



Monmouth County Document Summary Sheet



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 Marc A. Leckstein, Esquire
 Leckstein & Leckstein, LLC
 463 Prospect Avenue - Post Office Box 231
 Little Silver, New Jersey 07739



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First Party	Name(s) <small>(Last Name, First Name or Company Name)</small>		Address (Optional)		
	Southport At Wall Condominium Association, Inc,				
Second Party	Name(s) <small>(Last Name, First Name or Company Name)</small>		Address (Optional)		
	Southport at Wall Condominium Association, Inc.				
The Following Section is Required for DEEDS Only					
Parcel Information	Municipality	Block	Lot	Qualifier	Property Address
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Second Amendment to By-Laws

**SOUTHPORT AT WALL CONDOMINIUM ASSOCIATION, INC.
Amendment to By-Laws As To Terms of Office for Board of Directors**

WHEREAS, the Master Deed and By-Laws of the Southport At Wall Condominium Association, Inc. (the "Association") was recorded in the office of the Monmouth County Clerk on February 17, 1989 in Deed Book 4914, beginning at Page 876; and

WHEREAS, Article II, Section 1 of the By-Laws states, in relevant part, "[T]he affairs of the Association shall be governed by a Board of Directors comprised of five (5) individuals and elected by the unit owners..."; and

WHEREAS, Article II, Section 3 of the By-Laws although captioned "Election and Term of Office" does not actually provide how members of the Board of Directors are elected nor what their term of office shall be; and

WHEREAS, Article II, Section 4 of the By-Laws captioned "Vacancies" does not adequately deal with how a vacancy on the Board of Directors should be dealt with; and

WHEREAS, in order to correct these issues within the By-Laws, the Board has proposed to set forth exactly how someone is elected to the Board of Directors, exactly what the terms of office shall be, and what should happen in the event of a vacancy on the Board; and

WHEREAS, the Association is desirous of creating an election process in which at least one member of the Board is up for election each and every this; and

WHEREAS to accomplish this goal, members of the Board of Directors shall all serve three (3) year terms which are staggered in a cycle wherein during the first year, two (2) members must face election, followed the next year by the election of an additional two (2) members, and concluding the final year with the election of the one (1) remaining member; and

WHEREAS, a vote of the Unit Owners was held pursuant to the rejection ballot process set forth in N.J.S.A. 45:22A-46(d)(5)(B) by way of a notice to the Unit Owners dated February 19, 2019 for which no objections were received; and

WHEREAS, the Board has not previously recorded this Amendment with the County Clerk's office and now wishes to do so in order to make the Amendment official;

NOW, THEREFORE, Article II, Sections 3 and 4 of the By-Laws of the Southport At Wall Condominium Association, Inc. are hereby amended so as to delete the existing text of Article II, Sections 3 and 4 and replace both with the following:

Section 3. Election and Term of Office.

- (a) At the first annual meeting of the Unit Owners held after the adoption of this amendment, the existing five (5) members of the Board of Directors shall, absent a volunteer amongst them, choose by lottery two (2) of its members to stand for election before the Unit Owners, pursuant to the voting process established under Article V of these By-Laws, for new three (3) year terms. This process shall repeat itself the following year amongst two additional (2) Board seats which have yet to face an election under this Section and shall continue the next year for the remaining Board seat so as to ensure all five (5) Board Members have undergone an election.**
- (b) Once elected, members of the Board of Directors, who must all be Unit Owners, shall hold office until the expiration of their respective three (3) year terms, at which time their successors shall be elected by the Unit Owners, per Article V of these By-Laws, to a new three (3) year term. This three (3) year election cycle shall continue into perpetuity.**
- (c) Nothing in this Section shall prohibit any Board of Director from seeking re-election at the conclusion of a three (3) year term.**
- (d) The Unit Owners shall be advised at least thirty (30) days prior to the Annual Meeting of the identity of the Board of Director seeking election, or of that Director's decision not to seek election, and said Unit Owners shall then be given at least twenty (20) days prior to the annual meeting an opportunity to place their own name into nomination for that directorship. No candidate shall be eligible to run for a directorship, regardless of whether they are an incumbent, unless they are in good standing with the Association. The names of all candidates seeking to be elected to the Board of Directors shall be distributed to the Unit Owners at least fifteen (15) days prior to the Annual Meeting.**

Section 4. Vacancies

- (a) Vacancies in the Board of Directors caused by any reason other than a removal of a member thereof by a vote of the Unit Owners pursuant to Section (4)(b) below, shall be filled by a vote of a majority of the remaining Directors at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy, and each person so elected shall be a member of the Board of Directors until a successor shall be elected at the next annual meeting of the Unit Owners and the term of the newly elected director (who may be the same individual previously elected to that seat) shall be for the balance of the term of the vacated directorship.**

- (b) A vacancy on the Board of Directors by way of removal may be created by the vote of a majority of the Unit Owners present during any Special Meeting of the Unit Owners called for that purpose pursuant to the provisions of Article V of these By-Laws. Any Board of Director whose removal has been proposed by the Unit Owners shall be given an opportunity to be heard at that same Special Meeting prior to a vote taking place. In the event a vacancy is created due to the removal of a member of the Board of Directors by the Unit Owners, an election for that Board Member's successor shall be held by the Unit Owners immediately thereafter, at that same Special Meeting, and the successor elected shall serve out the remainder of the term of the directorship which was vacated by the removal.
- (c) In the event a vacated directorship is one which has not yet faced election pursuant to Section 3(a) of these By-Laws, the individual chosen to assume the vacancy shall automatically be the individual having to seek election for a new three (3) year term pursuant to Section 3(a).

THIS BY-LAW AMENDMENT was approved pursuant to the provisions of N.J.S.A. 45:22A-46(d)(5)(b) as set forth by notice to the Unit Owners dated February 19, 2019, and as such shall be recorded as an amendment to the Association By-Laws with the Office of the Clerk of Monmouth County in order for the same to be valid and operative.

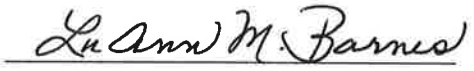
IN WITNESS WHEREOF, the Southport at Wall Condominium Association, Inc. has affixed its hand and seal:

ATTEST:



, Secretary

By:



LuAnn m Barnes, President

ACKNOWLEDGMENT

STATE OF NEW JERSEY

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) : ss.

COUNTY OF MONMOUTH

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On the 24TH day of FEBRUARY 2020, personally appeared before me LUANN M. BARNES, President of the SOUTHPORT AT WALL CONDOMINIUM ASSOCIATION, INC., acting as attorney-in-fact for the owners of the condominium association, and this person acknowledged under oath, to my satisfaction, that:

- (a) this person was the maker of the attached instrument;
- (b) this person was authorized to execute, and actually executed, the attached instrument as the President of the SOUTHPORT AT WALL CONDOMINIUM ASSOCIATION, INC., acting as attorney-in-fact for the owners of the condominium association, the Grantor named in said document; and
- (c) this person signed and delivered the attached document as the voluntary act of the SOUTHPORT AT WALL CONDOMINIUM ASSOCIATION, INC., for the uses and purposes expressed therein.

Notary Public of New Jersey

