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**FIRST AMENDMENT AND RESTATEMENT TO
THE BY-LAWS OF SEVEN GABLES CONDOMINIUMS
405 Ocean Boulevard, Hampton, New Hampshire**

This First Amendment and Restatement to the By-Laws of Seven Gables Condominiums is made and executed this 25 day of June, 2021.

WHEREAS, the By-Laws of Seven Gables Condominiums dated June 10, 1982 were recorded in the Rockingham County Registry of Deeds at Book 2414, Page 835

WHEREAS, pursuant to ARTICLE IX (AMENDMENTS) of the said By-Laws of the Seven Gables Condominiums, 18 or more Unit Owners at the Seven Gables Condominium voted to Amend and Restate the By-Laws of the Condominium.

NOW, THEREFORE, the By-Laws of Seven Gables Condominium is hereby amended and restated:

I. Board of Directors. The affairs of the Association of Owners shall be conducted by a Board of Five (5) Directors. The Declarant shall have all of the powers and duties of the Board of Directors until the Association of Owners is formed.

A. Election and Meetings.

1. Within ninety (90) days after the Developer has conveyed three-fourths (3/4) of the Units, or within two (2) years from the effective date of this Declaration, whichever occurs first, the Developer shall call the first meeting of the Association.

The purpose of the first meeting of the Association shall be to elect the Board of Directors. The meeting shall be conducted by the Developer or the Attorney for the Developer.

After the election of the Board of Directors, the Board shall choose from among the Board members, the President, Treasurer and Clerk of the Association.

B. Term. The members of the Board shall serve for one (1) year. At each annual meeting, the Association shall elect a New Board of Directors. Any member can be elected to the Board of Directors without regard to the number of terms s/he may have served. For the purposes of this Section, a "member" of the Association includes both spouses or joint tenants, or tenants in common, and any such person can be elected to the Board of Directors.

C. Resignation, Removal and Duty. Any member of the Board of Directors may resign at any time by giving written notice to the President and Manager.

Whenever there shall occur a vacancy on the Board of Directors due to death, resignation, removal, or any other cause, the remaining Directors shall elect a successor Director to serve until the next annual meeting of the Association of Owners, at which time said vacancy shall be filled for the unexpired term.

D. Removal of Officers and Directors. Notwithstanding any provision of the Declaration or By-Laws to the contrary, unit owners present in person or by proxy at any meeting of the unit owners at which a quorum is present, may remove any member of the Board of Directors and any officer elected by the unit owners, with or without cause, if the number of votes cast in favor of removal exceeds the number of votes cast in opposition to removal, provided that:

1. The unit owners may not consider whether to remove a member of the Board of Directors or an officer elected by the unit owners at a meeting of the unit owners unless that subject was listed in the notice of the meeting and at least seven (7) days advance notice is provided.

2. At any meeting at which a vote to remove a member of the Board of Directors or an officer is to be taken, the member or officer being considered for removal shall have a reasonable opportunity to speak before the vote.

Officers and members of the Board of Directors shall exercise the degree of care and loyalty to the association required of an officer or director of a corporation organized under RSA 292, and are subject to the conflict of interest rules governing directors and officers under RSA 292. The standards of care and loyalty described in this paragraph apply regardless of the form in which the association is organized.

E. Powers and Authority of the Board of Directors. The Board of Directors, for the benefit of the Condominium and the Owners, shall enforce the provisions hereof and shall acquire and shall pay for out of the common expense fund, the following:

1. Water, sewer, garbage collection, snow removal (with the exception of snow removal from the balconies), electrical and gas and other necessary utility service for the Common Area (and to the extent not separately metered or charged, for the Units and Limited Common Area).

2. A policy or policies of fire insurance as the same are more fully set forth in the Declaration.

3. The services of a person or firm to manage its affairs herein called "the Manager" to the extent deemed advisable by the Board of Directors as well as such other personnel or property as the Board of Directors shall determine shall be necessary for the operation of the Common Area, whether such personnel are employed directly by the Board of Directors or are furnished by the Manager.

4. Legal and accounting services necessary or proper in the operation of the Common Area or the enforcement of the Declaration.

5. Painting, maintenance, repair and all landscaping of the Common Area and Limited Common Area, and such furnishings and equipment for the Common Area as the Board of Directors shall determine are necessary and proper, and the Board of Directors shall have the exclusive right and duty to acquire the same for the Common Area and access the cost thereof as a common expense.

