

BYLAWS
Of
WINTERGREEN COMMUNITY FOUNDATION, INC.
A Virginia Nonstock Corporation

Adopted July 29, 2022

ARTICLE I
NAME

The name of this corporation is Friends of Wintergreen, DBA: Wintergreen Community Foundation (WCF), Inc., a Virginia nonstock corporation (the “**Corporation**”).

ARTICLE II
OFFICES

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the Corporation (“principal executive office”) is located at 37 Stone Orchard Drive, Nellysford, Virginia 22958. The Board of Directors may from time to time change the principal executive office from one location to another by amending these Bylaws to state the new location.

Section 2. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III
MISSION

Provide a means for Wintergreen property owners to support programs, services and capital projects that would have a significant and lasting impact on the quality of life and future of the Wintergreen community.

ARTICLE IV
OBJECTIVES AND PURPOSES

Section 1. General Purposes. The Corporation is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), or the corresponding section of any future federal tax code (“**IRS Code**”). Notwithstanding any other provision of these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Section 2. Specific Purposes. Within the context of the general purposes stated above, this Corporation has been formed for the following specific purposes:

(a) To receive, acquire, hold, manage, administer and expend property and funds in furtherance of the Corporation's charitable and educational purposes, as the Board of Directors shall from time to time determine; and to assist and support, within the discretion of the Board of Directors, institutions, organizations, associations, trusts, governmental entities and undertakings which are described in Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code.

(b) To take property and funds by will, gift or otherwise, with or without specification of any charitable or public purpose; but if no charitable or educational purpose is specified, the property or funds so received shall, nevertheless, be held upon the trust that they shall be used for charitable or educational purposes.

(c) To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the powers of control, management, investment, change and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of a particular trust and to the general trust that all its properties and funds shall be held for charitable and public purposes.

(d) To establish one or more common trust funds for the purpose of furnishing investments to this Corporation or to any beneficial, charitable or public institution affiliated with it, or to any organization, society or Corporation holding funds or property for the benefit of any of the foregoing or holding funds for the purpose of supporting any building or buildings used by or owned by any of the foregoing, whether holding such funds or property as fiduciary or otherwise.

(e) To purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, notes, bonds, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder thereof, to execute all rights, powers, and privileges of ownership.

(f) To borrow money, either upon or without security, and to issue promissory notes or other evidences of indebtedness and pledges, mortgages or other instruments of hypothecation.

(g) To appoint and pay officers and agents to conduct and administer the affairs of this Corporation, but no member of the Board of Directors shall receive any compensation therefor.

(h) To adopt bylaws prescribing the duties of the officers and agents of the Corporation, the detail of its organization, the time and manner of its meetings, and any and all details incident to its organization and the efficient conduct and management of its affairs.

(i) To do any and all things which a natural person may do that are necessary or desirable for the purposes for which the Corporation is organized, and to carry into effect any one or more of the aforementioned objects and purposes set forth and to that end to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and, in conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of said objects or purposes, to exercise any or all of the powers set

forth in this Article VI, and any other or additional power now or hereafter authorized by law either alone or in conjunction with others as principal, agent or otherwise.

(j) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

ARTICLE V NONPARTISAN ACTIVITIES

This Corporation has been formed under the Virginia Nonstock Corporation Law for the purposes described in Article IV hereof, and it shall be nonprofit and nonpartisan. No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. This Corporation shall not provide support or monetary contributions to political candidates or political propositions or initiatives.

ARTICLE VI DEDICATION OF ASSETS

All corporate property is irrevocably dedicated to the purposes described in Article III hereof. No part of the net earnings of the Corporation shall inure to the benefit of any of its directors, officers, trustees, or to individuals. On the winding up and dissolution of the Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, which has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE VII CORPORATION WITHOUT MEMBERS

This Corporation shall have no members within the meaning of Sections 13.1-803 and 13.1-837 of the Virginia Nonstock Corporation Act (the “Act”). Any action for which there is no specific provision in the Act applicable to a corporation which has no members and which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the directors.

