

**Nautica Soundview Condominium Owners Association**  
**Resolution Adopting a Code of Conduct for Directors, Officers, and Committee Leaders**

**WHEREAS**, Article 13, Section 13.1 of the Declarations of the Nautica Soundview Condominiums Owners Association vests the power and authority for the administration of the affairs of the Association in the Board of Directors; and

**WHEREAS**, Article 13, Section 13.6 of the Declarations gives the Board of Directors the power to adopt and amend rules and regulations and enforce the Governing Documents; and

**WHEREAS**, Article 3, Section 3.1.4 of the Bylaws requires that Directors perform their duties in good faith, and in such a manner as the Director believes to be in the best interest of the Association; and

**WHEREAS**, Article 3, Section 3.1 of the Bylaws was amended by consent of the owners to require Directors be members in good standing and agree to sign a Code of Conduct; and

**WHEREAS**, Article 4, Section 4.2 of the Bylaws grants the Board the authority to elect its officers; and

**WHEREAS**, Article 5, Section 5.1 of the Bylaws grants the Board the authority to appoint Committees; and

**NOW, THEREFORE, BE IT RESOLVED THAT** the Board of Directors of the Nautica Soundview Condominium Owners Association adopts the following Code of Conduct, implementing a standard of professional and ethical behavior that shall be applicable to all Directors, Officers, and Directors who act as Committees Leaders:

1. Acknowledgement: Current and potential Directors shall be given a copy of this Code of Conduct on which they will attest they are a member in good standing and agree to abide by the tenets of the code.
2. Compensation: Directors shall not be paid for performing their services as Directors, Officers, or Committee Leaders, except for expense reimbursements that are approved in advance by the Board. (See Bylaws, Section 3.5 and 4.9)
3. Attendance: Meetings are the forum through which the Board makes decisions on behalf of the Association, and therefore, Directors will strive to attend all meetings of the Board or notify the President in advance if attendance is not possible. The Board may move to accept the resignation of any Director who misses two consecutive meetings, or three meetings within the calendar year. (See Qualifications Amendment, attached.)
4. Confidentiality: Directors shall protect confidential information discussed in Executive Sessions of the Board; received through legal communications; and any personal information about the owners and residents that is received through the course of their duties. ([See CAI Model Code of Ethics.](#))

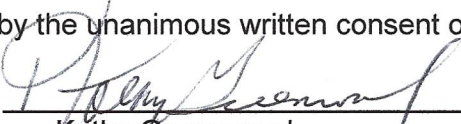


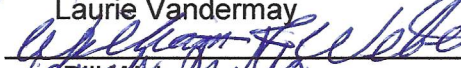
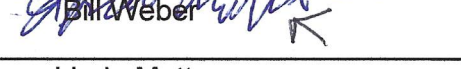
5. Conflict of Interest: Directors will disclose their personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the association; and will recuse themselves from decisions that relate exclusively or primarily to themselves or a family member, and will abstain from votes to approve supplier contracts in which they are the contractors or are employees or family of the contractors. (see [CAI Model Code of Ethics](#).)

6. Authority: Directors shall act within the boundaries of their authority as defined by law and the governing documents of the association (Declarations, Section 15.2). The Board shall act by majority vote (Declarations Section 15.4), and decisions shall be made in meetings that are convened in accordance with the Bylaws (Sections 3.7 and 3.8), or by unanimous written consent (Bylaws, Section 3.13) that if taken by email voting is ratified in the minutes of the following meeting. Directors agree to accept the Board's decisions, even if they disagree, as there may not be unanimous support for every action taken by the Board (see [CAI Model Code of Ethics](#).) The votes of all Directors have equal weight, however, the President may protect his/her impartiality by exercising his/her voting right only when his/her vote would affect the outcome. (See Robert's Rules of Order, 11<sup>th</sup> edition, page 53, paragraph reference 20).

7. Parliamentary Procedure: Directors agree to respect parliamentary procedure (Bylaws 2.12); and to participate in a business-like manner; and to treat other Board members courteously. (See [CAI Model Code of Ethics](#).)

8. Ethics: Directors shall not solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other thing of monetary value made with the intent of influencing a decision or action on any official matter, or from a person who is seeking to obtain contractual or other business or financial relations with the Association. (See [CAI Model Code of Ethics](#).)

Approved by the unanimous written consent of the directors:

President:		Date:	<u>3/5/19</u>
	Kathy Greenwood		
Vice-President:		Date:	<u>3/5/19</u>
	Sara Parrett		
Secretary:		Date:	<u>3/5/19</u>
	Laurie Vandermay		
Treasurer:		Date:	<u>3/5/19</u>
	Bill Weber		
At-Large:		Date:	<u>3/5/19</u>
	Linda Mattoon		

STATEMENT: I am a member in good standing as defined by the Qualifications amendment (see attached) approved on November 1, 2018, and I have received, read and agree to abide by the Code of Conduct detailed above:

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

### **Member in Good Standing**

Each Director must be a "Member in Good Standing." A member who is not a Member in Good Standing is ineligible for election or appointment to the Board. By operation of this Section 3.1 Member in Good Standing requirement, a Director who is not a Member in Good Standing is deemed to have conditionally resigned from the Board. This resignation is conditioned upon the Board acting to accept the resignation. The resignation is not effective until the Board, acting in its sole discretion and in what it believes to be the best interests of the Association, acts to accept the resignation.

"In Good Standing" used here means a person who

Has not been found or plead guilty to a felony;

Is not a party in any proceeding in which the Association is an adverse party;

Is not more than sixty (60) days delinquent in payment of an Assessment;

Has signed the Director Code of Conduct;

**\*Has certified in writing that the individual has read the Declaration, Bylaws, and Rules; and**

Has not missed two consecutive Board meetings, nor three Board meetings within twelve months.

\*This will be handled as a separate certification.