

BYLAWS OF ESYCC, INC.
Approved November 19th, 2025

ARTICLE I NAME

The name of the Corporation is ESYCC, Inc. The Corporation is a social club referred to as the Eastern Shore Yacht and Country Club.

ARTICLE II MEMBERS

Section 1.

The Corporation shall have not exceeding 500 voting members.

Section 2.

The Corporation shall have classes of members.

- A. Members with voting privileges who are residents and domiciliaries of Accomack or Northampton Counties:
 - 1. Premium, for families and individuals.
 - 2. Full, for families, individuals, and under age 40 families and individuals.
 - 3. Social, for families, individuals, and under age 40 families and individuals.
- B. Members without voting privileges who are residents and domiciliaries of Accomack or Northampton Counties.
 - 1. Associate, for families and individuals.
 - 2. Junior, for individuals under age 24.
- C. Members without voting privileges who are not residents of Accomack or Northampton Counties.
 - 1. Premium, for families and individuals.
 - 2. Full, for families, individuals, and under age 40 families and individuals.
 - 3. Social, for families, individuals, and under age 40 families and individuals.

The Board of Directors shall establish and publish dues, fees, privileges and obligations for each class of members.

Section 3.

An annual meeting of voting members of the Corporation shall be held within 90 days prior to the close of the fiscal year of the Corporation, which fiscal year shall begin on July 1 and end on June 30 each year.

Section 4.

The Board of Directors shall cause to be notified members entitled to vote of the time, date and place of the annual meeting, in writing by mail or email, not less than 15 nor more than 60 days before the meeting. Notices of special meetings of voting members shall state the purpose of the meeting.

Section 5.

The annual meeting of voting members will include the election of officers of the Corporation, and the election of as many members as there are Directors to be elected at that time to the Board of Directors.

Section 6.

At any membership meeting of the Corporation, 15% of voting members, in good standing, in person, or by proxy upon a form approved by the Board of Directors, shall constitute a quorum.

Section 7.

Each voting member, individually or representing collectively a member's immediate family membership, in good standing, shall have one vote at any meeting.

ARTICLE III DIRECTORS

Section 1.

The governing body of the Corporation shall be a Board of Directors. The Board shall be comprised of the four officers of the Corporation, the immediate past president of the Corporation, and 12 voting members of the Corporation in good standing, elected by voting members at annual meetings of the Corporation. The number of Directors may be changed by the Board of Directors within the minimum and maximum fixed in the Articles of Incorporation.

Section 2.

The terms of office of Directors shall be three years, staggered by dividing the total number of Directors into three groups such that four Directors shall be elected each year. Director's terms shall begin on July 1 next following the membership meeting at which they are elected and end on June 30 of the third year thereafter, or as to any one until a successor is elected and commences service.

Section 3.

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. Except as otherwise provided in the Articles of Incorporation and these bylaws, the powers of the Board of Directors include those of the Corporation as set out in Va. Code §13.1-826 pursuant to §13.1-853.

Section 4.

The Board of Directors shall have authority to establish and amend rules and regulations governing members and their guests and to set penalties for their violation. Rules and regulations governing Members and their guests and any penalties for rules violations shall be published and provided to the Members.

Section 5.

The power of the Board of Directors to incur liabilities and borrow money, whether or not secured by mortgage or pledge of the Corporation's property or income, shall be limited in aggregate to \$1,250,000 unless otherwise approved in advance at a meeting for that purpose of the voting members of the Corporation, by a vote of a majority of all of the voting members.

Section 6.

