

LAKE MANASSAS RESIDENTIAL OWNERS ASSOCIATION, INC.

POLICY RESOLUTION NO. 2022-012201

**CODE OF CONDUCT
For Board of Directors and Committee Members**

WHEREAS, Article III.C, Section 17 of the Bylaws for Lake Manassas Residential Owners Association, Inc. (“Association”) empowers the Board of Directors with all of the powers and duties necessary for the administration of the affairs of the Association;

WHEREAS, Article III.C, Section 17(f) of the Bylaws authorizes the Board of Directors to adopt reasonable rules and regulations;

WHEREAS, in accordance with § 13.1-870 of the Virginia Nonstock Corporation Act (the “Nonstock Act”), members of the Board of Directors and/or any Committee (“Association Leaders”) are required to discharge their duties in accordance with their good faith business judgment and the best interest of the Association;

WHEREAS, in accordance with §13.1-870.1 of the Nonstock Act, any limitation of liability or corporate protection of Association Leaders for their work on behalf of the Association, may be reduced or eliminated if the individuals engaged in willful misconduct or a knowing violation of law; and

WHEREAS, the Board has decided to establish a Code of Conduct and operating procedures for the Board of Directors and all Association Committees to ensure a high standard of professional conduct in the performance of the Association’s business;

CODE OF CONDUCT

This Code of Conduct is not intended to address every potential dilemma encountered by Association Leaders, but to provide a basic framework for Association Leader conduct and behavior.

A. CONDUCT OF ASSOCIATION LEADERS

1. Every Association Leader must exercise their powers and duties in good faith and in the best interests of the Association, including exercising their business judgment by taking into consideration all available information, circumstances, and resources, and must exclude any self-interest from their consideration.
2. Every Association Leader must perform their duties without bias for, or against, any individual Association owner or group of owners.

3. Every Association Leader must act within the scope of their authority as defined by law and the governing documents of the Association.
4. Every Association Leader must disclose all personal or professional relationships with any company or individual who has, or is seeking to have, a business relationship with the Association.
5. No Association Leader may solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or other item of monetary value from a person who is seeking to obtain contractual or financial relationships with the Association.
6. No Association Leader may spend Association funds for their own personal use or benefit.
7. No Association Leader may use their position or decision-making authority for personal gain or to seek an advantage over other members or owners.
8. Association Leaders must strive to protect and enhance the safety and property value of the owners, including maintaining and supporting the unique character of the Association.
9. No Association Leaders may engage in any writing, publishing, or speech making that defames any other member of the Board, committee, owner, or resident of the Association.
10. No Association Leaders may harass, threaten, or attempt through any means to control or instill fear in any Board or Committee member, owner, employee, or contractor.
11. Personal attacks against Board members, Committee members, owners, residents, and/or the Association's designated management company are prohibited and are not consistent with the best interests of the Association.
12. No Association Leaders may act on his or her own, in the capacity of an Association Leader, or under color thereof, with respect to any decisions or actions that is within the purview of the entire Board, unless the Board member is specifically authorized to so act beforehand, by vote of the entire Board.
13. No Association Leaders may seek to have a contract implemented that has not been approved by the Board. No Association Leader will make any unauthorized promises to any contractor or bidder.
14. No Association Leaders may interfere with a contractor implementing a contract in progress. All communications with contractors will go through the Association's Managing Agent or be in accordance with policy.
15. No Association Leaders may interfere with the system of management established by the Board and its designated Managing Agent.

16. Each Association Leader, when dealing with outside entities, third parties, or residents not on the Board or on a Committee, must consider how they are viewed by whomever they are dealing with, and should make it clear to whomever, whether they are speaking as a Board or Committee member or as a resident of the Association.
17. No Association Leaders may advocate or support any action or activity that violates any law or regulatory requirement.

B. MEETING CONDUCT

1. At meetings of the Board of Directors, Board members voting against any motion that is ultimately approved/rejected by the majority of the Board, must stand behind the Board's decision, and move forward positively with the Board in any action needed to be taken in order to implement the issue voted upon.
2. Language at **all** meetings will be kept professional, by both Association Leaders and attendees.
 - a. All speakers and attendees of Association meetings and functions must remain polite and businesslike at all times and may not engage in foul language.
 - b. Speakers and attendees may not raise their voices or otherwise speak in a threatening, belligerent or abusive manner. Disorderly conduct will not be permitted.
 - c. It is understood that differences of opinion will exist. They must be expressed in a clear, calm, and business-like fashion.
3. Board meetings will be conducted generally in accordance with Robert's Rules of Order.
4. All meetings must include an owner comment period.

C. CONFIDENTIALITY

1. All Association Leaders understand that any information (in written, verbal, or other form) obtained during the performance of their duties as a Board or Committee member must remain confidential. This includes all information received directly or indirectly about members, clients, employees, and other association organizations, as well as any information otherwise marked or known to be confidential.
2. Confidentiality of all homeowners' and residents' personal information must be respected and protected by the Board and Committee members.
3. No Association Leader may divulge personal information about any Association owner or employee that was obtained in the performance of the Association Leader's duties.
4. No Association Leaders may reveal any information provided by contractors, or

share information with those bidding for Association contracts, unless specifically authorized by the Board.

5. No Association Leader may reveal to any owner or other third party the discussions, decisions, and comments made at any meeting of the Board or Committee properly closed or held in executive session.

Existing and future Association Leaders, including persons running for the Board of Directors, will be given a copy of the Code of Conduct and will be asked to sign that they have received it, have read it, and agree to abide by it.

Materials describing the candidacy of persons running for the Board of Directors may note any situations where the candidate has not signed this Code.

This resolution is adopted this 22nd day of January, 2022, and will become effective immediately.

LAKE MANASSAS RESIDENTIAL OWNERS ASSOCIATION, INC.

RESOLUTION ACTION RECORD

Resolution Type: Policy No. 2022-012201

Pertaining to: Code of Conduct, duly adopted by the Board of Directors on January 22, 2022

Motion by: Gary Border, Seconded by: Don Minogue

| | VOTE: | | | |
|--------------------------------------|----------|-------|---------|--------|
| | YES | NO | ABSTAIN | ABSENT |
| <u>Don Minogue</u> President | <u>X</u> | _____ | _____ | _____ |
| <u>Gary Border</u> Vice President | <u>X</u> | _____ | _____ | _____ |
| <u>Robert Hale</u> Treasurer | <u>X</u> | _____ | _____ | _____ |
| <u>Joe Greenlee</u> Director | <u>X</u> | _____ | _____ | _____ |
| <u>Shashi Mehta</u> Secretary | <u>X</u> | _____ | _____ | _____ |

ATTEST:



Shashi Mehta, Secretary

01/25/2022
Date

Resolution effective: January 22, 2022