

**Resolution to Amend the Bylaws
of the
Sanderling Property Owners Association, Inc.**

Whereas, Article XIX of the Bylaws of the Sanderling Property Owners Association, Inc., provides for the Bylaws to be altered, amended or added to at any duly called meeting of the Owners, provided that the amendment be approved in writing by the holders of mortgages of not less than fifty (50%) percent, in the aggregate, of the Lots and Dwelling Units subject to mortgages; that the amendment be approved by the Board of Directors of the Association; and that no amendment to the Declaration shall be necessary unless such amendment to the Bylaws creates an inconsistency with the Declaration;

Whereas, the Amendments to Bylaws of Sanderling Property Owners Association as of December 31, 2016 amended Article VII, Section 1 to change the maximum number of Directors from five (5) to seven (7);

Whereas, the Board of Directors of the Association desired to institute a maximum number of full terms a Director could consecutively hold and a minimum absence from service as a Director before being elected to the Board beyond three consecutive full terms, and approved such an amendment on August 20, 2022 for consideration of the general membership;

Whereas, the amendment to the Bylaws does in no way conflict with and is fully consistent with the Declaration of the Association; and

Whereas, not less than fifty (50%) percent of the holders of mortgages on lots and Dwelling Units did approve the amendment at a duly called meeting of the Owners on October 8, 2022.

Therefore, be it resolved that Article VII, Section 1 of the Bylaws of the Association is amended to read as follows (*italicized words indicate changes/additions*):

SECTION 1. Function, Number, ~~and~~Qualifications and Terms: The affairs of the Common Properties, and appurtenant duties on the Lots and Dwelling Units shall be operated by the Association, which in turn shall be governed by a Board of Directors (not more than seven (7) in number), who need not be Members of the Association. Unless the Members shall otherwise determine at a meeting duly noticed, the Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors. Each of the initial directors shall have one (1) vote. Beginning with the first annual meeting to be held in April, 1982, the Members shall elect a director for a term of one (1) year, and a director for a term of two (2) years, and a director for a term of three (3) years, and at each annual meeting thereafter, the Members shall elect one (1) director for a term of three (3) years. *No director shall serve more than three (3) consecutive full terms of 3 years each; a previous director must be absent from the board for at least one (1) year before being elected to serve again.*

Dated: October 8, 2022