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Suffolk County Registry of Deeds
Stephen J. Murphy, Register
24 New Chardon Street
Boston, MA 02114
617-788-8575
Suffolkdeeds.com

THIRD AMENDMENT TO THE BYLAWS OF THE LOFTS
AT WESTINGHOUSE CONDOMINIUM ASSOCIATION

UNIT OWNER AND BOARD OF MANAGER
ELECTRONIC NOTICE, REMOTE MEETINGS
AND VOTING WITHOUT A MEETING AMENDMENT

The undersigned, being at least a majority of the Board of Managers of the Lofts at Westinghouse Condominium Association (the "Association") whose Amended and Restated Bylaws are dated December 23, 2009 and recorded with Suffolk Registry of Deeds in Book 45949, Page 149, hereby certify that (a) Unit Owners of The Lofts at Westinghouse Condominium (the "Condominium") holding at least sixty-seven (67%) percent of the undivided interest in the Common Elements of the Condominium, (b) a majority of the Managers of the Association's Board, and (c) the Board of Managers of the Mother Brook Condominium Association, being the Primary Board of Managers, have consented in writing to amend the Bylaws of the Association for the following purposes:

- 1) To permit electronic notice to the Unit Owners and to the Members of the Board of Managers for Unit Owners' and the Board of Managers' meetings and for other matters involving voting or approval by the Unit Owners and the Board members.
- 2) To permit remote annual or special meetings of the Unit Owners when in-person meetings cannot be held as determined by the Board of Managers.
- 3) To permit remote regular and special meetings of the Board of Managers, as determined by the Board.
- 4) To permit Unit Owners to vote remotely on all Condominium matters for which Unit Owners may vote and provide approval by electronic means or any other means determined by the Board of Managers
- 5) To permit the Board of Managers to vote remotely on all matters for which the Board of Managers may vote and provide approval in a manner determined by the Board of Managers without doing so at an in-person meeting.

To that end, the following are added to the Bylaws and are intended to supplement and add an alternative notice, meeting and voting option to the existing provisions of the Bylaws regarding notices to Unit Owners, annual and special meetings of the Unit Owners and regular and special meetings of the Board of Managers, and voting at virtual and remote meetings or for amendments to the Condominium Documents as determined by the Board of Managers

FIRST:

The following subsection (r) is added to Article 4.1 of the Bylaws entitled the Powers and Duties of the Board:

(r) adopting procedures for the conducting of remote annual and special meetings of the Unit Owners and remote regular and special meetings of the Board of Managers and procedures for the conducting of votes for election of the Board of Managers and other matters involving voting or approval by the Unit Owners and Board of Managers, including, but not limited to nominations, proxies, notices, amendments, votes, approvals and election of Managers by electronic methods such as email or internet e-balloting.

SECOND:

The following Article XIX is added to the Bylaws:

Article XIX

Electronic Notices, Remote Meetings of the Unit Owners and the Board of Managers, and Voting Without Meetings

19.1. Electronic Notices to Unit Owners and Members of the Board of Managers. The owners of each Unit shall have the responsibility of providing to the Board of Managers for the Managers' records the correct name of the present owner(s) of the Unit and the correct email address and any address other than the Unit to which they desire notices to be mailed. The Board of Managers shall have no duty of inquiring beyond the information submitted. Every notice to any Unit Owner or Member of the Board of Managers required under the provisions of the Bylaws shall be deemed sufficient and binding if delivered electronically to the email address last appearing on the Board of Managers' records.

The Board of Managers may provide notices to the Unit Owners for all purposes for which notices are required under these Bylaws, including, but not limited to, notices of meetings, notices for matters which require the vote or approval of the Unit Owners or the Board of Managers, or for the distribution of Condominium information such as financial reports, budgets or the like, by electronic mail (email) at such email address for the Unit Owners or Board Members in question as it appears on the books and records of the Condominium. Notice shall be deemed given as of the date of the delivery of the electronic communication.