ARTICLE VIII DIRECTORS

Section 1. Power, Authority, and Responsibility. The Board of Directors shall have full and complete power to control and manage the affairs and property of the Corporation as now or

hereafter provided to or permitted of Directors of Virginia non-stock corporations under the laws of the Commonwealth of Virginia, except that all such powers shall be exercised in accordance with and in furtherance of the purposes specified in the Corporation's Articles of Incorporation and these Bylaws. No Board member may speak or act for the Board, or bind it in any manner, without the express written permission of the Board. The Board shall have the power, authority, and responsibility, without limitation and without authority, to delegate the following:

- (a) Attending to any matter which the Board determines is in the best interest of the Corporation and is within the mission and purposes of the Corporation as set forth in its Articles of Incorporation and these Bylaws.
- (b) Adopting, establishing, revising, and amending as necessary bylaws for the corporation.
- (c) Taking all necessary steps to assure the achievement of the mission and purposes of the Corporation as set forth in its Articles of Incorporation or these Bylaws.
- (d) To make grants and contributions in furtherance of the Corporation's Mission, and otherwise render financial assistance to any organization organized and operated exclusively for charitable, scientific or education purposes within the meaning of Section 501(c)(3) of the Code; provided, however, that the directors shall:

- (i) Review all requests for funds from other organizations and require that such requests specify the use to which the funds will be put, and, if the Board of Directors approves such request, the Board of Directors shall authorize payment of such funds to the approved grantee.

- (ii) Require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors.

- (iii) Retain, to the extent practicable, the ability to withdraw or revoke an approved grant or contribution, if necessary, to ensure that such funds will be used in furtherance of the Corporation's purposes.

Section 2. Board Composition. The Board of Directors shall consist of at least five (5) but no more than eight (8) directors until changed by a duly adopted amendment to these Bylaws. The exact number of authorized directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors or by unanimous written consent by all the directors.

Section 3. Designation of Directors and Term of Office. The initial directors shall be appointed by the incorporator. The election of directors shall take place at a regular or special meeting of the Board of Directors. Directors shall be elected or appointed for a one (1) year term. Each director shall hold office until reelection or until a successor has been elected or appointed

and qualified. Directors shall be eligible for reelection without limitation on the number of terms they may serve.

Section 4. Vacancies. Any vacancy on the Board of Directors caused by death, resignation, removal, an increase in the authorized number of directors, or any other cause, shall be filled by action of a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director so appointed, designated, selected, or elected (as the case may be) shall continue in office for the unexpired term of the director whom he or she succeeded and until a successor has been qualified and elected. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

Section 5. Removal. A majority vote of the Board of Directors may, at a regular or special meeting of the Board of Directors, remove any director from office with or without cause, and a majority vote of the Board of Directors may declare vacant the office of a director who misses two (2) consecutive meetings of the Board of Directors.

Section 6. Resignations. Any director may resign, which resignation shall be effective upon giving written notice to the President of the Board of directors, the Vice-President or the Secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, a successor may be designated, selected, or elected (as the case may be) before such time, to take office as of the date when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Section 7. Board Meetings.

(a) Place of Meeting. Meetings of the Board of Directors shall be held at any place within or without the Commonwealth of Virginia which has been designated from time to time by the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation.

(b) Regular Meetings. The Board of Directors shall hold four (4) regular meetings for the purpose of organization, selection of directors and officers, and the transaction of other business, on such date and at such time as the Board of Directors shall fix by resolution.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President of the Board or any two (2) directors. Special meetings of the Board of Directors shall be convened within five (5) days' notice given in writing personally or by facsimile, email or other similar means of communication, to all directors. The notice must clearly specify the business desired to be considered or transacted at such special meeting. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. Written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is actually transmitted to the recipient in accordance with the provisions of these Bylaws. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone

or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 8. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 9. Quorum. A majority of the authorized number of directors shall constitute a quorum, which shall be required for the transaction of any business at any meeting of the Board of Directors, except to adjourn as provided in Section 10 of this Article VIII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the Virginia Nonstock Corporation Act or the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 11. Proxies. Proxies are prohibited at any regular or special meeting of the Board of Directors for any director entitled to vote who is not present.