6. Any other materials, supplies, labor services, maintenance, repairs, structural alterations, insurance taxes or assessments which the Board of Directors is required to secure, or pay for pursuant to the terms of the Declaration or By-Laws or which in its opinion shall be necessary or proper for the operation of the Common Area or for the enforcement of the Declaration, provided that if any such materials, supplies, labor services, maintenance, repairs, structural alterations, insurance, taxes or assessments are provided for a particular Limited Common Area, the cost thereof shall be specially assessed to the Owners of the Units with which the Limited Common Area is associated.

F. Delegation to Managing Agent.

If the Board of Directors has delegated certain powers and duties to a managing agent, the managing agent shall disclose any referral fees received from contract work performed on behalf of the association to the Board of Directors prior to the next regularly scheduled board meeting, unless the terms of any referral fees are disclosed in the managing agent's contract with the Unit Owners' Association, in which case disclosure of fees actually received shall not be required.

The managing agent also shall disclose to the Board of Directors the amount and purpose of any fees, other than maintenance fees, received from a unit owner, unless the terms of any such fees are disclosed in the managing agent's contract with the Unit Owners' Association, in which case disclosure of fees actually received shall not be required.

Any contractor licensed by the state of New Hampshire who performs work for a unit owner shall disclose on the bill any referral fee paid by the contractor.

G. Adoption of Budgets and Special Assessments.

1. The Board of Directors, at least annually, shall adopt a proposed budget for the Unit Owners' Association for consideration by the unit owners. Not later than 30 days after adoption of a proposed budget, the Board of Directors shall provide to all the unit owners a summary of the budget, including any reserves, and a statement of the basis on which any reserves are calculated and funded.

Simultaneously, the board shall set a date not less than 10 days or more than 60 days after providing the summary for a meeting of the unit owners to consider ratification of the budget. Unless at that meeting 2/3 of all unit owners or any larger number specified in the Declaration reject the budget, the budget is ratified, whether or not a quorum is present. If a proposed budget is rejected, the budget last ratified by the unit owners continues until the unit owners ratify a subsequent budget.

2. The Board of Directors, at any time, may propose a special assessment. Except as otherwise provided in paragraph (iii) herein, the assessment is effective only if the Board of Directors follows the procedures for ratification of a budget described in paragraph (i) herein and the unit owners do not reject the proposed assessment.

3. If the Board of Directors determines by a 2/3 vote that a special assessment is necessary to respond to an emergency:

(a) The special assessment becomes effective immediately in accordance with the terms of the vote.

(b) Notice of the special assessment shall be provided promptly to all unit owners.

(c) The Board of Directors may spend the funds paid on account of the special assessment only for the purposes described in the vote.

H. Actions Prohibited by the Board of Directors. The Board of Directors shall not:

1. Amend the Declaration except as otherwise provided by Board of Directors by RSA 356-B as amended.

2. Amend the By-Laws.

3. Terminate the Unit Owners' Association.

4. Elect members of the Board of Directors but may fill vacancies in its membership for the unexpired portion of any term or, if earlier, until the next regularly scheduled election of executive board members.

5. Determine the qualifications, powers, and duties, or terms of office of members of the Board of Directors.

6. An officer shall not directly receive any salary or compensation from the association for the performance of duties as an officer or board member and shall not in any other way benefit financially from service to the association.

7. If annually approved by a 2/3 majority of the voting interests present at a properly called meeting of the association, the association may waive the requirements of paragraph (vi).

I. The Board shall have the right to establish rules and regulations relating to the use of any of the Common Areas; the Declarant shall have this right until control of the Project is tendered to the Owners Association.

II. Meetings of the Board of Directors and Association Meetings.

A. Three members of the Board of Directors shall constitute a quorum and if a quorum is present at any meeting, the decision of a simple majority of those Directors present shall constitute an act of the Board of Directors. Any member of the Board of Directors can call a meeting of the Board for any purpose relating to the powers and duties of the Board of Directors.

B. The presence, whether by proxy or personal attendance, at any meeting of Sixteen (16) Unit Owners at any meeting of the Association, shall constitute a quorum. Unless otherwise provided in the Declaration, any action may be taken at any meeting of the Association of Owners upon the affirmative vote of a majority of the Owners present.

C. Meetings by Telephonic, Video, or Other Conferencing Process. The association, committees thereof, and the Board of Directors may meet by telephonic, video, or other conferencing process, provided that the requirements of RSA 356-B:37-c are also met.

