

TALLYHO CLUB, INC.

RESOLUTIONS
OF THE BOARD OF DIRECTORS

The Directors of the Tallyho Club, Inc. (the "Corporation"), a Maryland non-stock corporation, do hereby approve, adopt and consent to the following Resolutions, a quorum being present and notice of the meeting having been waived:

RESOLVED, That in light of the corporate membership's desire to re-open the pool and other facilities, and recognizing the risks posed by COVID-19, the Board of Directors reiterates the Corporation's commitment to indemnification of its officers and directors, as expressed in Section 8 of the Corporation's Bylaws; and

FURTHER RESOLVED, That if any person is made a party to any action, suit or proceeding related to COVID-19 due to their service as an officer or director of the Corporation, and if that person is eligible for indemnification under Bylaws Section 8, the Corporation shall advance to said person the amount reasonably estimated for their defense of such action, suit or proceeding. Provided, however, that before accepting any such advance of funds, the indemnified person must agree to allow the Corporation's treasurer (or other independent person appointed by the Board of Directors) to conduct an accounting of costs at the conclusion of such action, suit or proceeding, and the indemnified person must agree to return to the Corporation any amount in excess of the expenses actually and necessarily incurred in connection with the defense of such action, suit or proceeding; and

FURTHER RESOLVED, That funds for indemnification shall take precedence over all other debts, obligations or responsibilities of the Corporation, and all assets of the Corporation shall be made available to pay for the indemnification required by Section 8 of the Bylaws.

THE UNDERSIGNED, does hereby certify that the foregoing is a full, true and correct copy of the Resolutions duly and regularly adopted by the Board of Directors at a meeting held on June 26, 2020.

Date: June 26, 2020

BY: Greer C. Bautz
Greer Bautz, Secretary