

Suffolk County Registry of Deeds

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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

**SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF THE
MOTHER BROOK CONDOMINIUM ASSOCIATION**

**UNIT OWNER AND MANAGEMENT BOARD
ELECTRONIC NOTICE, REMOTE MEETINGS
AND VOTING WITHOUT A MEETING AMENDMENT**

The undersigned, being the President of the Management Board of the Mother Brook Condominium Association, under Amended and Restated Bylaws (the "Bylaws") dated January 31, 2009 and recorded with the Suffolk Registry of Deeds in Book 44619, Page 23, hereby certifies under oath that Unit Owners owning at least sixty-seven percent (67%) of the undivided interest in the Common Elements of the Mother Brook Condominium (the "Condominium") in accordance with Chapter 1, Section 1.4 of the Bylaws, have consented to amend the Bylaws for the following purposes:

- 1) To permit electronic notice to the Unit Owners and to the Members of the Management Board for Unit Owners' and the Management Board 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 Management Board.
- 3) To permit remote Regular and Special meetings of the Management Board, as determined by the Board.
- 4) To permit Unit Owners to vote on all Condominium matters for which Unit Owners may vote or provide approval by electronic means.
- 5) To permit the Management Board to vote on all matters for which the Management Board may vote or provide approval 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, meetings, and voting for the Unit Owners and Management Board as determined by the Management Board should the Management Board decide to proceed as set forth in this Amendment.

The following Article XIII is added to the Bylaws:

Article XIII

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

13.1. Powers and Duties of the Management Board with regard to Remote Meetings and Voting without a Meeting. The Management Board shall have the power and duty to adopt procedures for the conducting of remote Annual and Special meetings of the Unit Owners and remote Regular and Special meetings of the Management Board and procedures for the conducting of votes for election of the Management Board and other matters involving voting or approval by the Unit Owners and Management Board, 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.

13.2. Electronic Notices to Unit Owners and Members of the Management Board. The owners of each Unit shall have the responsibility of providing to the Management Board for the Board's 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 Management Board shall have no duty of inquiring beyond the information submitted. Every notice to any Unit Owner or Member of the Management Board required under the provisions of the Bylaws shall be deemed sufficient and binding if delivered electronically to the email address last appearing on the Management Board's records.

The Management Board 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 Management Board, 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.

13.3. 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 Management Board in its sole discretion, the Management Board 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 Management Board is able to verify each person deemed present at the remote meeting is a Unit Owner.

13.4. Remote Regular and Special Management Board Meetings and Actions by Remote Vote. Notwithstanding the provisions of the Bylaws with regard to Regular and Special

meetings of the Management Board, the Management Board, by vote of a majority of its members, shall have the right to conduct Regular and Special meetings of the Management Board remotely, including by video teleconferencing, telephone conference, or email. At the remote meetings the Management Board may take votes and other actions to transact business. A remote meeting can only be held when at least six (6) Members are present at the remote meeting to establish a quorum. All remote meetings shall be subject to Rules and Regulations adopted by the Management Board.

13.5. Election and Voting by Unit Owners Without a Meeting. In addition to the methods set forth in the Bylaws, the Management Board may adopt procedures and Rules and Regulations for matters requiring approval of the Unit Owners, such as Amendments to the Bylaws, without an in-person meeting, but rather by electronic means such as electronic mail, ballot, or internet e-balloting.

In such case of voting by electronic means, the Management Board 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) Set forth the proposed action, and
- 2) Indicate the percentage of votes necessary to approve each matter other than the designation of the officers for the Association, and
- 3) Specify the time and date by which the ballot must be delivered to the Management Board to be counted, which time and date shall not be fewer than ten days after which the Management Board delivered the ballot.

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

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

(SIGNATURE PAGE FOLLOWS)

EXECUTED under seal on this _____ day of _____, 2020.

Pamela Ross, President of the Management
Board of Mother Brook Condominium
Association

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss

On this ____ day of _____, 2020, before me, the undersigned notary public,
personally appeared the above-named Pamela Ross, President as aforesaid, known to me to be
the person whose name is signed to the foregoing document, and acknowledged it to be her
free act and deed, before me.

Notary Public
My commission expires:

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
TO THE SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS**

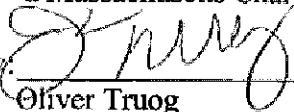
I, the undersigned Unit Owner of the below-specified Unit of the Mother Brook Condominium, having the below-listed Interest in the Condominium, do hereby acknowledge and evidence my consent to the First Amendment of the Amended and Restated Bylaws of the Mother Brook Condominium Association.

