

PLEASE RETURN TO:

PELZER LAW FIRM, LLC
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CHARLESTON, SC 29401



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STATE OF SOUTH CAROLINA)
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COUNTY OF CHARLESTON)

**FIRST AMENDMENT
TO THE BY-LAWS OF
BAKER HOUSE ASSOCIATION, INC.**
Book F133, Page 380

THIS FIRST AMENDMENT TO THE BY-LAWS OF BAKER HOUSE ASSOCIATION, INC. (hereafter the “First Amendment to By-Laws”) is made this 19th day of December, 2023, by the Baker House Association, Inc. (hereafter the “Association”) as follows:

WITNESSETH

WHEREAS, the Master Deed for Baker House Horizontal Property Regime (hereafter the “Master Deed”) was recorded on October 7, 1983 with the Register of Mesne Conveyances for Charleston County, South Carolina at Deed Book F133, page 380; and,

WHEREAS, the By-Laws of Baker House Association, Inc. were incorporated as Exhibit to the Master Deed; and,

WHEREAS, pursuant to Article Q of the By-Laws, the By-Laws may be amended by the affirmative vote of at least two-thirds of the total basic value of the Property; and

WHEREAS, on December 12, 2023, Members holding at least two-thirds of the total basic value of the Property voted to amend the Declaration of Covenants as set forth below.

NOW THEREFORE, KNOW ALL PERSONS BY THESE PRESENTS, pursuant to Article Q of the By-Laws, the Association hereby amends the By-Laws after the affirmative vote of Members holding at least two-thirds of the total basic value of the Property as follows:

- A. **Incorporation of Recitals; Definitions:** The foregoing recitals are true and correct and are hereby incorporated as if set forth verbatim herein. All capitalized terms used herein but not defined herein shall have the definitions set forth in the Declaration of Covenants.
- B. Article B, Section 1 of the By-Laws is hereby deleted in its entirety and replaced with the following:
 - 1. The annual Members’ meeting shall be held at the office of the Association at a date and time to be determined by the Board during the first fifteen days of December of each year for the purpose of electing Directors and transacting any other business

authorized to be transacted by the Members. In the Board of Directors' sole discretion and judgment, the Board of Directors may permit the Members to participate in any annual Members' meeting and/or conduct any such annual Members' meeting through the use of any means of communication by which all Members participating may hear each other simultaneously during the meeting (hereafter the "Virtual Meeting"). In addition to the foregoing, in its sole discretion and judgment, the Board of Directors may permit one or more but less than all of the Members to participate in an annual Members' meeting by the use of any means of communication by which all Members participating may hear each other simultaneously during the meeting (hereafter "Virtual Attendance"). Any Member participating in an annual Member's meeting by Virtual Meeting or Virtual Attendance is deemed to be present in person at such meeting for purpose of obtaining a quorum and voting.

C. Article B, Section 2 of the By-Laws is hereby deleted in its entirety and replaced with the following:

2. Special Members' meeting shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from Members entitled to cast one-third of the votes of the entire membership. In the Board of Directors' sole discretion and judgment, the Board of Directors may permit the Members to participate in any Special Members' meeting and/or conduct any such Special Members' meeting through the use of any means of communication by which all Members participating may hear each other simultaneously during the meeting (hereafter the "Virtual Meeting"). In addition to the foregoing, in its sole discretion and judgment, the Board of Directors may permit one or more but less than all of the Members to participate in a Special Members' meeting by the use of any means of communication by which all Members participating may hear each other simultaneously during the meeting (hereafter "Virtual Attendance"). Any Member participating in a Special Member's meeting by Virtual Meeting or Virtual Attendance is deemed to be present in person at such meeting for purpose of obtaining a quorum and voting.