D. Annual Meeting. Meetings of the Unit Owners' Association shall be held at least once each year after the formation of the association. The Secretary of the Association shall, at least 21 days in advance of any annual or regularly scheduled meeting, and at least 7 days in advance of any other meeting, provide to each unit owner notice of the time, place, and purpose or purposes of such meeting in conformity with RSA 356-B:37-a. The minimum time to give notice may be reduced or waived for a meeting called to deal with an emergency. Purposes of the meeting shall include any budget changes or proposal to remove an officer or member of the Board of Directors. The secretary or other duly authorized officer of the Unit Owners' Association, who shall also be a member of the Board of Directors of the Unit Owners' Association, shall prepare an affidavit which shall be accompanied by a list of the addresses of all unit owners currently on file with the association and shall attest that notice of the association meeting was provided to all unit owners on that list in a manner conforming to RSA 356-

B: 37-a. A copy of the affidavit and unit owners list shall be available at the noticed meeting for inspection by all owners then in attendance and shall be retained with the minutes of that meeting. The affidavit required in this section shall be available for inspection by unit owners for at least 3 years after the date of the subject meeting.

E. Special Meeting. An association shall hold a special meeting of unit owners to address any matter affecting the unit owners or the association if its president, a majority of the Board of Directors, or unit owners having at least 33 percent, of the votes in the association request that the secretary call the meeting. If the association does not notify unit owners of a special meeting within 30 days after the requisite number or percentage of unit owners request the secretary to do so, the requesting members may directly notify all the unit owners of an informational meeting, the purpose of which shall be to present the issue to fellow residents and unit owners. Only matters described in the meeting notice required by RSA 356-B: 37-a may be considered at a special meeting.

F. Minutes of Meetings. The Board of Directors shall make copies of the minutes of all meetings available to the unit owners within 60 days of the meeting or 15 days of the date such minutes are approved by the board, whichever occurs first. The association may opt to provide the minutes electronically or publish them on the association website, in which case the owners shall be informed of the web address.

G. Meeting Requirements. The following requirements apply to meetings of the Board of Directors and committees of the association authorized to act for the association:

1. For purposes of this section, a gathering of board members at which the board members do not conduct association business is not a meeting of the Board of Directors. The Board of Directors and its members may not use incidental or social gatherings of board members or any other method to evade the open meeting requirements of this section.

2. Not less than once each quarter, and at such additional times as may be specified in the condominium By-Laws, the Board of Directors shall, subject to the provisions of RSA 356-B:37-d, hold an open regular meeting during which unit owners shall be afforded a reasonable opportunity to comment on any matter affecting the association. At its discretion, the Board of Directors may meet in a meeting not open to unit owners provided the meeting is recorded and the recording is made available to unit owners for up to 30 days upon request.

3. Unless the meeting is included in a schedule given to the unit owners or the meeting is called to deal with an emergency, the secretary or other officer specified in the By-Laws shall give notice of each meeting of the Board of Directors to each board member and to the unit owners. The notice shall be given at least 10 days before the meeting and shall state the time, date, place, and agenda of the meeting.

4. If any materials are distributed to the Board of Directors before the meeting, the Board of Directors at the same time shall make copies of those materials reasonably available to unit owners, except that the Board of Directors need not make available copies of unapproved minutes or matters that are to be considered in executive session.

5. In the case of self-managed community associations, meetings of the Board of Directors or committees expressly for purposes of implementation of decisions made in open meetings shall be exempt from the requirements of RSA 356-B:37, 356-B:37-a, and this section.

H. **Executive Session.** The Board of Directors and association committees may hold an executive session only during a regular or special meeting of the board or a committee. No final vote or action may be taken during an executive session. An executive session may be held only to:

1. Consult with the association's attorney.
2. Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings.
3. Discuss labor or personnel matters.
4. Discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the association at a disadvantage or prevent public knowledge of the matter to be discussed if the Board of Directors or a committee determines that public knowledge would violate the privacy of any person.

III. Voting Provisions.

A. Each Unit shall have one vote. The Owners shall be entitled to cast one (1) vote for each unit they own. Where there shall be more than one person having legal title to a Unit and more than one such person shall be present at any meeting of the Association, the vote pertaining to that Unit shall be cast only in accordance with the unanimous agreement of such persons. Only Unit Owners in Good Standing shall be entitled to vote. A Unit Owner more than 30 days over due in any regular or special assessment shall not be considered in Good Standing.

