

Florence County Recording Page



Florence Clerk of Court
Doris Poulos O'Hara
180 North Irby Street MSC-E
Florence, SC 29501
(843) 665-3031

File Number : **2022-00016574**

Book : **1022** Page : **755**

On (Recorded Date) : **11/18/2022**

At (Recorded Time) : **1:20:00 PM**

Recording Pages : **13**

Recording Fee : **\$25.00**

Please keep this Cover Page with the Original Document

This sheet is now part of this document, please leave attached.

Index Type : **DEEDS**

Type of Instrument : **DEED**

Type of Transaction: **By Laws**

First GRANTOR

BRIGADOONE HOMEOWNERS ASSOCIATION INC

First GRANTEE

BRIGADOONE HOMEOWNERS ASSOCIATION INC

Received From :
SIMPLIFILE

Return To :
SIMPLIFILE

The attached document including this Cover Page was recorded in the County Recorder's office of
Florence County, South Carolina

By-Laws of Brigadoone Homeowners Association, Inc.

Cross Reference:

Book A296 at Page 1699

Book 774 at Page 409

Book 794 at Page 832

Book A394 at Page 1106

Book 774 at Page 438 .

Book 794 at Page 859

Book A559 at Page 1351

Book A906 at Page 1073

Book 1021 at Page 1203

IN ADDITION TO THE CROSS-REFERNCES SET FORTH ABOVE, THE REGISTER OF DEEDS FOR FLORENCE COUNTY IS REQUESTED TO INDEX THESE BY-LAWS IN THE GRANTOR AND GRANTEE INDEXES UNDER THE NAMES BRIGADOONE I & II HOMEOWNERS ASSOCIATION, INC. AND BRIGADOONE III & IV HOMEOWNERS ASSOCIATION, INC.

By-Laws
Of
Brigadoone Homeowners Association, Inc.

Article I

Name, Location, Definitions

1. **Name.** The name of the Association shall be Brigadoone Homeowners Association, Inc. (hereinafter referred to as "BHOA"). BHOA is a merger of Brigadoone I & II Homeowners Association, Inc. and Brigadoone III & IV Homeowners Association, Inc., as of January 1, 2023. These initial By-Laws were adopted as Amended By-Laws of Brigadoone I & II ("Homeowners Association, Inc., as provided below; and adopted as Amended By-Laws of Brigadoone III & IV Homeowners Association, Inc. as provided below.
2. **Location.** The principle office of the Association shall be located in Florence County, South Carolina.
3. **Definitions.** The words used in these By-Laws shall be given their normal, commonly understood definitions.
 - a. **Articles.** "Articles" shall mean the Declaration and Petition for Incorporation of the Association.
 - b. **Association.** "Association" shall mean the Brigadoone Homeowners Association, Inc. (hereinafter referred to "BHOA").
 - c. **Association Board.** "Association Board" shall mean the Board of Directors of the association duly elected and acting pursuant to the Articles and these By-Laws.
 - d. **Declarations.** "Declaration" shall mean that certain Declarations of Covenants, Conditions and Restrictions and amendments for Brigadoone Phase I, Phase II, Phase III and Phase IV, recorded in the Office of the Clerk of Court for Florence County.
 - e. **Owner.** "Owner" shall be as defined in the Declarations.
4. **Governing Laws.** The Provisions of these By-Laws shall be governed by and construed in accordance with the laws of the State of South Carolina.

Article II

Membership and Meetings

1. **Membership.** The Owner shall be the "Member" and have "membership" in BHOA.
 2. **Place of Meetings.** Meetings of BHOA shall be held at the principal office or at such suitable place convenient to the Members as may be designed by the Board either within the Properties or as convenient as possible and practical.
 3. **Annual Meetings.** An initial meeting of the Association shall be held in January or February 2023 solely for the purpose of electing the initial Board of Directors. Beginning with 2023 and for each year thereafter, the annual meeting shall be held in September or
-

October in advance of the upcoming fiscal year (calendar year). The date of the annual meeting within those two months will be set by the Board of Directors.

