

**Tab 7- Review Resolution 2000-9, Authority to Direct  
Management**

**LAKE HOLIDAY COUNTRY CLUB, INC.**  
**RESOLUTION 2000-9**  
**EFFECTIVE DATE: December 1, 2000**

**WHEREAS**, The Summit at Lake Holiday was established and recorded in Deed Book 395 at page 73, and

**WHEREAS**, The Articles of Incorporation grant the Association the authority under Article IV Section F to exercise any and all power, rights, privileges, which a corporation organized under the Non Stock Corporation Laws of the State of Virginia by law may now and hereafter have or exercise; and

**WHEREAS**, The Articles of Incorporation establish under Article VII, the Board of Directors to manage the affairs; and

**WHEREAS**, Article VII Section 1a of the Bylaws provides that the Board of Directors shall have the power to : Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

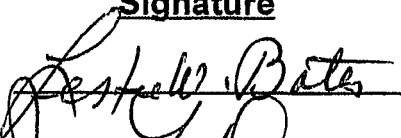

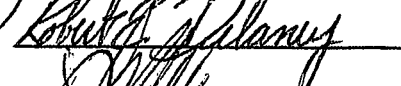
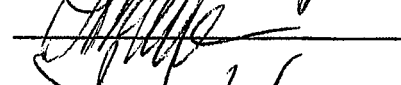
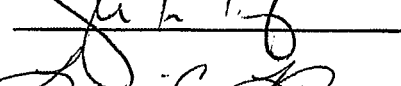


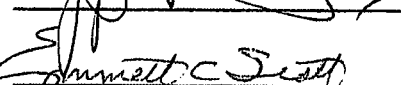
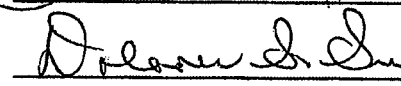
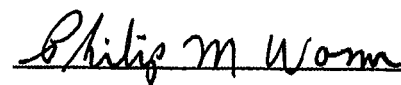

**WHEREAS**, the efficient and successful operation of any organization depends upon clear and precise communication of directors and authority from the Board of Directors to the general management of the Lake Holiday Country Club, Inc.;

**THEREFORE**, be it resolved

- (1) that no member of the Board of Directors of Lake Holiday Country Club, Inc. shall have the authority to direct any employee employed in the management of Lake Holiday Country Club, Inc. unless such authority is issued, in writing, after resolution of the Board of Directors of Lake Holiday Country Club, Inc. or as otherwise provided in the RESOLUTION;
- (2) that the President of the Board of Directors is recognized as being endowed by the laws of the Commonwealth of Virginia, the Articles and the Bylaws of Lake Holiday Country Club, Inc. to speak on behalf of the Board of Directors of Lake Holiday Country Club, Inc. and to communicate policies and authorization to carry out said policies to the management of Lake Holiday Country Club, Inc. In recognition of this, only the President shall hereafter have the authority to direct employees employed in the management of Lake Holiday Country Club, Inc. unless otherwise provided in the RESOLUTION, the Article and Bylaws of Lake Holiday Country Club, Inc. or the laws of Virginia.

- (3) that the Vice President of the Board of Directors is recognized as being endowed by the laws of the Commonwealth of Virginia, the Articles and Bylaws of the Lake Holiday Country Club, Inc. to act with the authority of the President in the absence or in the event of the incapacity of the President, and as such shall have the authority to speak on behalf of the Board of Directors of Lake Holiday Country Club, Inc. and communicate the policies and authorization to carry out said policies to the management of Lake Holiday Country Club, Inc. and further shall have the authority to direct any employee in the management of the Lake Holiday Country Club, Inc. when acting with the authority of the President as provided by the laws of the Commonwealth of Virginia, the Articles and Bylaws of the Lake Holiday Country Club, Inc. and unless otherwise provided in this RESOLUTION.
- (4) that the Secretary of the Board of Directors is recognized as being endowed by the Articles and Bylaws of the Lake Holiday Country Club, Inc. with certain duties and obligations pertaining to the maintenance of corporate documents and other obligations pertaining to the corporate existence of the Lake Holiday Country Club, Inc. and as generally described by the Code of Virginia, 13.1-693(c) [describing the function of corporate secretaries], and as such, the Secretary shall have the limited authority to direct any employee employed in the management of Lake Holiday Country Club, Inc. with regard to any and all decisions, and/or directives relating to the maintenance and executive of corporate documents and all other issues under the supervision of the office of the Secretary as provided by the laws of Virginia, the Articles and Bylaws of Lake Holiday Country Club, Inc. not in contradiction to the express resolution and authority of the Board of Directors and unless otherwise provided in this RESOLUTION.
- (5) that the Treasurer of the Board of Directors is recognized as being endowed by the laws of the Commonwealth of Virginia, the Articles and Bylaws of the Lake Holiday Country Club, Inc. with certain duties and obligations pertaining to the finances of the Lake Holiday Country Club, Inc., and as such, the Treasurer shall have the limited authority to direct any employee employed in the management of Lake Holiday Country Club, Inc. with regard to any and all directives relating to the compilation and accumulation of financial data and other issues under the supervision of the office of the Treasurer as provided by the laws of the

Commonwealth of Virginia, the Articles and Bylaws of the Lake Holiday Country Club, Inc. not in contradiction to the express resolution and authority of the Board of Directors and unless otherwise provided in the RESOLUTION.

<u>Directors</u>	<u>Signature</u>	<u>Vote Response</u>			
Lester W. Bates		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
James L. Dean		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Robert E. Delaney		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Louis R. Einstman		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
M. Frank Heisey		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Lois C. Long		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
William F. Penfield		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Stephen L. Pettler		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Emmett C. Scott		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Dolores S. Smith		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent
Philip M. Wonn		<input checked="" type="radio"/> yes	<input type="radio"/> no	<input type="radio"/> abstain	<input type="radio"/> absent