B. Proxies.

1. The votes appertaining to any unit may be cast pursuant to a proxy or proxies duly executed by or on behalf of the unit owner, or, in cases where the unit owner is more than one person, by or on behalf of all such persons. A person may not cast undirected proxies representing more than 10 percent of the votes in the

association. The proxy or proxies shall list the name of the person who is to vote. No such proxy shall be revocable except by actual notice to the person presiding over the meeting, by the unit owner or by any of such persons, that it be revoked. Any proxy shall be void if it is not dated or if it purports to be revocable without the required notice. The proxy of any person shall be void if not signed by a person having authority, at the time of the execution thereof, to execute deeds on behalf of that person. Any proxy shall terminate automatically upon the adjournment of the first meeting held on or after the date of that proxy. The Board of Directors shall deliver to the unit owners, together with their notice of meeting and agenda, proxy forms bearing a control number which the Board of Directors shall correlate to the list of all unit owners then entitled to vote. At the noticed meeting, the Board of Directors shall recover all proxies and compare them to the control list maintained for that purpose. Any proxies which are on a form other than that provided by the Board of Directors or which do not correlate with the control list maintained by the Board of Directors shall be disregarded for purposes of determining whether a quorum was present at the meeting and for purposes of casting any vote at that meeting; provided, however, this paragraph shall not apply if the condominium is comprised of time sharing interests.

2. The Board of Directors shall retain all proxies delivered to the Board of Directors and all independent written confirmation of any such proxies for inspection by the unit owners for a period of not less than 3 years from the date of the Unit Owners' Association meeting.

C. Voting Without a Meeting. The association may conduct a vote without a meeting. In that event, the following requirements apply:

1. The association shall notify the unit owners, in the manner prescribed by RSA 356-B: 37-a, that the vote will be taken by ballot and deliver a paper or electronic ballot to every unit owner entitled to vote on the matter.

2. The ballot shall:

(i) Set forth each proposed action and provide an opportunity to vote for or against the action.

(ii) Indicate the number of responses needed to meet the quorum requirements.

(iii) State the percent of votes necessary to approve each matter other than election of directors.

(iv) Specify the time and date by which a ballot must be delivered to the association to be counted, which time and date may not be fewer than 10 days after the date the association delivers the ballot.

(v) Describe the time, date, and manner by which unit owners

wishing to deliver information to all unit owners regarding the subject of the vote may do so.

3. Except as otherwise provided in the Declaration or By-Laws, a ballot is not revoked after delivery to the association by death or disability or attempted revocation by the person that cast that vote.

4. Approval by ballot pursuant to this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.

IV. Officers of Association.

The officers of the Association of Owners shall be a President, Treasurer and Clerk.

A. President. The President shall preside at all meetings of the Association of Owners and of the Board of Directors and may exercise the powers ordinarily allowable to the presiding officer of an Association including the appointment of committees.

B. Treasurer. The Treasurer shall be responsible for the fiscal affairs of the Association, but may delegate the daily handling of income and expense payments to the authorized Manager of the Condominium Association.

C. Clerk. The Clerk shall keep minutes of all proceedings of the Board of Directors and of the meetings of the Association of Owners and shall keep such books and records as may be necessary and appropriate for the records of the Association and its Board of Directors.

V. Common Expenses.

A. Assessments.

During the period beginning with the conveyance of the first Unit, until the Association shall have voted upon a budget and the amount of the monthly assessments, as provided in these By-Laws, the Developer shall establish the amount of the Common Expenses and contract for maintenance services and shall assess each Unit Owner accordingly.

Upon the said vote of the Association establishing an assessment, the Association shall, thereafter, make all assessments for regular annual expenses and any special assessments.

B. Default in Payment of Assessments:

Each monthly assessment and each special assessment shall be separate distinct and personal debts and obligations of the Owner against whom the same are assessed at the time the assessment is made and shall be collectable as such. Suit to recover a money judgment for unpaid common expenses shall be maintainable without foreclosure or waiving the lien securing the same. The Board of Directors, on behalf of the Association, shall have the authority to affect the lien procedures provided for in R.S.A. Chapter 356-B: 46, with regard to any unpaid assessments.

