

**Resolution to Amend the Bylaws
of the
Sanderling Racquet and Swim Club, Inc.**

Whereas, Article VII of the Bylaws of the Sanderling Racquet and Swim Club, Inc., provides that the Bylaws may be amended or repealed and new Bylaws enacted and amended by the affirmative vote of seventy five percent (75%) of the votes of Members present in person or proxy at a regular or Special Meeting of the members following an affirmative vote of not less than seventy five percent (75%) of the entire membership of the Board of Directors then in office;

Whereas, the Board of Directors desired to institute a maximum number of full terms a Director could consecutively hold and a minimum absence from service as a Director before being elected to the Board beyond three consecutive full terms, and approved by unanimous vote of the full board such an amendment on August 20, 2022;

Whereas, not less than seventy five percent (75%) of Members at a regular meeting of the Members did approve the amendment on October 8, 2022.

Therefore, be it resolved that Article VII, Section 1 of the Bylaws of the Association is amended to read as follows (*italicized words indicate changes/additions*):

Section 1. Function, Number, ~~and~~ Qualification and Terms: The property, affairs and business of the Corporation shall be managed by the Board of Directors. The number of Directors shall be determined by the Members but in no event shall be fewer than seven (7). The initial Board of Directors shall consist of the current directors of the Sanderling Property Owners Association, Inc., (“SPOA”), who shall each serve until their respective term ends and their designated successors are elected by Members of the Corporation as provided by these Bylaws. Thereafter, Directors shall serve for terms of three (3) years. *No director shall serve more than three (3) consecutive full terms of 3 years each; a previous director must be absent from the board for at least one (1) year before being elected to serve again.* Directors must be members of the Corporation in good standing but need not be residents of the State of north Carolina.

Dated: October 8, 2022