AMENDMENT TO THE BYLAWS
OF THE
GREENWOOD PROFESSIONAL BUILDING CONDOMINIUM

THIS AMENDMENT to the Bylaws of Greenwood Professional Building Condominium (the "Association") is dated this 26 day of April 2024.

WHEREAS, the Association is governed by the Declaration (the "Declaration") dated March 4, 2003 and recorded in the Office of the Recorder of Deeds of Montgomery County, Pennsylvania on March 5, 2003 at Book 5448, Page 1248, et seq., the By-Laws and the Pennsylvania Uniform Condominium Act, 68 Pa.C.S.A., 3101, et seq. (the "Act");

WHEREAS, Section 3302(a)(1) of the Act provides associations with the power to adopt and amend bylaws and rules and regulations;

WHEREAS, Section 3306(c) of the Act provides that "*Except as otherwise provided in the bylaws or code of regulations, if any amendment to the bylaws or code of regulations is necessary in the judgment of the executive board to cure any ambiguity or to correct or supplement any provision of the bylaws or code of regulations that is defective, missing or inconsistent with any other provision thereof, with the declaration or with this subpart or if an amendment is necessary in the judgment of the executive board . . . to comply with any statute, regulation, code or ordinance which may now or hereafter be made applicable to the condominium or association, the executive board may at its discretion effect an appropriate corrective amendment without the approval of the unit owners or the holders of any liens on all or any part of the condominium, upon receipt by the executive board of an opinion from legal counsel who is independent from the declarant to the effect that the proposed amendment is permitted . . .*"

WHEREAS, the Board of Directors has determined that it is in the best interests of the Association to amend the By-laws to be consistent with certain amendments to the Act, including without limitation, the provisions of Act 115 of 2022 amending Title 68 and industry standards;

WHEREAS, the Board of Directors has obtained the requisite opinion from counsel that a corrective amendment is permitted and appropriate in order to bring the Association's Bylaws into compliance with current law.

NOW, THEREFORE, intending to be legally bound, the Association, through its Board of Directors, hereby adopts and amends the By-laws as attached hereto as Exhibit "A". All other terms and provisions of the By-laws not amended as set forth in Exhibit "A" shall remain in full force and effect.

WITNESS this day, our hands and seals:

ATTEST:

Donald E Jones (Seal)
Name: DONALD E. JONES
Title: Secretary

BOARD OF DIRECTORS
GREENWOOD PROFESSIONAL
BUILDING CONDOMINIUM

Robert C. Gerhard (Seal)
Name: ROBERT C. GERHARD, III
Title: President

EXHIBIT “A”

AMENDMENT TO THE BY-LAWS
OF THE
GREENWOOD PROFESSIONAL BUILDING CONDOMINIUM
ADOPTED APRIL 2024

1. Article IV, Section 2 is hereby deleted and replaced with the following revised Section 2:

Section 2. Voting Rights of Members. Every Unit shall be entitled to one vote in accordance with the Declaration. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Votes may be cast in person or by proxy at a meeting or by absentee or electronic ballot.

(a) Proxies. Votes allocated to a Unit may be cast pursuant to a proxy duly executed by a Member. If a Unit is owned by more than one person, each owner of the Unit may vote or register protest to the casting of the votes by the other owners of the Unit through a duly executed proxy. Such proxy shall be deemed revoked or void, upon actual receipt by the person presiding over the meeting of written notice of the revocation from the grantor of the proxy or written notice of death or judicially declared incompetence of a grantor of such proxy. A proxy is void if it is not dated or purports to be revocable without notice. No proxy shall be valid for a period in excess of one year after the execution thereof.

(b) Absentee or electronic ballot. An absentee ballot or electronic ballot may be counted as a Member present and voting for the purpose of establishing a quorum, and otherwise, only for agenda items appearing on the ballot. Absentee ballots or electronic ballots may not be counted even if properly delivered, if the Member attends the meeting to vote in person. A vote cast at a meeting by a Member supersedes a vote submitted by an absentee ballot or electronic ballot previously submitted for that agenda item. For purposes of this section, an "electronic ballot" means a ballot cast or given by electronic transmission over the Internet, vote management system or the association's community network, whether by direct connection, intranet, telecopier, electronic mail or other technological means, if the identity of the Member submitting the ballot can be confirmed and a receipt of the electronic transmission and ballot can be made available to the Member.

2. Article V, Section(s) 1-4 are hereby deleted and replaced with the following revised Section(s) 1-5:

Section 1. Place of Meetings. Meetings of the Members shall be held at a location or may be held virtually as determined by the Board of Directors.

Section 2. Annual and Special Meetings.

(a) The annual meeting of the Members shall be held on a date during the same month of each year and at a time as determined by the Board of Directors.

(b) Special meetings of the Members may be called at any time by the President or Board of Directors or upon written request of Members who together are entitled to cast at least one-fourth ($1/4^{th}$) of all of the votes.