Witness my hand and seal as of the 16th day of November, 2020.

Unit Number: 1

**ACADEMY OF THE PACIFIC RIM,
a Massachusetts Charter School**

Interest in the Condominium: 10.74%

By: 
Oliver Truog
Chief Operations Officer

MOTHER BROOK CONDOMINIUM

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Witness my hand and seal as of the 18th day of November, 2020.

Unit Number: 2

WAREHOUSE K, LLC
a Massachusetts limited liability company

Interest in the Condominium: 7.94%

By:


Isaac Judd, Manager

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
TO THE SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS**

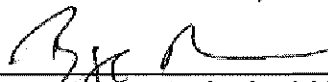
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Witness my hand and seal as of the 15th day of November, 2020.

Unit Number: 3

BIV - 1WH UNIT 3, LLC

Interest in the Condominium: 6.03%

By: 
Bryan Blake, Authorized Signatory

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
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Unit Number: 4

TIR NA NOG, LLC

Interest in the Condominium: 8.59%

By: 
Michael D. McNally, Manager

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
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Witness my hand and seal as of the 10th day of November, 2020.

Unit Number: 5

BIV - 1WH UNIT 5, LLC

Interest in the Condominium: 16.22%

By:


Bryan Blake, Authorized Signatory

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
TO THE SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS**

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Witness my hand and seal as of the 15th day of November, 2020.

Unit Number: 6

**THE LOFTS AT WESTINGHOUSE
CONDOMINIUM ASSOCIATION**

Interest in the Condominium: 22.88%

By: Pamela Ross
Pamela Ross, Manager

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
TO THE SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS**

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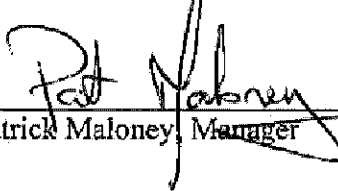
Witness my hand and seal as of the 18th day of November, 2020.

Unit Number: 7

NEWHALL STREET LLC

Interest in the Condominium: 6.71%

By:


Patrick Maloney, Manager

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
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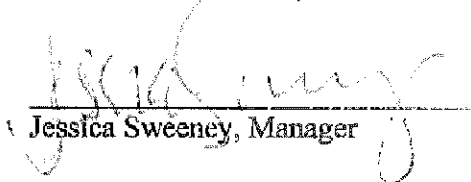
Witness my hand and seal as of the 18 day of November, 2020.

Unit Number: 8

RONJON REALTY, LLC

Interest in the Condominium: 13.56%

By:



Jessica Sweeney, Manager

MOTHER BROOK CONDOMINIUM

**UNIT OWNER'S CONSENT
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Witness my hand and seal as of the 11th day of November, 2020.

Unit Number: 9

MILLEX, LLC

Interest in the Condominium: 5.12%

By: 

Lenny Chertov, Manager

**MOTHER BROOK CONDOMINIUM
UNIT OWNER'S CONSENT
TO THE SECOND AMENDMENT TO THE AMENDED AND RESTATED BYLAWS**

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Witness my hand and seal as of the 15th day of November, 2020.

Unit Number: 10

BENAULT REALTY TRUST

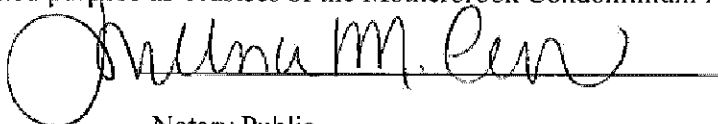
Interest in the Condominium: 2.21%

By: 
Joseph Green, Trustee

COMMONWEALTH OF MASSACHUSETTS

Suffolk County, SS.

On this 15th day of November 2020, before me, the undersigned notary public, personally appeared, Oliver Truog, Isaac Judd, Bryan Blake, Michael D. McNally, Pamela Ross, Patrick Maloney, Jessica Sweeney, Leny Chertov and Joseph Green and proved to me through satisfactory evidence of identification, being (check whichever applies) _____ driver's license or state or other state or federal document bearing a photographic image, _____ oath or affirmation of a credible witness known to be who knows the above signatory, or my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by him /her voluntarily for its stated purpose as Trustees of the Motherbrook Condominium Association.



Notary Public

My Commission Expires: March 20, 2026

Print Notary Public's name Melissa M. Cirignano

Qualified in the State/Commonwealth of Ma