All Officers and Directors shall be required to attend no less than 75% of Board meetings. Failure to meet this requirement may be actionable by the Board. Directors' absences from Board Meetings may be excused by a vote of two-thirds of all Board Members present. Directors may attend Board Meetings via live audio and/or video provided that technological arrangements and cost for such attendance are made by the Director(s) who are not able to attend in person. No recording or broadcast of such Board Meeting shall be made. All Officers and Board Members shall conduct themselves properly at all times so as to not reflect badly on the Club or its operations in the community and failure to do so may be actionable by the Board in terms of reprimand and/or removal from Office and/or the Board. Removal of an Officer or Board Member shall require approval of two-thirds of the Board Members in attendance at any regular or special meeting of the Board. A Member or Officer who is or may be subject to such sanctions shall be entitled to reasonable notice and an opportunity to be heard.

Section 7.

The Board of Directors may meet at regular intervals as it may establish, and meetings of the Board may be called by the President, and shall be called on the written request of five Board members, provided that there shall be reasonable notice of called meetings, not less than 24 hours in advance, unless notice is waived by all members of the Board. Notice of regular and called meetings of the Board of Directors may be by electronic transmission.

Section 8.

A majority of the members of the Board of Directors shall establish a quorum at any meeting, and a vote of a majority of Directors present is the act of the Board.

Section 9.

The Board of Directors shall have authority to approve applications for membership in the Corporation or for good cause terminate membership in the Corporation upon a vote in each case of two-thirds of Directors present at a meeting of the Board. A member of the Corporation who is vulnerable to membership termination shall be entitled to reasonable notice and an opportunity to be heard.

Section 10.

The Board of Directors may grant a leave of absence to any member of the Corporation upon such terms, including suspension of dues, as the Board may determine, and the Board may reinstate any member who has taken a leave of absence. The Board may reinstate the membership of any former member who has previously resigned membership in good standing, subject to the total voting membership limitation in Section 1 above, upon such terms, including the payment of any reinstatement fee, as the Board may determine, giving due regard to what the former member may have previously paid.

Section 11.

Any member of the Corporation who shall fail to make payment of the dues, fees and charges established and published by the Board of Directors within 30 days after the date set for payment shall be notified of such failure by or through the authority of the Treasurer. The further failure of

a member to make payment within 15 days after reasonable notice may be considered by the Board as good cause for termination of membership.

Section 12.

The Board of Directors, in the event of a vacancy in the offices of Vice President, Secretary or Treasurer, shall appoint a voting member of the Corporation in good standing to fill such vacancy by a vote of two-thirds of the Members of the Board present at the meeting considering such appointment.

ARTICLE IV OFFICERS

Section 1.

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer whose terms of office shall be one year.

Section 2.

The President shall be the chief executive officer of the Corporation, shall preside as president and chairman at meetings of the membership of the Corporation and of the Board of Directors, shall determine the order of business at such meetings, and shall have the authority to establish rules for the conduct of meetings that do not contradict Robert's Rules or order.

Section 3.

The President may call a special meeting of voting members of the Corporation, and shall call such special meeting on the written requirement of a majority of all members of the Board of Directors, or the written requirement of one-third of the voting members of the Corporation in good standing, in each case upon not less than seven (7) days notice in writing to the members stating the purpose of the meeting and that the meeting is for no other purpose.

Section 4.

The President shall, in the event of a vacancy on the Board of Directors, with the advice and consent of the Board, appoint a voting member of the Corporation in good standing to fill such vacancy.

Section 5.

The Vice President, in the event of a vacancy in the office of President, shall become the President. In the event of the absence of the President, the Vice President shall perform the duties and assume the obligations of the President during such absence.

Section 6.

The Secretary shall have responsibility for preparing and maintaining custody of the minutes of the Board of Directors' and members' meetings and for authenticating records of the Corporation. The Secretary shall establish guidelines and procedures for the efficient conduct of correspondence of the Corporation. The Secretary shall have responsibility for the establishment of procedures for accurate and timely notice of meetings and other matters requiring notices under these bylaws. The Secretary shall have responsibility for the maintenance of membership rolls by membership class.

Section 7.