Section 12. Action Without Meeting by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 13. Participation in Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 14. Reimbursements of Directors. Directors and members of committees may receive such reimbursement of expenses as may be determined by the Board of Directors to be just and reasonable and in compliance with applicable tax law for a Corporation qualifying under Section 501(c)(3) of the Code.

Section 15. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind pertaining to the Corporation.

ARTICLE IX OFFICERS

Section 1. Election and Tenure. The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. The Corporation may also have at the discretion of the Board of Directors such other officers with such titles and duties as may be prescribed from time to time by the Board of Directors or the Bylaws. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 4 of this Article IX, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. Any number of offices may be held by the same person, except as provided in the Articles of Incorporation or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board. Officers may receive such reimbursement of expenses as may be determined by the Board of Directors (preferably, in advance) to be just and reasonable and in compliance with applicable tax law for a Corporation qualifying under Section 501(c)(3) of the Code.

Section 2. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Duties and Powers of Officers.

(a) President. The Board of Directors elects the President who shall preside at meetings of the Board of Directors, and who shall exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors. Except to the extent that the Bylaws or the Board of Directors assign specific powers and duties to the President, he/she shall be the Corporation's general manager and chief executive officer and, subject to the control of the Board of Directors, shall have general supervision, direction, and control over the Corporation's business and its officers. The managerial powers and duties of the President shall include, but are not limited to, all the general powers and duties of management usually vested in the office of President of a Corporation. The President shall also be an ex-officio member of all committees and shall have such other powers and duties as prescribed by the Board of Directors or the Bylaws. In the absence of the President the Vice President shall preside at meetings of the Board of Directors.

(b) Vice-President. The Vice-President shall be a member of the Board of Directors and shall perform the duties of the President in the absence of the President and, when so acting, shall have all the power and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as may be assigned by the Board of Directors

(c) Secretary. The Secretary shall be a member of the Board of Directors. The Secretary shall preserve in the books of the Corporation minutes of the meetings of the Board of Directors and shall give all notices required and perform such other duties as may be delegated to the Secretary by the Board of Directors. The Secretary shall maintain a roster of Board members and shall record attendance at the annual, regular, and special Board meetings.

(d) Treasurer. The Treasurer shall serve as the fiscal officer of the Corporation and as the Chairperson of the Corporation's Finance Committee and is responsible for the oversight of the financial records and financial reports of the Corporation. The Treasurer shall maintain direction of and be responsible for all funds and assets of the Corporation, assuring the receipt of funds, the deposit of said funds, and the timely payment of bills of the Corporation. The Treasurer shall assure the keeping of accurate fiscal records and accounts. The Treasurer shall present reports of the financial condition of the corporation to the Board of Directors at each regular meeting of the board and shall present a full financial report at the annual meeting of the Board. The Treasurer shall also carry out specific duties as the Board of Directors assigns or approves.

Section 4. Subordinate Officers. The Board of Directors may appoint or may empower the President or another officer to appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE X COMMITTEES; ADVISORY COUNCIL

Section 1. Committees of Directors Empowered with Authority of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. Any such committee, to the extent expressly provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except that no such committee may:

(a) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors.

(b) Amend or repeal Bylaws or adopt new Bylaws.

(c) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or that can be repealed.

(d) Appoint any other committees of the Board of Directors or the members of these committees.

