

LOFT RIDGE HOMEOWNERS ASSOCIATION

RESOLUTION REGARDING BOARD/COMMITTEE MEMBERS CODE OF CONDUCT

RESOLUTION NO. 30

WHEREAS, Article VII of the Bylaws has delegated the authority and responsibility to govern the operations of the Loft Ridge Homeowners Association ("Association") to its Board of Directors ("Board"), and

WHEREAS, Section 13.1-870 of the Nonstock Corporation Act provides standards for the conduct of directors of the Association.

WHEREAS, the Board is responsible for appointing officers and committee members, and

WHEREAS, the volunteer leaders of the Association have a fiduciary duty and responsibility to act in the best interest of the Association and engage in behavior that is conducive to such ends,

NOW, THEREFORE, BE IT RESOLVED THAT the Board hereby adopts the following code of conduct, standards of behavior, ethical rules and enforcement procedures that are applicable to all Board and Committee members and volunteers serving the community:

Board members shall make an effort to attend all official meetings, to read Board packages provided by Management and be prepared for meetings in order expedite discussion and decision-making.

Committee members shall make an effort to attend all official meetings of their respective committees, and review any materials prior to the meeting in order to expedite discussion and decision-making.

When addressing the Board or an individual Board member, it will be done in a civil and professional manner at all times. It is understood that differences of opinion will exist. They should be expressed in a clear and business-like fashion. Personal attacks against owners, residents, officers, directors and managers are prohibited and are not consistent with the best interest of the community.

Board/Committee members have an obligation to substantiate statements or claims they make at meetings in order to assure that the Board/Committee can make decisions based on factual/accurate information.

Board/Committee members will approach all issues with an open mind and use their best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the safety and property value of the residents.

No Board or Committee member shall receive any compensation for serving on behalf of the Association, except for expense reimbursements approved by the Board of Directors or for specific functions as approved by a majority vote of the Board.

No Board or Committee member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other thing of monetary value whether or not given with the intent of influencing decisions or actions on any official matter, or from a person who is seeking to obtain contractual or other business or financial relations with the Association. (The Virginia Nonstock Act will govern the conduct of a Board member who is not a disinterested member because of a relationship with a potential contractor.)

No promise of anything not approved by the Board shall be made to any subcontractor, supplier, or contractor during negotiations. No Board member will seek to have a contract implemented that has not been approved by the Board nor will they will interfere with a contractor implementing a contract in progress. Any direction or instruction must be directed through the President or Management Company as approved by the Board of Directors. Any Board member who engages in this type of activity will be personally liable, and shall fully indemnify the rest of the Board, for and from any and all recourse, legal or otherwise, which may result based upon their promises or actions.

No drugs, alcohol, or substance use will be tolerated at any meeting or when conducting Association business. Smoking shall not be permitted at Board or committee meetings.

No board, committee or staff member shall engage in any writing, publishing, or speech making that defames any other member of the Board or resident of the community. No Board or Committee member will knowingly misrepresent facts to the residents of the community for the sole purpose of advancing a personal cause or influencing the community to place pressure on the Board to advance a member's personal cause.

All Board members will be given a copy of this code of conduct and will be asked to execute it to signify that they have received it, have read it and agree to abide by it.

This resolution shall become effective on the date of its adoption.

Date: _____

LOFT RIDGE HOMEOWNERS ASSOCIATION
Resolution Action Record

Resolution Type: Policy _____ No. _____

Pertaining to : Code of Conduct

Duly adopted at a meeting of the Board of Directors held 21 Dec, 2011

Motion by: Mary Quigley Seconded by: Costas Mutton

VOTE:

	YES	NO	ABSTAIN	ABSENT
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>[Signature]</u> Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____ Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____ Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ATTEST:

Secretary: [Signature] Date: 21 Dec, 2011

Resolution effective _____, 2011