The Treasurer shall have general charge and custody of the funds, accounts and financial affairs of the Corporation, and shall see to the maintenance of accurate books and electronic files of account, subject to the supervision and authority of the Board of Directors.

Section 8.

Officers shall attend no less than 75% of meetings of the Board of Directors but absences may be excused by a two-thirds vote of all Board Members present.

Section 9.

Each officer shall have the authority and shall perform the duties set forth in these bylaws, as prescribed by the Board of Directors and as are customary and lawful for such officers.

ARTICLE V COMMITTEES

Section 1.

A nominating committee shall be formed by the Board of Directors not less than 30 days prior to the annual meeting of the voting members of the Corporation. The members of the committee shall be the three immediate past presidents of the Corporation and two voting members of the Corporation in good standing selected by the Board. In the event that any of the three past presidents are unavailable to serve, the Board shall select replacements from among the voting members of the Corporation. The Nominating committee shall select from among the voting members of the Corporation in good standing candidates for the four officers and candidates for four members of the Board of Directors, and shall nominate the candidates for election at the annual meeting of voting members.

Section 2.

The Executive committee of the Corporation shall consist of the four officers, the immediate past president, and a member of the Board of Directors selected by the President. The Executive committee shall have the powers, authority and responsibilities of the Board in the event of emergencies and exigencies requiring action during intervals between meetings of the Board. The Committee shall report any such actions at the next meeting of the Board.

Section 3.

The Long Range Planning committee of the Corporation shall consist of the President, Vice President, immediate past president, chairman of the Finance committee, and two voting members of the Corporation in good standing appointed by the President. The two members are to serve terms of three years; however, the initial two members were staggered for continuity, such that the President each year shall appoint only the number of such members as there are open positions on the committee.

Section 4.

The Corporation shall have committees for the following activities, facilities and functions: Golf, Tennis, Pickleball, Marina, Swimming Pool, House and Entertainment, Finance, Membership, Greens and Grounds, Building and Clubhouse Grounds, and such other committees as the Board of Directors may determine to be appropriate. The President shall appoint, with the advice and consent of the Board, a chairman of each committee from among the members of the Corporation. The President shall appoint other member(s) of each committee from among the members of the Corporation, and the President may appoint one or more other members to committees. It is preferable that one of the members of each committee be a serving member of the Board but not required. Members of committees serve at the pleasure of the Board. When the Board of Directors is directed, or authorized to give consent, in the selection of members of committees, a vote therefore shall require a majority of all Directors in office.

Section 5.

With the exception of the Executive Committee as noted in Article V, Section 2, all committees serve in an advisory capacity only. They do not have administrative or governing authority and cannot take action on behalf of the Club without the prior approval of the Board of Directors. (December 19th, 2025)

ARTICLE VI INDEMNIFICATION

Section 1.

Each member now or hereafter a director, officer or committee member of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs, and expenses, including attorneys' fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director, officer, or committee member of the Corporation (whether or not a director, officer, or committee member at the time such cost or expense is incurred by or imposed upon him or her) but only to the extent of the assets of the Corporation, except that such indemnity shall not be provided for the gross negligence or willful misconduct of such director, officer or committee member.

ARTICLE VII AMENDMENTS

Section 1.

The Board of Directors may amend or repeal the Corporation's bylaws, except to the extent that the voting members of the Corporation, in repealing, adopting, or amending a bylaw expressly provide that the Board may not amend, repeal or reinstate that bylaw.

Section 2.

At any meeting of the voting members of the Corporation, annual or special, for the purpose of adopting, amending, or repealing bylaws, a copy of the proposal in writing shall first be filed with the Board of Directors, and then not less than 15 days before the meeting notice of the proposal

shall be given in writing by mail or email to the members. A vote of members thereon shall require that 25% of all voting members of the Corporation vote in person or by proxy and that it shall take two-thirds of votes cast for such bylaws to become effective.

Revisions:

December 19th, 2025 – Amended to add Article V Section 5