Section 2. Meetings and Action of Committees. The provisions of this Section 2 of this Article X apply only to those types of committees created under the provisions of Section 1 of the Article X, and do not apply to those types of committees created under the provisions of Section 4 of this Article X. Meetings and action of committees shall be governed by, held and taken in accordance with the provisions of Article VIII of these Bylaws, concerning meetings of directors, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

Section 3. The Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer. Subject to matters exclusive to the Board of Directors and other limitations set forth in these Bylaws, the Executive Committee shall have the full power of the Board of Directors between meetings of the Board. Executive Committee meetings may be held upon at least twenty-four (24) hours advance notice at the call of the President. The act approved by any four (4) Directors on the Executive Committee shall be the act of the Executive Committee. Decisions of the Executive Committee shall be reported at the next regular meeting of the Board. Actions taken by the Executive Committee shall not conflict with the policies and expressed wishes of the board of Directors, and all matters of major importance shall be referred to the Board of Directors.

(a) **Chairman.** the President shall serve as the chairman of the Executive Committee.

(b) **Terms.** The members of the Executive Committee shall be appointed for a one (1) year term, except for the ex-officio members who shall serve so long as they hold those positions.

(c) **Authority.** The Board of Directors delegates to the Executive Committee all of the powers and authority of the Board of Directors to manage the business and affairs of the association, except for those powers which cannot be delegated pursuant to Section 13.1-869(D) of the Virginia Nonstock Corporation Act. In addition, the Executive Committee shall not have authority to sell all or substantially all of the assets of the Corporation or to make significant changes in the nature of the business of the Corporation, or to take any action described in Section 1 of this Article X.

Section 4. Advisory Council. The Executive Committee may appoint the members of an Advisory Council. The members of the Advisory Council shall not be directors, and neither the Advisory Council nor its members shall have any authority or powers of the Board of Directors. The Advisory Council shall act strictly in an advisory capacity to the President and the Board of Directors in furtherance of the Corporation's charitable and other purposes. Advisory Council members may be available for consultation on an individual basis.

ARTICLE XI INDEMNIFICATION OF DIRECTORS OR OFFICERS

Section 1. Each person who is now or hereafter a director or officer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia, including, without limitation, Section 13.1-702 of the Virginia Nonstock Corporation Act, against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's 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 or officer of the Corporation (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

Section 2. Under Section 13.1-697 of the Virginia Nonstock Corporation Act, the Corporation has the authority to indemnify an officer or director if (i) he conducted himself in good faith, and (ii) he believed in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests; and in all other cases, that his conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Section 3. If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel.

Section 4. Any right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of the Board of Directors, or otherwise. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, agents or members of its Advisory Council, the premiums for which may be paid out of the assets of the Corporation.

ARTICLE XII RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account.

(b) Minutes in written form of the proceedings of its Board of Directors and committees of the Board of Directors. All such records shall be kept at the Corporation's principal executive office.

Section 2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiaries, if any. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 3. Annual Report to Directors. The Board of Directors shall cause an annual report to be sent to all directors of this Corporation. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XIII OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any check, note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when authorized or approved in writing (which approval may be by email) by a minimum of two Directors and signed by the President of the Board, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Virginia Nonstock Corporation Act shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

**ARTICLE XIV
AMENDMENTS**

The Board of Directors may by majority vote amend the Articles of Incorporation of this Corporation and these Bylaws to include or omit any provision that could lawfully be included or omitted at the time such amendment or restatement is adopted; provided, however, that (i) any amendment to Sections 2, 3, or 5 of Article VIII shall require the unanimous consent of the directors, and (ii) any amendment of Article XI shall apply solely to acts or omissions of a director or officer that occur subsequent to the date of such amendment. Subject to the preceding sentence, any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, either (i) may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3rds) of the total number of authorized directors of the Corporation, or (ii) may be adopted, in accordance with Section 13 of Article VIII hereof, by a writing signed by all of the directors of the Corporation.

**ARTICLE XV
FISCAL YEAR**

The Fiscal Year of the Corporation shall correspond with the calendar year and end on December 31 of each year.