D. Article B, Section 3 of the By-Laws is hereby deleted in its entirety and replaced with the following:

3. Notice of all Members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President, Vice President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address or e-mail address as they appear on the books of the Association and

shall be mailed or e-mailed not less than ten (10) days nor more than fifty (50) days prior to the date of the meeting. Proof of such mailing or e-mailing shall be given by affidavit of the person giving the notice. Notice of a meeting may be waived before or after meetings.

E. Article B, Section 6 of the By-Laws is hereby deleted in its entirety and replaced with the following:

6. Voting. Each Co-Owner shall have a vote equal to his percentage ownership in the Regime property as a whole, as set forth in Exhibit "C" to the Master Deed. If a Unit is owned by one person, his right to vote shall be established by the record title to his Unit. In the event of a Virtual Meeting or Virtual Attendance by a Co-Owner, the vote of any Co-Owners participating virtually may be cast electronically by e-mail. The submittal of an electronic vote shall constitute a signature and shall be duly accepted by the Association pursuant to S.C. Code § 33-31-727. If more than one Co-Owner attempts to cast a vote with respect to a single Unit, no vote shall be counted with respect to such Unit inasmuch as it shall not be the duty of the Board or the Council to resolve such conflicts among owners of a Unit.

F. Article G, section 2 of the By-Laws is hereby amended to add the following sub-section (e):

(e) Capital Contribution. At the time that title to a Unit is conveyed to a new owner, the new Owner shall contribute to the working capital reserve fund maintained by the Association an amount equal to one-half of one percent of the purchase price at closing for such Unit. The Capital Contribution shall be collected at the closing on the Unit and shall be dispersed to the Association. Such funds shall be used solely for capital expenses of the Association. Such funds shall remain separate and distinct from the Annual Assessment and will not be considered advance payment of the Annual Assessment.

G. Article C, Section 3 of the By-Laws is hereby deleted in its entirety and replaced with the following:

3. Election and Terms of Office. The Board of Directors will be elected at the annual Members' meeting. Directors shall be elected from among the membership and their spouses. Beginning with the 2024 annual Members' meeting (hereafter the "2024 Annual meeting"), the Association elects to stagger the terms of its Directors. At the 2024 Annual Meeting, five (5) Directors shall be elected as follows: the three persons receiving the first, second and third highest number of

votes shall each be elected to serve a term of two (2) years, and the two persons receiving the fourth and fifth highest number of votes shall each be elected to serve a term of one (1) year. Thereafter, all Directors shall serve two (2) year terms. Each Director shall hold office until the annual Members' meeting when his/her term expires and until a successor has been elected. If a quorum is not present at an annual Members' meeting, the Board shall approve Directors to serve until a Members' meeting with a quorum is held, at which time Directors shall be elected. In the event that a vacancy arises on the Board, a Director shall be appointed to fill that vacancy by a vote of a majority of the remaining Directors. This appointed Director shall serve the remaining term of the Director who created the vacancy. All elected Directors shall assume office immediately upon their election.

Except as specifically amended and modified by this First Amendment to the By-Laws of Baker House Association, Inc., the Master Deed and By-Laws referenced herein shall continue in full force and effect in accordance with their terms.

BAKER HOUSE ASSOCIATION, INC.

Clyde
WITNESS

Gwen Leland
By: Gwen Leland
Its: President

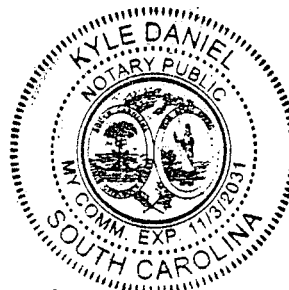
[Signature]
WITNESS

STATE OF SOUTH CAROLINA)
)
COUNTY OF CHARLESTON)

ACKNOWLEDGMENT

THE foregoing instrument was acknowledged before me on this 19th day of December, 2023 by Baker House Association, Inc. by Gwen Leland, Its President.

[Signature]
South Carolina Notary Public
My Commission Expires:



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NOTE: This page **MUST** remain with the original document

Filed By:

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Karen Hollings, Register of Deeds Charleston County, SC		

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