AMENDED AND RESTATED BYLAWS
OF
CYPRESS POINT CIVIC ASSOCIATION VB
Adopted 14 August 2025

I. NAME AND FORMATION

The name of this corporation is Cypress Point Civic Association VB, a Virginia non-stock, non-profit corporation (the "Association"). The Association was formed by filing Articles of Incorporation with the Virginia State Corporation Commission, effective July 30, 2020. The Association shall have all the powers and duties, authorizations, and responsibilities as provided in the Virginia Non-Stock Corporation Act, as amended (the "Act").

II. PURPOSE

The Association is organized and shall be operated exclusively not for profit but for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the purpose of the Association is to promote and coordinate the participation of individuals residing in the Cypress Point Subdivision of the City of Virginia Beach (the "Community") in Community activities that pertain to its civic affairs, safety, real estate, commerce, recreation or general welfare, and provide for preserving or improving the quality of life in the Community for all its residents. The boundaries of the Community are set forth in the attached Exhibit A.

III. MEMBERSHIP

A. Membership Eligibility. Any person residing in a residential unit located in the Community who is over the age of eighteen years shall be eligible for membership in the Association; provided, however, that multiple individuals residing in a single residential unit shall be subject to only one membership fee and shall be entitled to only one membership vote. All eligible members who are current in their membership dues (the "Members") shall have the right to vote upon any issues properly presented to the Members as set forth below.

B. Annual Dues. Membership will be effective upon acceptance by the Association's designated Officer of a qualified resident's application and payment of dues. The amount of dues for individual annual membership for the next calendar year shall be established by the Directors and communicated to the Members before the end of the then current calendar year. Membership dues are due and payable annually on or before the last business day preceding the regular meeting of the Members to be held in the second quarter of each year, provided that such period may be extended by the Board of Directors at its discretion. Thereafter, dues shall be deemed to be past due and all rights and privileges of membership. Membership in good standing may be reinstated upon payment of delinquent dues.

C. Regular Meetings. A minimum of four regular meetings of the Members shall be held each calendar year at the Cypress Point Country Club, 5340 Club Head Rd, Virginia Beach, VA 23455, or at such other place as may be designated by the Board of Directors or the President of the Association. Each meeting shall normally be held on a well-advertised day during the middle month of each quarter (February, May, August, and November). All residents of the Community shall be entitled to attend meetings of the Association, but only Members in good standing shall be entitled to vote on matters put forth to the Members for approval.

D. Special Meetings. Special meetings of the Association may be called at any time by vote of the Board with due notice to Members as provided below. Notice of special meetings shall be sent at least fifteen (15) calendar days prior to the scheduled date of such meeting by e-mail to Members who have provided email addresses and delivered by regular mail or hand delivered to those who have not. Such notice shall include a specific description of the business to be conducted at such special meeting.

E. Quorum. A quorum at any regular or special meeting of the Members shall be the lesser of (i) fifteen (15) Members and (ii) ten (10) percent of the total number of Members in good standing at the time of the meeting. Provided a quorum is present, a majority vote shall rule on any vote by the Members.

F. Resolutions: The membership may adopt and deliver a Resolution addressing special topics of interest or concern. Given a quorum at a regular or special meeting of the members and upon proper motion, second, and 2/3rds majority vote of the Members a resolution may be adopted. The President or Secretary will put said resolution into proper format and deliver the resolution to the designated recipient.

IV. OFFICERS and BOARD

A. Authority. Except as otherwise specifically provided in these Bylaws or the Act, all corporate powers of the Association 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 Officers. The elected officers of the Association (the "Officers") shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, and such other officers as may from time to time be established by the Board.

B. Members of the Board. The President, First Vice-President, Second Vice-President, Secretary, and Treasurer shall constitute the voting members of the Board. In addition, the immediate past President and Treasurer of the Association, holding membership in the Association, shall become ex-officio members of the Board with full voting privileges for one year immediately following the expiration of their term of office. Any additional officers designated by the Board may participate in Board meetings as non-voting members. A majority of the voting members of the Board shall constitute a quorum at any meeting of the Board.