4. **Notice.** Written notice of the annual meeting shall go out no less than ten and no more than 30 days before the date of the annual meeting. Written notice shall include the agenda for the meeting along with any proposed amendments to corporate documents such as bylaws.
 5. **Special Meetings.** The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting if so directed by resolution of the Board or upon a petition signed by Members representing at least 25% of the total votes of the Association as defined in the Declarations. Signatures on any such petition may be submitted by hard copy or electronically provided that the signature clearly acknowledges the understanding of the substantive content or purpose of the petition. In the case of a special meeting or when otherwise required by statute or these By-Laws, the purpose or purposes of which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage prepaid.
 6. **Waiver of Notice.** Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting also shall be deemed waiver of notice of all business transacted at such meeting, unless an objection on the basis of lack of proper notice is made before the business is put to a vote.
 7. **Adjournment of Meeting.** If any meeting of the Association cannot be held because a quorum is not present, a majority of the members who are present at such meeting may adjourn the meeting to a time not less than five nor more than 30 days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business may be transacted at the meeting originally called. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to members in the manner prescribed for regular meetings. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough to leave less than a quorum, provided that Members representing at least 15% of the total votes in the Association remain in attendance, and provided that any action taken is approved by at least a majority of the votes required to constitute a quorum.
 8. **Voting.** At any regular or special meeting, each Member in good standing shall be entitled to one vote on any question or issue voted on by the membership, except that in the election of Directors each such Member shall have as many votes as there are directorships
-

to be filled at the election. Nonvoting Members (those Members not in good standing or excluded from voting due to conflict and/or abstention) shall not be entitled to vote. Except as otherwise provided by law, or certificate of incorporation, or these By-Laws, all matters voted on require a majority vote by the voting Members present, provided however that in any election of Directors, the number of directorships to be filled shall be filled by those candidates who receive the highest number of votes cast, without regard to the presence or absence or an absolute majority in any case.

9. **Proxies.** On any matter as to which a voting Member is entitled to personally cast a vote, such vote may be cast in person or by proxy, subject to limitations of South Carolina law relating to use of general proxies and subject to any specific provisions to the contrary in these By-Laws. No proxy shall be valid unless signed by the voting Member for which it is given or his duly authorized attorney-in-fact, dated and filed with the Secretary of the Association. Proxies shall be valid only for the specific meeting for which given and lawful adjournments of such meeting. In no event shall a proxy be valid more than 90 days after the date of the original meeting for which it is given. Every proxy shall be revocable and shall automatically cease upon conveyance by a voting Member of his Lot.
10. **Majority.** As used in these By-Laws, the term "majority" shall mean those votes totaling more than 50% of the Members voting.
11. **Quorum.** Except as otherwise provided in these By-Laws, the presence of the Members either personally or by proxy representing 30% of the total votes in the Association constitute a quorum at all meetings of the Association.
12. **Conduct of Meetings.** The President shall preside over all meetings of the Association, and the Secretary shall keep minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.
13. **Action Without a Meeting.** Any action required or permitted by law to be taken at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote if written consent specifically authorizing the proposed action is signed by Members holding at least the minimum number of votes necessary to authorize such action at a meeting if all Members entitled to vote thereon were present. Such consents shall be signed within 60 days after receipt of the earliest dated consent, dated and delivered to the Association at its principle place of business in the State of South Carolina. Such consent shall be filled with the minutes of the Association, and shall have the same force and effect as a vote of the Members at the meeting. Within ten days after receiving authorization for any action written by consent, the Secretary shall give written consent, fairly summarizing the material features of the authorized action.

Article III

Board of Directors

1. Composition and Selection.

- a. **Governing Body Composition.** The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one vote. The Board of Directors
-

shall have the authority to delegate any of its duties to agents, employees, or others; provided however, in the event of such delegation the Board of Directors shall remain responsible for any action undertaken by such delegate. The Directors shall be Members or spouses of such Members; provided, however, no person and his or her spouse may serve on the Board at the same time.

- b. **Number and Eligibility of Directors.** The number of Directors in the Association shall be five. Two of the Directors must be Members of Phase I or II and two Directors must be Members of Phase III or IV. The fifth Director shall be an at-large election and Members from all Phases are eligible.
 - c. **Nomination and Election Procedures.** Directors shall be nominated from the floor at the Annual Meeting of the Membership. Nominators need not be a Member of the Phases for which that Director position applies. If there are more nominees than vacant positions on the Board, a ballot will be circulated to all Members present and tallied. The candidate(s) with the highest number of votes shall be elected to fill the vacant position(s).
 - d. **Election and Term of Office.** Notwithstanding any other provision of these By-Laws:
 - i. The President shall call for an election by which the voting Members shall be entitled to elect Directors for any terms that expire.
 - ii. The initial five directors will serve staggered terms with two Directors, one from each eligible Phases, serving an initial term of three years, the other two Directors from each eligible Phases, serving an initial term of two years, and the at-large Director serving an initial term of three years.
 - iii. Upon the expiration of the term of the initial Directors and any Director thereafter, the Members shall elect a successor to serve a three-year term.
 - iv. The Directors elected shall hold office until their respective successors have been elected. However, no director shall serve more than three consecutive terms.
 - e. **Removal of Directors and Vacancies.** Any director elected may be removed, with or without cause, by the voting Members holding a majority of the votes entitled to be cast. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a Director, a successor shall be elected by the Members to fill the vacancy for the remainder of the term of such Director. Any Director who has three consecutive unexcused absences from Board Meetings, or who is more than 30 days delinquent in the payment of any assessment or other charge due to the Association, may be removed by a majority of the Directors present at a regular or special meeting at which the quorum is present, and a successor may be appointed by the Board to fill the vacancy for the remainder of the term. In the event of the death, disability, or resignation of a Director, the Board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time successor shall be elected by the Members for the remainder of the term. Only a Member from the same Phases (I & II or III &
-

