

MOTION TO AMEND THE BY-LAWS
OF
GOVERNORS GRANT COMMUNITY ASSOCIATION

The following motion to Amend the By-Laws of the Governors Grant Community Association was made by the Board of Directors of the Association at the annual meeting of the Association on January 16, 2018:

1. Reduction in Quorum for Meeting of Association:

Motion to amend the By-Laws to reduce the quorum required to take action at a meeting of the association from the current fifty (50%) and twenty-five (25%) percent of the members of the association to ten (10%) percent of the Members of the Association as follows:

Section 6. QUORUM REQUIRED FOR ANY ACTION AUTHORIZED AT REGULAR OR SPECIAL MEETINGS OF THE ASSOCIATION. The quorum required for any action which is subject to a vote of the members at any meeting of the association shall be the presence at the meeting of members or proxies or a combination thereof entitled to cast ten (10%) percent of the total vote of the Membership shall constitute a quorum. Unless otherwise provided any reference hereafter to "votes cast at a duly called meeting" shall be construed to be subject to the quorum requirements established by this Article III, Section 6 and any other requirements for such duly called meetings which may be established by the Bylaws of the Association.

This quorum set forth herein shall not apply in the following situations:

- A. Matters requiring approval pursuant to a referendum pursuant to Section 4 of Article III herein above;
- B. Those matters designated in Article III Section 8 which require approval by a the specified majority of the membership of the association.; and
- C. Amendments to the Declaration in which case the quorum requirement established by Part Four, ARTICLE 11, Section 2 of the Declaration shall govern.

2. Clarification Regarding Proxies:

Motion to amend Article III Section the By-Laws to specify that proxies may only be given to another Member of the Association and to allow for electronic proxies provided they are delivered to the Secretary prior to the meeting as follows:

Section 7 Proxies. All Members of the Association may vote and transact business-at any meeting 'of the Association by proxy authorized in writing, provided, however, that

proxies may only be give to another Member of the Association and may not be granted to or held by any Tenant or other party who does not meet the definition of Member as set forth in Article III Section 1 herein above. Proxies shall not be required for any action which is subject to a Referendum, in which case the votes of all the Members polled shall be made by specially provided ballots mailed to the Association by the Members.

The proxy may be submitted electronically to the Secretary of the Association by email or fax at least forty eight (48) hours prior to the meeting at which the proxy is to be used. Otherwise the original written proxy must be presented at the Meeting.

3. Establishment of Voting Requirements for Approval of Certain Matters:

Motion to amend the By-laws to add Section 8 to Article III to establish the voting and majority requirements for the approval of various matters as follows:

Section 8. Special Requirements for the Approval of Specific Matters: Approval of the following action, whether by referendum or by vote at a meeting of the association shall require the approval of eighty (80%) percent of the total vote of the Membership, as defined in Article III Sections 1 and 2 herein above:

- A. To approve the sale or transfer of any real property or common area of the association;
- B. To amend the Covenants and Restrictions imposed on the Subdivision by the Declarant as recorded in the Office of the Register of Deeds for Lexington County;
- C. To adopt any amendment to the By-Laws which would adjust or modify the voting requirements set forth herein;
- D. To modify the tax designation of the association as a non-profit corporation;
- E. To dissolve the Association.
- F. To execute an assignment to creditors of the assets of the association;
- G. To file bankruptcy
- H. To impose a special assessment is excess of Five Hundred and No/100 (\$500.00) for any calendar year.

Further moved that the Articles of the Association be amended as necessary to specify the foregoing voting requirements and to authorize the President and Secretary of the Association to execute and submit the Amended Articles for filing in the Office of the Secretary of State for the

State of South Carolina..

4. Provision for Electronic Notification of Meeting Upon Written Request of Member

Motion to amend Article VI Section 3 of the By-laws to add Section 8 to Article III to provide for electronic (email) notice of meetings upon the written authorization of the Member requesting notification by email or other electronic means.

Section 3. Notice of Meetings. Notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized or qualified to call the meeting. Except as provided herein below, Notice shall be given in writing, by mailing a copy of such notice, with proper postage affixed, at least ten (10) days (but not more than thirty (30) days) before such meeting to each Member entitled to vote there at, to the last known address or the person or entity who appears as Owner in the Associations Records, on the first day of the calendar month in which said notice is mailed. Notice to one (1) of two (2) or more co-owners or a Residential Lot shall constitute notice to all co-owners. It shall be the obligation of every Member to immediately notify the Secretary of the Association in writing of any change of address. Any person who becomes an Owner and Member following the first day in the calendar month in which said notice is mailed shall be deemed to have been given notice if notice was given to his predecessor-in-title. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Evidence of such notice having been given may consist of an Affidavit of Mailing evidencing that the requisite notice was posted at least ten (10) days prior to such meeting.

Notice by email or other electronic means: Members of the Association may submit a written request to the Secretary of the Association to receive notices from the Association by email or other electronic means. The request must contain the expressed written authorization of all Owners of the Lot for the Association to send notice by email or other electronic means and must set forth the email address to which the notice is to be directed. The request must further contain an acknowledgment that the electronic notice will constitute the only notice provided to the Member by the Association and a waiver of the Member of any right to object to the delivery of the notice by the electronic means identified by the Member. Upon receipt of the foregoing request and written authorization by the Member, notices may be given by email or other electronic means and such notice shall meet the requirements of this section until such time as the Member notified the Association in writing that the election to receive electronic notifications has been terminate.

The motions were made by the Board of the Association and did not require a second.

The foregoing motion was approved by a majority vote of the members of the Association present at the Annual Meeting of the Association on January 16, 2018.

Governors Grant Community Association

By: Kristina Faure
Secretary

ATTESTED:

By: Victoria Skane
President

Pursuant to Article XIX Section 3 of the By-Laws the undersigned Declarant hereby adopts and approves the foregoing amendments to the By-Laws of the Governors Grant Community Association.

Governors Grant, LLC

By: W. Russell Drake
Its: Manager