C. Election. The election of Officers shall be held annually at the regular quarterly meeting of the Members in November. The then-current Board shall recommend and report a slate of nominees for Officer positions. Notice of such slate shall be delivered to the Members at least two weeks prior to such meeting. Additional nominations may be made from the floor at the meeting or submitted by email or other electronic means before the meeting. Voting for any contested positions shall be by secret ballot. Voting for uncontested positions may be made by voice vote unless any Member requests voting by secret ballot. Newly elected Officers shall serve a one-year term, effective January 1 of each year. Voting in the annual election of the Officers may be accomplished by email or other electronic means during the 30-day period prior to the November meeting. All electronic and in-person votes shall count for purposes of a quorum and shall be tallied at the November meeting.

D. Resignation or Removal. Any Officer may resign at any time upon written notice to the Board, and such resignation shall be effective when notice is delivered unless the notice specifies a later effective date. The Members, by majority vote of a quorum, may remove a Officer at any time, with or without cause, provided however, that a Officer may be removed only at a meeting called for the purpose of removing him. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Officer. Should an Officer vacancy occur by resignation or otherwise, the remaining members of the Board may appoint a Member of the Association to serve for the unexpired term.

E. Action by Written Consent. Any action that may be taken at a meeting of the Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all voting Board members. Such consent shall be placed in the minute book of the Association and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed original for all purposes. In addition, facsimile signatures and electronic signatures shall be effective as original signatures.

F. No Compensation. No Officer shall receive any compensation from the Association but shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Association and approved by the President.

V. DUTIES OF OFFICERS

A. President. The President shall preside at meetings of the Board and the Members and shall have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of the Association. The President may sign contracts and other instruments on the organization's behalf. The President and the Treasurer shall prepare an annual budget for review and approval by the Board. In the absence of the Treasurer, checks of the Association may be prepared by the President. The President is authorized to pay valid Association expenses using checks or a debit card of the Association.

B. First Vice-President. The First Vice-President shall assume the non-financial duties of the President in the President's absence and perform such other duties as directed by the President or the Board.

C. Second Vice-President. The Second Vice-President shall assume the non-financial duties of the President in the absence of the President and the First Vice-President, and shall perform such other duties as directed by the President or the Board.

D. Secretary. The Secretary shall record and file the minutes of Association meetings, maintain the membership roll and record of attendance, and maintain a file of Association records and documents including the following: corporate formation documents, bylaws, amendments, minutes, newsletters, and correspondence. The Secretary shall arrange for the filing of electronic copies of such documents on the Association's website and social media platforms, as approved and directed by the President.

E. Treasurer. The Treasurer shall be responsible for the administration of the Association's financial and tax matters and related recordkeeping, submit a verbal financial statement at every meeting; receive all monies due to the Association and deposit them in an approved checking account; pay all proper Association bills; and make available on an annual basis, all financial records for review by a duly qualified independent accountant or financial advisor designated by the President.

VI. COMMITTEES

The Board shall maintain such standing or temporary committees as it deems desirable and feasible from time to time for the benefit of the Community. Each Board committee shall be chaired or co-chaired by a Member appointed by the President or, at the President's discretion, selected by the committee's Members. The following standing committees are hereby specifically approved: Cypress Point Emergency Response Team (CPERT), Neighborhood Watch, Newsletter, Environmental, Events/Contests, Recruitment, and Welcome to the Neighborhood. Duties and responsibilities of all committees shall be as prescribed by the Board, the President, and the chairs of the respective committees.

VII. DISSOLUTION

A. Resolution to Dissolve. To dissolve the Association, the Officers must present a resolution recommending that the Association be dissolved to the active Members in accordance with the applicable provisions of Article 13 of the Virginia Nonstock Corporation Act (the "Act"), as amended. A proposal for dissolution, including a Plan of Distribution for assets of the Association, may be considered at a regular or special meeting of the Members for which notice has been given to the Members as required by the Act. The resolution to dissolve shall be adopted if approved at such meeting at which a quorum exists by more than two-thirds of all the votes cast on the proposal to dissolve.

B. Plan of Distribution. The Plan of Distribution shall provide for transfer of the Association's funds and other assets to one or more corporations, societies, or organizations engaged in (i) activities substantially similar to those of the Association under Section 501(c)(4) of the Internal Revenue Code, or (ii) religious, charitable, community, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

C. Disposal of Assets. Upon approval of a resolution for dissolution, this Association shall cease to conduct its affairs, except insofar as it may be necessary for their proper completion. The Board shall, after making provisions for the payment of all liabilities of the Association, dispose of all funds and other assets of the Association in such a manner as the Board may determine in accordance with the Act and the approved Plan of Distribution. For purposes of this paragraph and the Plan of Distribution, membership dues that have been paid in advance for the next year or years following the year of dissolution shall be treated as liabilities of the Association and returned to the Members who paid them.