IV) may be appointed to fill such vacancy. A vacancy of the at-large Director may be appointed from any Phase.

- f. **Conduct of Board of Directors.** Board of Directors shall conduct business in the best interest of the Association. In all dealings, Directors must avoid conflicts of interest or the appearance of conflicts of interest.

- i. Procurement of Services – Should be purchased at no greater than market rate.
- ii. Board reserves right to obtain competitive bids for any services rendered by an immediate family member of another Board member or Association member.

2. **Meetings.**

- a. **Organizational Meetings.** The first meeting of the Board following each annual meeting of the membership shall be held within ten days thereafter at such time and place the Board shall fix.
- b. **Regular Meetings.** Regular Meetings of the Board may be held at such time and place as a majority of the Directors shall determine, but at least four such meetings shall be held during each fiscal year with at least one per quarter.
- c. **Special Meetings.** Special meetings of the Board shall be held when called by written notice signed by the President or by any two Directors.
- d. **Notice; Waiver of Notice.**
 - i. Notices of Meetings of the Board shall specify the time and place of the meeting and in the case of a special meeting, the nature of any special business to be considered. The notice shall be given to each Director by; (i) personal delivery; (ii) first class mail, postage prepaid; or (iii) electronic mail communication directly to the director. All such notices shall be given at the director's telephone number, electronic mail address, or sent to the Director's address as shown on the records of the Association. Notices of special meetings of the Board shall also be posted in a prominent place within the Properties. Notices sent by First Class mail shall be deposited into a United States mailbox at least four business days before the time set for the meeting. Notices given by personal delivery or electronic mail shall be delivered or transmitted at least 72 hours before the time set for the meeting.
 1. The transactions of any meeting of the Board, however called and noticed wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if (i) a quorum (as defined hereinbelow) is present; and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting also shall be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

- e. **Telephonic Participation in Meetings.** Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to the subsection shall constitute presence in person at such meeting.
 - f. **Quorum of Board of Directors.** At all meetings of the Board, a majority of the Directors shall constitute a quorum of the transaction business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board, unless otherwise specifically provided in these By-Laws. A meeting at which quorum is initially present may continue to transact business, notwithstanding losing the quorum of that meeting. If any meeting of the Board cannot be held because a quorum is not present, a majority of the Directors present at such meeting may adjourn the meeting to a time not less than 5 nor more than 30 days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called be transacted without further notice.
 - g. **Compensation.** No Director shall receive any compensation from the Association for acting as such unless approved by the Members representing a majority of the total votes in the Association. Any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of the majority of the other Directors. Nothing herein shall prohibit the Association from compensating a Director, or any entity with which a Director is affiliated, for services or supplies furnished to the Association in a capacity other than as a Director pursuant to a contract or agreement with the association, provided that such Director's interest was made known to the Board prior to entering in such contract and such contract was approved by a majority of the Board of Directors, excluding the interested Director.
 - h. **Conduct of Meetings.** The President shall preside over all meetings of the Board and the Secretary shall keep a minute book of Board meetings, recording all Board resolutions and all transactions and proceedings occurring at such meetings.
 - i. **Open Meetings.** Subject to the provision of Sections 2(j), all meetings of the Board shall be open to all Members, but attendees other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the President may limit the time any such individual may speak. Notwithstanding the above, the President may adjourn any meeting of the Board and reconvene in executive session, and exclude persons other than Directors, to discuss a sensitive matter, such as pending or threatened litigation, personnel matters, delinquent member accounts, etc.
 - j. **Action without a Formal Meeting.** Any action to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the
-

action so taken, is signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

3. Powers and Duties.

a. **Powers.** The Board of Directors shall have all of the powers and duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in these By-Laws, the Articles, or South Carolina law does not direct to be done and exercised exclusively by the voting members generally.

