be given by mailing the item or by hand delivering the same to the member or the member's residence. Any notice required by these Bylaws to be given may be waived by the person entitled to such notice.

SECTION 25. ACTION IN LIEU OF MEETINGS

Any action required or permitted by these Bylaws to be taken at a members' meeting or a Board of Directors' meeting, may be taken without such meeting by executing a unanimous written consent.

SECTION 26. EQUAL OPPORTUNITY

The Corporation shall not discriminate against any person or entity.

SECTION 27. POWERS OF DIRECTORS TO AMEND, ETC.

The Board of Directors has no power to make, amend or repeal the Bylaws of the Corporation.

SECTION 28. POWER OF MEMBERS TO AMEND, ASSESS, ETC.

The members may make, alter, amend and repeal the Bylaws of the Corporation at any annual meeting or at a special meeting called for this purpose. Amendments directly affecting the terms or conditions of membership, annual dues, or special assessments must be approved by a majority of the members present at any meeting, provided that such majority numbers at least thirty five (35) or more members (including proxies).

SECTION 29. ANNUAL DUES AND LATE FEES

For a given calendar year, the amount and due date of annual membership dues are determined at any annual meeting of the membership or at a special meeting called for this purpose. In accordance with section 28, changing the dues amount and/or due date, from that in effect for the previous calendar year, must be approved by a majority vote of at least 35 or more members (including proxies). Otherwise, the dues amount and/or due date from the previous calendar year will remain in effect for the current calendar year.

The board of directors is authorized to assess a penalty fee for late payment of annual dues as follows:

- 1 day to 15 days overdue: penalty fee = \$50.
- 16 days to 45 days overdue: penalty fee = \$100.

If a member's dues payment is more than 45 days overdue, then the board of directors is authorized to terminate the membership with no repayment of initiation fee. The RMRA facilities may not be used by a member if their dues are overdue.