

THIRD AMENDED AND RESTATED BYLAWS  
OF  
SPORTABLE RICHMOND ADAPTIVE SPORTS AND RECREATION, INC.

ARTICLE I

MEMBERS

The Corporation shall have no “members” as that term is defined in Section 13.1-803 of the Virginia Nonstock Corporation Act (the “Act”). All voting power shall be vested in the Board of Directors of the Corporation (the “Board”).

ARTICLE II

DIRECTORS

2.1. General Powers. The business and affairs of the Corporation shall be managed by the Board, which shall have all voting power including the power to vote on electing, appointing or removing Directors.

2.2. Number of Directors. The number of voting Directors shall be established from time to time by the Board; provided that the number of voting Directors shall not be less than ten nor more than thirty at any time. The Executive Director shall serve as a non-voting, *ex officio* Director.

2.3. Chairperson and Vice Chairperson. Each year, at its annual organizational meeting, the Board shall elect, from among the elected Directors, a Chairperson and Vice Chairperson of the Board. The Chairperson of the Board shall be responsible for conducting the meetings of the Board. In the absence or incapacity of the Chairperson, the Vice Chairperson shall assume the duties of the Chairperson. Upon election of a new Chairperson, the outgoing

Chairperson shall be designated as the Immediate Past Chairperson for so long as his or her successor remains the Chairperson. If the Immediate Past Chairperson is no longer a Director, or ceases to be a Director while still serving in such capacity, then such person, with his or her consent, will be deemed an Honorary Director and will continue to serve as the Immediate Past Chairperson until replaced. The Immediate Past Chairperson shall serve on the Executive Committee.

2.4. Honorary Directors. The Board may designate any former Director as an Honorary Director. Honorary Directors shall have no legal duties and no vote on matters brought before the Board or delegated by the Board to any Committee, but they may attend meetings of the Board and its Committees (when so appointed), may participate in any discussions not conducted in executive session, and may cast a vote in a Committee for action to be presented to the Board for final approval. Honorary Directors shall be subject to the resignation and removal provisions of these bylaws; but they shall not be considered Directors for other purposes of these bylaws including, but not limited to, determining the presence of a quorum or the number of votes necessary to take a particular action. Further, there shall be no limit on the number of years a former Director can serve as an Honorary Director.

2.5. Resignation of Directors. A Director may resign at any time by delivering written notice to the Chairperson, the Secretary, or the Executive Director. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

2.6. Removal of Directors. Any elected Director may be removed, with or without cause, by majority vote of the Board at an annual organizational meeting, a regular meeting, or a special meeting of the Board held for such purpose. Any such meeting at which a vote will be taken on the removal of a Director shall be preceded by a written notice to the Directors stating that the purpose of the meeting (or one of its purposes) is to vote on the removal of the specified Director.

2.7. Directors' Meetings. The annual organizational meeting of the Board shall be held on such date as may be determined by the Board; provided, however, that such date must be within fourteen months after the previous annual organizational meeting. The purposes of the annual organizational meeting shall be to elect officers and directors, as applicable, and to transact such other business as may come before the meeting. Regular meetings of the Board shall be held at such time and place as determined by the Board. Special meetings of the Board may be called at any time by the Chairperson, the Executive Director or by any three Directors.

2.8. Notice of Meetings. Except as provided elsewhere in these bylaws or in applicable law, no notice of the annual meeting or any regular meeting of the Board shall be required. Notice of each special meeting, and any annual meeting or regular meeting at which the removal of a Director will be proposed, shall be mailed to each Director's residence or usual place of business at least seven days before the date of the meeting, or given by telephone or electronic mail at least two days before the meeting.

2.9. Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly

upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director and filed with the minutes or corporate records.

2.10. Quorum. A majority of the voting Directors then serving on the Board must be present at a meeting to constitute a quorum for the transaction of business at any meeting of the Board, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum is present.