b. **Duties.** The duties of the Board shall include, without limitation:

- i. Proposing amendments to the Bylaws.
 - ii. Determining annual dues.
 - iii. Carrying out those duties and responsibilities authorized in the By-Laws and Declarations;
 - iv. Providing for the operation, care, upkeep and maintenance of the entrances;
 - v. Designating all funds received on behalf of the Association in a bank depository which it shall approve, and using such funds to operate the Association provided, any reserve fund may be deposited, in the Director's best judgement, in depositories other than banks;
 - vi. Opening of bank accounts on behalf of the Association and designating the signatures required;
 - vii. Making or contracting for the making of repairs, additions, and improvements to our alterations of the entrances;
 - viii. Enforcing by legal means the provisions of By-Laws and Declarations which may be instituted on behalf of or against the Members concerning the Association; provided, the Association shall not be obligated to take action to enforce any rule or Declaration which the Board in the exercise of business judgement determines is, or is likely to be construed as, inconsistent with applicable law, or in any case in which the Board reasonably determines that the Association's position is not strong enough to justify taking enforcement action or where the fiscal effect of such action is not in the best interest of the Association;
 - ix. Obtaining and carrying insurance and providing for payment of all premiums and filing and adjusting claims, and appropriate;
 - x. Paying the cost of all services rendered to the Association or its Members;
 - xi. Keeping books with detailed accounts of the receipts and expenditures of the Association;
 - xii. Making available to a prospective purchaser of a Lot, any Member, and the holders, insurers, and guarantors of any mortgage on any Lot, current copies of, the Articles of Incorporation, the By-Laws, Declarations records, and financial statements of the Association.
 - xiii. Indemnifying a Director, officer or committee member, or former Director, officer or committee member of the Association.
-

- f. **Right to Contract.** The Association shall have the right to contract with any person for the performance of various duties and functions.
- g. **Enforcement.** The Board shall have the power to impose monetary fines and suspend a voting Member's right to vote; provided, however, nothing herein shall authorize the Board to limit ingress or egress to or from a Lot. In addition, the Board may suspend any services provided by the Association to a Member or the Members Lot if the Member is more than 90 days delinquent in paying dues or other charges owed to the Association. In the event that an occupant, guest or invitee of a Lot violates the By-Laws or Declarations the fine will be imposed against the Member. The failure of the Board to enforce any provision of the By-Laws or Declarations shall not be deemed a waiver of the right of the Board to do so thereafter.
- i. **Notice.** Prior to imposition of any fine or notice of corrective action hereunder the Board or its delegate shall serve the alleged violator with written notice describing (a) the nature of the alleged violation; (b) the proposed fine or corrective action to be imposed; (c) a period of not less than (15) days within the alleged violator may present a written request for a hearing to the Board; and (d) a statement that the proposed fine or corrective action shall be imposed as contained in the notice unless a challenge is begun within 10 days of the notice. If a timely challenge is not made, the fine or corrective action stated in the notice shall be imposed; provided, the Board may, but shall not be obligated to, suspend any proposed fine or corrective action if the violation is cured within the 10-day period. Such suspension shall not constitute a waiver of the right to sanction future violations of the same or other provisions and rules by any person.
- ii. **Hearing.** If a hearing is requested within the allotted 10-day period the hearing shall be held before the Board in executive session. The alleged violation shall be afforded a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the meetings of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with the statement of the date and manner of delivery, is entered by officer, director or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or its representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.
- iii. **Additional Enforcement Rights.** Notwithstanding anything to the contrary in this Article, the Board may elect to enforce any provision of the By-Laws or Declarations by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent
-

permissible, the Member or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorney fees actually incurred.

Article IV

Officers

1. **Officers.** The officers of the Association shall be a President and Secretary/Treasurer. These officers shall be Directors. The Board may separate the office of Secretary/Treasurer, but if separated, both officers shall be Directors. The Board may appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have such authority and perform such duties as the Board prescribes. These officers shall be Members. Any two or more offices may be held by the same person, except the office of President and Secretary/Treasurer.
2. **Election and Term of Office.** The Board shall elect President and Secretary/Treasurer at its first meeting following the Association's annual meeting. The initial officers shall be elected at the first Board meeting following the initial election of Directors.
3. **Removal and Vacancies.** The Board may remove an officer whenever, in its best judgement, the best interests of the Association will be served and may fill any vacancy in any office arising because of death, resignation, removal or otherwise for the unexpired portion of the term.
4. **Powers and Duties.** The officers of the Association shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Board of Directors. The President shall be the Chief Executive Officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget.
5. **Resignation.** Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary, but such notice cannot be given solely to any office held by the resigning officer. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
6. **Agreements, Contracts, Deeds, Leases, Checks, etc.** All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by at least two officers or by such other person or persons as may be designated by Board resolution, unless checks are written by a professional management company.
7. **Compensation.** Compensation of officers shall be subject to the same limitations as compensation of Directors under Article III(2)(g).