VI. Insurance.

When any policy of insurance has been obtained by or on behalf of the Unit Owners' Association, written notice of the obtainment thereof and of any subsequent changes therein or termination thereof shall be promptly furnished to each unit owner by the officer required to send notices of meetings of the Unit Owners' Association. Such notices shall be sent in accordance with RSA 356-B: 37-a.

VII. Rental of Units:

Any Unit Owner shall have the right to rent his Unit, provided that the occupancy rate and use are in compliance with the Declaration, the applicable zoning/safety regulations, and rules and regulations promulgated by the Declarant or the Board of Directors. Any such tenant shall be bound by the provisions of the Declaration, the By-Laws and any rules or regulations established by the Declarant or the Board of Directors with regard to the use of the Unit, the limited common area(s) and the Common Areas.

VIII. Sale of Units:

In the event that any Unit Owner (other than the Developer) shall contract to sell or transfer title to his Unit, he shall notify the Clerk of the Board of Directors within ten (10) days prior to such sale. The Board of Directors shall provide the Seller with a Certificate stating that all assessments relating to the subject Unit have been paid. Such Certificates shall be recorded in the County Registry of Deeds.

In the event that such assessments shall not have been paid and the Seller of a Unit shall not satisfy such amounts as of the date of the sale, the Board of Directors shall not issue the said Certificate provided.

THE FAILURE OF THE SELLER OF ANY UNIT TO ACQUIRE THE SAID CERTIFICATE SHALL BIND THE PURCHASER/GRANTEE TO PAY AND SATISFY ANY UNPAID ASSESSMENTS OF THE SELLER AND THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO ASSERT ALL OF ITS REMEDIES AGAINST SUCH PURCHASER/GRANTEE FOR ANY SUCH UNPAID ASSESSMENTS.

THE FAILURE OF ANY UNIT OWNER TO NOTIFY THE BOARD OF DIRECTORS OF ANY PROPOSED SALE OR TRANSFER, WHETHER COMPLETED OR NOT, SHALL RESULT IN A FINE OF FIFTY (\$50.00) DOLLARS, WHICH SHALL

CONSTITUTE A SPECIAL ASSESSMENT AGAINST THAT UNIT.

IX. Resale by Purchaser. (N.H. R.S.A. 356-B: 58)

In the event of any resale of a condominium unit or any interest therein by any person other than the declarant, the prospective unit owner shall have the right to obtain from the Board of Directors of the Owners' Association, upon written request and within 10 days of the receipt of such a request, those statements of condition as set forth in N.H. R.S.A. 356-B: 58, to wit:

a. Appropriate statements pursuant to R.S.A. 356-B: 46, VIII and, if applicable, R.S.A. 356-B: 47.

b. A statement of any capital expenditures and major maintenance expenditures anticipated by the unit owners' association within the current or succeeding two (2) fiscal years.

c. A statement of the status and amount of any reserve for the major maintenance or replacement fund any portion of such fund earmarked for any specified project by the board of directors.

d. A copy of the income statement and balance sheet of the unit owners' association for the last fiscal year for which such statement is available.

e. A statement of the status of any pending suits or judgments in which the unit owners' association is a party defendant.

f. A statement setting forth what insurance coverage is provided for all unit owners by the unit owners' association and what additional insurance coverage would normally be secured by each individual unit owner.

X. Amendments. These By-Laws can be amended only a vote of 18 Units Owners. Any such Amendment shall be recorded at the Rockingham County Registry of Deeds before it shall become effective.

IN WITNESS WHEREOF, Seven Gables Condominiums has caused these Amendment and Restatement of By-Laws to be executed this 25 day of June, 2021 and further certifies that these By-Laws Amendment have been approved by votes of 18 Unit Owners casting in person or by proxy at a meeting duly noticed and held on June 6, 2021 in accordance with Article IX of the By-Laws recorded in the Rockingham County Registry of Deeds at Book 2414, Page 835 on June 11, 1982.

SEVEN GABLES CONDOMINIUMS

[Signature]
Witness

By: Richard M. Marini
Richard M. Marini
Its Duly Authorized President

STATE OF NEW HAMPSHIRE
COUNTY OF ROCKINGHAM

Personally appeared on the 25 day of June, 2021 the above named Richard M. Marini, duly authorized as President of Seven Gables Condominiums, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that s/he executed the same for the purpose therein contained.



[Signature]
Notary Public
Printed Name: Daniel R. Hartley
My Commission Expires: 3-8-22
Seal