

FOUR SEASONS
CODE OF CONDUCT RESOLUTION 2020-_____
DATED _____, 2020

At a regular meeting of the Board of Directors of the Four Seasons Homeowners Association held on _____, 2020, at the address of: _____, at the time of _____, the Board states as follows:

WHEREAS, a meeting of the Board of Directors was convened at the time, date, and location set out above;

WHEREAS, the Association Secretary, by signing below, attests that Board members received notice of the meeting (or by their attendance waived notice), and that a quorum of Board members was present either in person or by telephone conference;

WHEREAS, the Association is organized and empowered to exercise all of the powers and privileges conferred to it by the Amended and Restated Declaration of Protective Covenants, Conditions and Restrictions for the Four Seasons (the "Declaration"), the Association's Bylaws, and the Oregon Planned Community Act (ORS 94.550 *et seq.*) to administer, manage, and operate the Association for the benefit of its members; and

WHEREAS, Bylaws Section 4.2, ORS 94.630 and ORS 94.640 provide that the Association acting through the Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association; and

WHEREAS, Declaration Section 5.18, and Bylaws Section 4.3.9 give the Board the authority to adopt and amend on behalf of the Association detailed rules and regulations governing the conduct of persons and operations as it may be necessary and appropriate to assure the peaceful use and orderly enjoyment of the property; and

WHEREAS, pursuant to the Declaration and Bylaws, but particularly Bylaws Section 1.3, Owners shall require all residents, tenants, servants, invitees, employees and visitors to his or her Lot to comply with the Association's Declaration, Bylaws, Rules and Regulations, and other applicable laws; and

WHEREAS, it is the intent of the Board of Directors to:

1. Ensure that the Association fosters efficient, productive and professional Board and Association meetings.
2. Ensure that the Board and the individual members maintain a high standard of ethical conduct in the performance of Association business;
3. Ensure quiet use and enjoyment for all residents; and
4. Prescribe enforcement procedures that are applicable to all members.

NOW THEREFORE, BE IT RESOLVED THAT in an effort to allow for more efficient and productive meetings, professionalism in carrying out the Association's business, and to promote civility between all residents, the Board adopts the following rules for the conduct of Owners, residents, guests and all persons using the Property in any manner. These rules are intended to facilitate the Board's administration of meetings, set forth certain Director, committee member, and member protocol, and advise members who wish to attend of acceptable meeting behavior, as well as the overall expected conduct of residents in the community.

I. BOARD OF DIRECTORS: RESPONSIBILITIES AND CONDUCT

A. BOARD RESPONSIBILITIES

Association directors are generally responsible for enforcing the Association's Governing Documents, collecting and maintaining the Association's financial resources, insuring the Association's assets against loss, and keeping the Common Areas maintained and in a state of good repair. In carrying out these responsibilities, directors must use their best efforts to:

1. Regularly attend Board meetings.
2. Review material provided in preparation for Board meetings.
3. Review the Association's financial reports.
4. Make reasonable inquiry on matters on the agenda before making decisions.

B. BOARD MEMBER CONDUCT

Each director must conduct himself or herself in dealings with third parties, in good faith, and in the best interests of the Association. Directors must safeguard and keep confidential information they receive in executive session, and other proprietary or confidential information that belongs to the Association and that they receive through their role as Association directors.

1. Private Gain; Self-dealing. Directors shall not self-deal or act for their own private gain in serving on the Board. Private gain and self-dealing occurs when directors make decisions that materially benefit themselves, spouses, friends, relations, or anyone who shares a personal or financial interest with the director, at the expense of the Association. Such benefits may include money, privileges, special benefits, overlooking delinquency or violations of the Governing Documents, gifts or any other item of value. Accordingly, no director shall:

- a. Solicit or receive any compensation for serving on the Board or any committee.
- b. Negotiate or provide instructions to, or contract with vendors without prior Board approval, except only to the extent that such contact is made by a

duly authorized Officer acting within the scope of that Officer's duties and powers as prescribed by the Bylaws.