Article V

Committees

1. **General.** The Board may appoint such committees as it deems appropriate to perform such tasks and functions as the Board may designate by resolution. Committee Members serve at the Board's discretion for such periods as the Board may designate by resolution.
-

2. **Architectural Review Committee.** The Architectural Review Committee is a standing committee of the Association. It shall contain no more than five (5) members. The Board shall appoint the members of the ARC and the terms of committee members shall be at the sole discretion of the Board. Directors may serve on the ARC. Non-Members may serve on the ARC.

Article VI

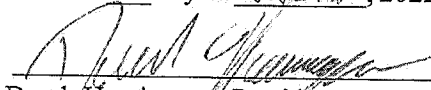
Miscellaneous

1. **Fiscal Year.** The fiscal year of the Association shall be set by the Board of Directors.
 2. **Parliamentary Rules.** Except as may be modified by Board resolution, *Robert's Rules of Order* (current edition) shall govern the conduct of Association proceedings when not in conflict with South Carolina law, the Articles of Incorporation, or these By-Laws.
 3. **Conflicts.** If there are conflicts between the provisions of South Carolina law, the Articles of Incorporation and these Bylaws, the provision of South Carolina law, the Articles of Incorporation, and the By-Laws(in that order) shall prevail.
 4. **Books and Records.**
 - a. **Inspection by Members.** The Board shall make available for inspection and copying by any Member or the duly appointed representative of any of the foregoing at any reasonable time and for a purpose reasonably related to management of the Association's business: By-Laws, and Articles of Incorporation, including any amendments, the rules of the Association, the membership register, books of account and minutes of meetings of the Members, the Board and Committees. The Board shall provide for such inspection to take place within the Properties as the Board shall designate.
 - b. **Rules for Inspection.** The Board shall establish rules with respect to:
 - i. Notice to be given to the custodian of the records;
 - ii. Hours and days of the week when such an inspection may be made; and
 - iii. Payment of the cost of reproducing copies of the documents requested.
 - c. **Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association, and the physical properties owned or controlled by the Association. The right to inspect by a Director includes the right to make a copy of all relevant documents at the expense of the Association.
 5. **Notices.** Unless otherwise provided in these By-Laws, all notices, demands, bills, statements or other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered, by United States mail, first class, postage paid or by electronic mail to the address of record with the Association.
 - a. If to a Member at the address which the Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the Lot of such member; or
 - b. If to the Association, the Board or the managing agent, at such address as shall be designated by notice in writing to the Members pursuant to this Section.
 6. **Amendment.**
-

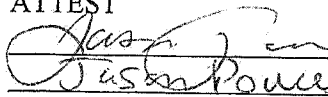
- a. **By Members Generally.** These By-laws may be amended by the affirmative vote of a majority of Members appearing in person or by proxy for the meeting where such amendments are presented. Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage affirmative votes required for action to be taken under that clause.
- b. **Validity and Effective Date of Amendments.** Amendments to these By-Laws shall become effective upon approval at the meeting held for that purpose. Any procedural challenge to an amendment must be made with six months of its approval or such amendment shall be presumed to have been validly adopted. In no event shall a change of conditions or circumstances operate to amend any provisions of these By-Laws.

If a Member consents to any amendment to these By-Laws, it will be conclusively presumed that such Member has the authority so to consent and no contrary provision in any mortgage or contract between the member and a third party will affect the validity of such amendment.

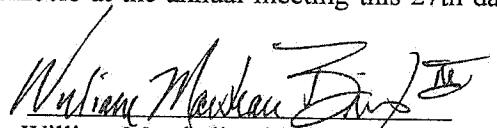
These By-Laws were approved and adopted as the Amended By-Laws of the Brigadoone I & II Homeowners Association, Inc., by vote of the Board of Directors this 6 day of November, 2022.


Derek Hemingsen, President

ATTEST


Susan Powers, Secretary

These By-Laws were approved and adopted as the Amended By-Laws of the Brigadoone III & IV Homeowners Association, Inc., by vote of the Members at the annual meeting this 27th day of October, 2022.


William Marshall Bridges, III, President

ATTEST


Michael Goins, Secretary