VIII. MISCELLANEOUS

A. Indemnification. The Association shall indemnify and hold harmless any present or former Officer of the Association with respect to any liability or litigation expenses incurred by any such person and arising from such service to the maximum extent and upon the terms and conditions provided by applicable law, provided however, that the foregoing provisions shall not apply to liability arising from such person's willful misconduct or violation of criminal law.

B. Section 501(c)(4) . Notwithstanding any other provisions of these Bylaws, no officer, employee or other agent or representative of the Association shall take any action for or on behalf of the Association if such action is not permitted under §501(c)(4) of the Code.

C. Certain Financial Approvals. Unbudgeted expenditures for specific items in excess of $1,000 (in or more collective payments) shall require approval by vote of the Members.

IX. EFFECT; AMENDMENTS

These Bylaws shall amend and restate in its entirety the Constitution and Bylaws of Cypress Point Civic Association VB dated July 27, 2020 (as amended, the "Original Constitution and Bylaws") and shall be deemed to be effective immediately upon final approval of the Members as provided in the Original Constitution and Bylaws. These Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Board, except that the Officers shall not have the right to amend or repeal any Bylaw that by its terms requires approval of the Members to do so. Any Member may propose an amendment to these Bylaws by setting forth the text of the proposed amendment in writing delivered to the President or the Secretary. Such proposal shall then be communicated to the Members for consideration at the next meeting of the Members.

SECRETARY'S CERTIFICATE:

I, Edward B. Miller IV, being the duly elected, qualified, and acting Secretary of Cypress Point Civic Association VB, a Virginia nonprofit corporation, do hereby certify that:
I am the Secretary of the Corporation and am familiar with the facts herein certified.
The foregoing Amended and Restated Bylaws, consisting of eight pages, were duly approved by the Board of Directors and approved by vote of the membership of the Corporation at a meeting held on 14 August 2025. The said Amended and Restated Bylaws are in full force and effect and have not been amended, modified, or rescinded since the date of their adoption.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of September, 2025

Edward B Miller IV

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Edward B. Miller IV
Secretary

William Filbert

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William C. Filbert
President

EXHIBIT A

BOUNDARIES OF THE COMMUNITY

The boundaries of the Community are as shown on the attached map. Residential streets within the Community include: Lawson Cove Circle, Lake Lawson Road, Smith Cove Circle, Cypress Point Circle, North Point Court, Chipping Lane, Club Head Road, Winding Bank Road, Course View Circle, Pond Cypress, Backwoods Road, Chipping Court, Winding Bank Road, North Point Court, Foursome Lane, Kindlewood Drive, and Brookstone Lane.


Virginia Beach
Cypress Point
Map Prepared by
Center for
GIS
July 2015
0 250 500
Feet
LAKE LAWSON RD
NORTH POINT CT
SMITH COVE CIR
WINDING RIVER RD
MADEIRA RD
FUNNELL ST
RYLANDS RD
JOHNS ST
JAKE MAR
KATTERSEA CT
LAMBETH LN
LAWSON COVE CIR
LAWSON LN
HENDRICKS DR
CYPRESS POINT CIR
TORRE WIND CIR
CHIPPING CT
CHIPPING LN
PONDEROSA CT
FINCHLEY LN
STOCKWELL CT
KNIGHTS BRIDGE LN
LIBRA HEAD RD
WERLIN FARM RD
MEADOWSIDE DR
HEATHERWOOD DR
MEADOWGROVE TRL
HICKORY RDG
ALLBROOK RD
BEECHWOOD RD
BROOKSTONE LN
KINDLEWOOD DR
LONGACRE CT
CYPRESS POINT BLVD
DEKORD RD
LAKE HILL DR
CHARMONT CT
BRINSLEY LN
FAREHAM LN
TAMWORTH PL
RUGELEY MANOR RD
AVERHAM DR
NORWELL LN
ORDSALL PL
ESTON CT
WOODWIND WAY
HARRIS RD
TIMSON LN