2.11. Participation in Meetings. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

2.12. Actions Without Meeting. As permitted by Section 13.1-865 of the Act, any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, describing the actions to be taken, is signed by each Director and delivered to the Corporation, before or after the action is to become effective. If a consent specifies an effective date, it shall be effective as of that date, provided it also states the date that each Director executed it; otherwise the consent shall be effective as of the date of the last signature required to achieve the required number of voting Directors to authorize or approve such action. A Directors' consent shall have the same force and effect as a vote at a meeting of the Board and

may be described as such in any document. The Board must provide notice of the action authorized to all Directors as promptly as possible after the action is authorized.

### ARTICLE III

#### OFFICERS

3.1. General. The officers of the Corporation shall consist of an Executive Director and such other officers as the Board may deem advisable from time to time. The Executive Director shall be appointed by the Board at its annual organizational meeting. The Executive Director shall serve until the next annual organizational meeting of Directors following his or her election and until a successor is elected. Any person may hold two or more offices simultaneously.

3.2. Executive Director. The Executive Director shall be the chief executive officer of the Corporation, shall be primarily responsible for implementing the policies and procedures established by the Board and shall serve as the primary representative of the Corporation to the general public. The Executive Director shall supervise the other officers, staff members, agents and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board, and have all other powers and duties that pertain to the position of chief executive officer. In addition, the Executive Director shall, or shall designate another officer or employee to, certify the actions of the Board when necessary, keep the minutes of the Board, maintain the records of the Corporation, and give all required notices of meetings of the Board.

3.3. Other Assistant Officers. Other assistant officers, if deemed advisable and appointed by the Board, shall have such powers and duties as the Board may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority

of those officers. In the event of a vacancy in any assisted office, the assistant officer having the greatest period of service to that assisted office shall assume the powers and duties of the vacant office.

3.4. Agents. Such agents as the Board may deem necessary may be elected, appointed or chosen in the manner prescribed by the Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board establishing the need for that agent.

3.5. Removal of Officers and Agents. The Board may remove any officer or agent with or without cause whenever the Board, in its absolute discretion, determines that the agent's removal will serve the best interests of the Corporation. Any agent appointed otherwise than by the Board may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer, in the exercise of absolute discretion, determines that the agent's removal will serve the best interests of the Corporation. The election or appointment of an officer or agent shall not, in and of itself, create any contract rights with respect to the Corporation.

## ARTICLE IV

### COMMITTEES

4.1. Executive Committee. The Corporation shall have an Executive Committee consisting of the Chairperson, the Vice Chairperson, the Executive Director, the Immediate Past Chairperson, the chairperson of each standing committee of the Board, and any other Director designated by the Board. The purpose of the Executive Committee shall be to advise the Board and the Executive Director, and to exercise any authority expressly delegated by resolution of the Board and not otherwise prohibited by law between meetings of the Board.

Meetings of the Executive Committee may be called by the Chairperson or the Executive Director without the requirement of advance written notice; provided, however, that the Executive Committee may not exercise any power delegated by the Board except by the unanimous written consent of the committee's members who are Directors eligible to vote, or by approval of a majority of the committee's members who are Directors eligible to vote and present at a meeting. The Chairperson shall promptly notify the entire Board of the Executive Committee's exercise of any delegated power.

4.2. Governance and Nominating Committee. The Board may appoint a Governance and Nominating Committee consisting of at least three Directors and such other appointees as the Board deems advisable or necessary. The responsibilities of the Governance and Nominating Committee shall include (i) the oversight and administration of the Corporation's governing documents, such as the Articles and Incorporation and these bylaws, as well as the rules and procedures followed by the Board and each committee thereof, (ii) recruitment, selection and nomination of individuals willing and qualified to become Directors or officers of the Corporation, and (iii) such other duties and responsibilities as may be delegated by the Board.

4.3. Development Committee. The Board may appoint a Development Committee consisting of at least three Directors and such other appointees as the Board deems advisable or necessary. The responsibilities of the Development Committee shall include (i) providing leadership and oversight in fundraising, (ii) creating an annual fund development plan, which shall include an annual signature fundraising event, (iii) cultivating potential donors, grantors and other philanthropic partners, (iv) coordinate with the chairperson of the Finance

Committee with respect to development and annual budgeting, and (v) such other duties and responsibilities as may be delegated by the Board.