19.2. Remote Annual and Special Unit Owner Meetings. Notwithstanding the provisions of the Bylaws with regard to the place of Annual and Special meetings of the Condominium and Unit Owners, when an in-person Annual or Special Meeting cannot be held, as determined by the Board of Managers in its sole discretion, the Board of Managers shall have the right to conduct Annual or Special Meetings of the Unit Owners via a remote method, including, but not limited to, video teleconferencing via the internet in lieu of an in-person meeting, as long as:

- 1) the meeting notice states the teleconference process to be used;
- 2) the meeting notice states how Unit Owners may participate;
- 3) the teleconference method provides all persons participating in the meeting to hear one another or perceive the discussion and offer comments regarding any matter affecting the Condominium or the Association; and

- 4) the Board of Managers is able to verify each person deemed present at the remote meeting is a Unit Owner.

19.3. Remote Regular and Special Board of Manager Meetings and Actions by Remote Vote. Notwithstanding the provisions of the Bylaws with regard to regular and special meetings of the Board of Managers, the Board of Managers, by vote of a majority of its members, shall have the right to conduct regular and special meetings of the Board of Managers remotely, including by video teleconferencing, telephone conference, or email. At the remote meetings the Board may take votes and other actions to transact business. A remote meeting can only be held when a majority of the Managers then in office are present at the remote meeting to establish a quorum. All remote meetings shall be subject to Rules and Regulations adopted by the Board of Managers.

19.4. Election and Voting by Unit Owners Without a Meeting. In addition to the methods set forth in the By-Laws, the Board of Managers can adopt procedures and Rules and Regulations for the conducting of votes for election of Board Members and other matters requiring approval of the Unit Owners such as Amendments to the By-Laws without an in-person meeting, but rather by electronic means such as electronic mail, ballot, or internet e-balloting, with or without an electronic voting company to administer the vote electronically.

In such a case of an election and voting by electronic means, the Board of Managers shall provide a ballot to the Unit Owners setting forth the proposed action and provide the Unit Owners with an opportunity to vote for or against the action. The ballot shall:

- 1) indicate the percentage of votes necessary to approve each matter other than the election of Board Members
- 2) specify the time and date by which the ballot must be delivered to the Association to be counted, which time and date shall not be fewer than ten days after which the Association delivered the ballot.

The Board of Managers shall implement reasonable measures to verify each person deemed present and eligible to vote by means of remote communication is a Unit Owner eligible to vote. If the Board of Managers cannot determine the electronic vote has been submitted by a Unit Owner, the Board of Managers may reject the vote and the Board of Managers' decision shall be final.

Except as otherwise determined by a vote of a majority of the Board of Managers, a Unit Owner ballot may not be revoked once delivered to the Board of Managers or its managing agent. The Board of Managers shall maintain votes of the Unit Owners on all matters for a period of time, to be determined by the Board of Managers.

The undersigned further certify that there are no Listed Mortgagees as defined in the Bylaws, whose consent to this Amendment is required.

All other provisions of the Bylaws shall remain in full force and effect.

(MANAGER SIGNATURES FOLLOW)

Executed under seal this 23 day of OCTOBER, 2020.

A MAJORITY OF THE MEMBERS
OF THE MANAGEMENT BOARD OF
THE LOFTS AT WESTINGHOUSE
CONDOMINIUM ASSOCIATION

(Matthew McKee)
 (MATTHEW MCKEE
 (Carole Allen
 (CAROLE ALLEN
 (Pamela J. Ross
 (PAMELA J. ROSS
 (_____
 (_____
 (_____

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss

On this 23 day of OCTOBER, 2020, before me, the undersigned notary public, personally appeared the above-named CAROLE ALLEN, Manager(s) as aforesaid, known to me to be the person(s) whose name is/are signed to the foregoing document, and acknowledged to me that SHE signed it voluntarily and for its intended purpose, as Manager(s) of said Association.

James W. Sisk
 Notary Public James W. Sisk
 My commission expires: 8/21/2028

