



STATE OF SOUTH CAROLINA ) FIRST AMENDMENT TO BYLAWS  
 ) OF BAYNARD PARK PROPERTY  
COUNTY OF BEAUFORT ) OWNERS ASSOCIATION, INC.

THIS FIRST AMENDMENT TO THE BYLAWS OF BAYNARD PARK PROPERTY OWNERS ASSOCIATION, INC. (this "Amendment") is made this 12<sup>th</sup> day of December, 2018, by the Baynard Park Property Owners Association, Inc. (the "Association").

WHEREAS, the Declarant executed that certain Declaration of Covenants, Restrictions and Easements for Baynard Park at Buckwalter, which was recorded in the Register of Deeds Office for Beaufort County, South Carolina (the "ROD"), on April 21, 2006, in Book 2359 at Page 1969, inclusive (such instrument may be amended and/or supplemented from time to time is referred to herein as the "Declaration"), which restricts and encumbers certain real property located in the Town of Bluffton, Beaufort County, South Carolina; and

WHEREAS, the Bylaws of Baynard Park Property Owners Association, Inc. (the "Bylaws") were adopted by the Association on September 8, 2006; and

WHEREAS, pursuant to Section 15 of the Bylaws, the Bylaws may be amended by the affirmative vote of a majority of the Directors then in office at any regular meeting of the board or at any special meeting of the Board called for that purpose or by written instrument signed by all of the Directors as is permitted by these Bylaws, provided that the Directors shall not have any authority to adopt, amend or repeal any Bylaw if such new Bylaw or such amendment or the repeal of a Bylaw would be inconsistent with any Bylaw previously adopted by the Members; and

WHEREAS, at a regular meeting of the Board held on December 12, 2018, the affirmative vote of a majority of the Directors in office voted to adopt the First Amendment to the Baynard Park Property Owners Association Bylaws.

NOW, THEREFORE, Section 2.25 [sic] of the Bylaws of Baynard Park Property Owners Association, Inc. is hereby amended to read as follows:

The foregoing recitals are incorporated herein by this reference.

2.25 At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Members. At the first Annual Members Meeting held after Declarant's Resignation Event, a "staggered" term of office of the Board shall be created as follows:

1.0.0 a number of equal to fifty percent (50%) of the total number of Directors rounded to the nearest whole number is the number of directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and

2.0.0 the remaining Directors' terms of office shall be established at one (1) year.

At each Annual Members Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years expiring when their successors are duly elected and qualified.

The resignation of a Director who has been designated by Declarant or the resignation of an officer of the Association who has been elected by the First Board shall remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Association or Purchaser Members had, now have or will have or which any personal representative, successor, heir or assign of the Association or Purchaser Members hereafter can, shall or may have against said officer or Director for, upon or by any reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct or gross negligent.

Any director elected by the members may be removed for cause by a majority of the other directors present at a regular or special meeting of the Board at which a quorum is present, and a successor may be appointed by the Board to fill the vacancy for the remainder of the term. Conditions constituting grounds for removal for cause shall include (without limitation): (i) having three (3) consecutive unexcused absences from Board meetings, (ii) being more than thirty (30) days delinquent in the payment of any assessment or other charge due the Association, (iii) failing to perform the duties of a director as set forth in the Bylaws or applicable law; (iv) violating any code of conduct for a Board member reasonably adopted by the Board or imposed by applicable law; (v) disclosing confidential information of the Association or the Board that is not authorized by the Board or required by the Declaration, the Bylaws or applicable law; (vi) engaging in inappropriate, illegal or improper conduct or behavior that negatively reflects on the Association or adversely affects the Association's orderly conduct of business; or (vii) having an irresolvable or unreported conflict of interest.

In the event of the death, disability, or resignation of a director elected by the members, the Board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time the members shall elect a director to serve the remainder of the director's term of office.