4.4. Finance Committee. The Board may appoint a Finance Committee consisting of at least three Directors and such other appointees as the Board deems advisable or necessary. The responsibilities of the Finance Committee shall include (i) reviewing the Corporation's expenditures and financial statements on a regular basis, and in no event less than quarterly, (ii) assisting the Executive Director in preparing an annual budget to submit to the Board for approval, (iii) monitoring the Corporation's continued solvency, (iv) ensuring the preparation and sufficiency of an annual audit review of the Corporation's financial statements and all necessary tax forms, (v) coordinating with the chairperson of the Development Committee with respect to projected and actual revenues, and (vi) such other duties and responsibilities as may be delegated by the Board. The chairperson of the Finance Committee shall be delegated duties typically assigned to a person holding the title of Treasurer, including the responsibility to ensure that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Executive Director, the Financial Committee, and the Board on a regular basis.

4.5. Other Committees. The Board may create such other committees as it may deem appropriate and may appoint to the membership of any such committee any Directors and such other appointees as the Board deems necessary or advisable, to serve the purpose of such committee. If the committee has a sole chairperson, then that chair must be a Director, and if the committee is co-chaired only one of the co-chairs is required to be a Director. The Board shall fix and prescribe the rights, duties, powers, authority, and terms of office for such committee and its members.



4.6. Operating Procedures. Unless otherwise specified, the provisions of these bylaws that govern meetings, action without a meeting, notice and waiver of notice, and quorum and voting requirements of the Board shall apply to all committees of the Board and their members. The chairperson of each committee shall be a Director who is eligible to vote. Each committee may establish its own additional rules of procedure not inconsistent with these bylaws.

4.7. Limitations on Authority. No committee may (1) fill vacancies on the Board, (2) amend the articles of incorporation, (3) amend, adopt, or repeal bylaws, (4) approve a plan of merger or consolidation, (5) approve the sale, lease, exchange or other disposition, or the mortgage, pledge or other encumbrance, of all or substantially all of the property and assets of the Corporation, or (6) approve the dissolution of the Corporation or revoke a voluntary dissolution.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

5.1. Fiscal Year. The fiscal year of the Corporation shall run from May 1 to April 30, or such other time period as the Board may designate from time to time.

5.2. Voting of Interests Held. The Corporation may hold stock, membership interests or other securities in other corporations or enterprises. Unless otherwise provided by the Board, the Executive Director may, on behalf of the Corporation, cast the votes or take such other actions as the Corporation may be entitled to cast as a stockholder, member or voting interest holder in the other corporation or enterprise and execute, or cause to be executed on behalf of this Corporation, such written proxies, consents, waivers or other instruments as the Executive Director may deem necessary or proper in furtherance of the Corporation's interests.

5.3. Amendment of Bylaws. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Board.

5.4. Corporate Seal. The corporate seal of the Corporation shall consist of a circular design with the name of the corporation inscribed within and around the circumference thereof and the word "SEAL" across the center thereof.

5.5. Construction of Terms. In construing the provisions of these bylaws, the masculine shall be deemed to include the feminine and neuter, and the singular shall be deemed to include the plural, and vice versa, as may be appropriated under the circumstances. Any requirement in these bylaws for written "notice" or a signed "consent" or other writing may be satisfied though electronic communications, such as email.

5.6. Severability. In the event that any of these bylaws are subsequently altered by act of the General Assembly of Virginia, the remainder hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with Section 5.3 above.

5.7. Director's Agreement. The provisions of these bylaws that allow the Board to appoint persons who are not Directors to serve on committees constitute an agreement among the Directors of the Corporation pursuant to Section 13.1-852.1 of the Code of Virginia, as amended.

*[Remainder of page intentionally left blank; Signature page follows.]*

The foregoing Third Amended and Restated Bylaws of the Corporation were duly approved and adopted at a meeting of the Board on February 19, 2021 by the requisite vote of the Board.

  
Chairperson

Attest:

  
Secretary