Section 3. <u>Notice of Meeting</u>. Written notice of the place, date and time of each meeting of the Members shall be given by, or at the direction of the secretary or other person authorized to call the meeting, by hand deliver or by mailing a copy of such notice, postage prepaid at least ten (10) days before such meeting to each Member entitled to vote at such meeting to the address last appearing on the books of the Association or provided in writing by such Member to the Association for the purpose of notice. Notice of a meeting may be delivered by electronic means if the Member has designated in writing a fax number, e-mail address or other means of electronic communication where the Member agrees to accept such notices. Notice of a virtual meeting provided by first class or express mail, postage prepaid to the mailing address designated as set forth herein shall be deemed to have been given to a Member when deposited in the United States Mail or with a courier service for delivery to the Member. Notice of a virtual meeting given by facsimile, email address or other means of electronic communication as set forth herein shall deemed to have been given when sent.

Each Member shall register his address with the Secretary at the time of becoming a Member and thereafter at any time such Member wishes to change his address for notice purposes.

In the case of a special meeting, the Notice shall specify the purpose of the meeting. If the business of any meeting includes action governed by the Articles of Incorporation of the Association, the Declaration or any specific section of these By-Laws provide for action by the Members, notice of such meeting shall be given as therein provided.

Section 4. <u>Quorum and Adjournment</u>.

The presence at any meeting of Members entitled to cast, in person or by proxy, of one-tenth (1/10th) of the votes of the voting membership shall constitute a quorum for all purposes, unless and except as other provided in the Articles of Incorporation, the Declaration or these By-Laws. If a meeting cannot be conducted because a quorum has not attended at two subsequent meetings, those present may adjourn the meeting to another place, date and time. Written notice of the adjourned date need not be given to the Members if the adjourned date is announced at the meeting. For election purposes, those who attend the second of such adjourned meetings, although less than a quorum, shall be deemed to constitute a quorum for purposes of electing the Board of Directors. For purposes of conducting any other business, those who attend the second of such adjourned meetings, although less than a quorum, shall be deemed to constitute a quorum for purposes of conducting such other business provided that written notice of such second adjourned meeting stating that those Members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of conducting such business is given to each member at least ten (10) days prior to the date of the second adjourned meeting. All voting documents submitted to the Association by Members at the first scheduled meeting date shall remain valid for use in quorum calculations and balloting for the adjournments thereof, unless they are revoked before the adjourned meeting is called to order.

Section 5. <u>Use of Remote Technology</u>. All annual and special meetings may be held without the necessity of meeting in a physical location by means of conference telephone or other remote electronic technology, including the Internet, by means of which all persons participating *in the meeting can hear each other including, but not limited to, videoconferencing systems such as Zoom and Google Meet as examples. Participation in a meeting as authorized under this section shall constitute presence in person at such meeting. Participation as authorized under this section shall be subject to guidelines and procedures the Board of Directors adopts from time to time.*

3. Article VI, Section 1 is hereby deleted and replaced with the following revised Section 1:

Section 1. <u>Number.</u> The affairs of this Association shall be managed by a Board of three (3) Directors who shall be natural persons and Members of the Association.

4. Article VI, Section 2 is hereby deleted and replaced with the following revised Section 2:

Section 2. <u>Term of Office.</u> Each Director elected by the Members at the annual meeting of the Members shall hold office for a term of three (3) years or until their successor has been elected.

5. Article VI, Section(s) 2(a)-(d) are hereby deleted.

6. Article VI, Section 3 is hereby deleted and replaced with the following revised Section 3:

Section 3. <u>Removal.</u> Any director elected by the Members may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a director elected by the Members, his successor shall be elected by a majority vote of the remaining directors of the Board and shall serve for the unexpired term of his predecessor.

7. Article VII is hereby amended to add a new Section 3 as follows:

Section 3. <u>Acclamation.</u> In the event that an election for a position on the Board of Directors is uncontested, the officer or chair presiding at the election meeting may declare the nominee elected by acclamation after determining there are no further nominations.

8. Article VIII, Section 4 is hereby added to Article VII as follows:

Section 4. <u>Use of Remote Technology.</u> Meetings of the Board of Directors may be held without the necessity of meeting in a physical location by means of conference telephone or other remote electronic technology, including the Internet, by means of which all persons participating in the meeting can hear each other including, but not limited to, videoconferencing systems such as Zoom and Google Meet as examples. Participation in a meeting as authorized under this section shall constitute presence in person at such meeting. Participation as authorized under *this section shall be subject to guidelines and procedures the Board of Directors adopts from time to time.*

9. Article XV is hereby amended to add a new Section 3 as follows:

Section 5. If any amendment to these By-laws is necessary in the judgment of the Board of Directors to cure any ambiguity or to correct or supplement any provision of the By-laws that is defective, missing or inconsistent with any other provision thereof, with the declaration or with this subpart or if an amendment is necessary in the judgment of the Board of Directors to conform to the requirements of any agency or entity that has established national or regional standards with respect to loans secured by mortgages or deeds of trust on units in condominium projects (such as the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation), to comply with any statute, regulation, code or ordinance which may now or hereafter be made applicable to the condominium or association, or to make a reasonable accommodation or permit a reasonable modification in favor of handicapped, as may be defined by prevailing Federal or State laws or regulations applicable to the Association, Members, residents, tenants or employees, then at any time and from time to time, the Board of Directors may at its discretion effect an appropriate corrective amendment without the approval of the Members or holders of any liens on all or any part of the condominium, upon receipt by the Board of Directors of an opinion from legal counsel who is independent from the declarant to the effect that the proposed amendment is permitted by the terms of this subsection.