- c. Solicit or receive, any material gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their friends or relations, from a person or company who is seeking a business or financial relationship with the Association.
- d. Seek or obtain preferential treatment for themselves or their relatives, use the Association property, services, equipment or business for their own benefit in any material respect except as is provided to all members of the Association.

2. Confidential Information. Directors are responsible for protecting the Association's confidential information. As such, they may not use confidential information for their personal benefit or that of their friends or relatives. Directors shall not share any confidential information obtained as a Board member with any non-Board members or third parties (other than agents, representatives or employees of the Association who also are bound to maintain the confidentiality of the information received).

Confidential information includes, without limitation:

- a. Private or personal information about any Association member.
- b. Private or personal information about any of the Association employees.
- c. Disciplinary actions against Association members.
- d. Information about any member's delinquent assessment account.
- e. Legal matters in which the Association is or may be involved. Directors may not discuss the merits of pending legal matters in which the Association is involved, with persons not on the Board. Failure to follow these requirements may constitute a breach of the attorney-client privilege and may result in the loss of confidentiality in the information released.

3. Accuracy of Information. All Association data, records, and reports conveyed must be accurate and truthful, in all material respects, and prepared in a proper manner.

4. Interaction with Vendors and Management. To ensure efficient management operations, avoid conflicting instructions from the Board to management and avoid potential liability, directors shall observe the following guidelines:

- a. The Board president shall serve as liaison between the Board and management and provide direction on day-to-day matters including but not limited to determining items to be on the agenda for upcoming meetings.

- b. Directors may not give direction to management, employees or vendors unless acting as an authorized Officer of the Board within the scope such Officer's authority and duty, or unless otherwise expressly authorized by the Board or these rules to do so.
- c. No director may interfere with the conduct of the Board during meetings or at any time management or a designated Board member is carrying out the decisions of the Board.
- d. Directors are prohibited from harassing, threatening or intimidating management, employees, vendors, directors, committee members, and/or owners, whether orally, in writing, physically, or otherwise.

5. Professional Behavior. Directors are obligated to act with proper decorum during Board meetings or at any time they are carrying out the business of the Association. Although a director may disagree with the opinions of others on the Board, or with the vote of the majority, they must treat all Board members with respect and carry out the decision of the Board as voted by the majority. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions. Further, directors are expected to conduct themselves with courtesy toward each other, and toward managing agents, vendors and Association members.

II. COMMITTEE MEMBER CONDUCT

A. COMMITTEE MEMBER RESPONSIBILITIES

Committee members serve at the pleasure of the President, and shall limit their actions to those expressly authorized by the President and the Board, and as identified in the authorizing resolution or charter establishing the committee. In carrying out their responsibilities, committee members must use their best efforts to:

- 1. Read and seek to apply the Declaration and Bylaws.
- 2. Conform their actions to those authorized by the Board and the Association's Governing Documents.
- 3. Fulfill duties as assigned.

B. COMMITTEE MEMBER CONDUCT

1. Private Gain; Self-dealing. Committee members shall not self-deal or act for their own private gain in serving the Board. Accordingly, no committee member shall:

- a. Solicit or receive any compensation for serving on any committee.

- b. Seek to negotiate, provide instructions to, or contract with vendors without prior Board approval.
- c. Solicit or receive, any material gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their friends or relations, from a person or company who is seeking a business or financial relationship with the Association.
- d. Seek or obtain preferential treatment for themselves or their relatives, use the Association property, services, equipment or business for their own benefit in any material respect except as is provided to all members of the Association.

2. Confidential Information. To the extent committee members have access to confidential information while acting in the course and scope of their committee duties, committee members are responsible for protecting the Association's confidential information, particularly regarding individual owners. As such, they may not use confidential information for their personal benefit or that of their friends or relatives. Committee members shall not share any confidential information obtained as a committee member with any non-Board and non-committee members or third parties (other than agents, representatives or employees of the Association who also are bound to maintain the confidentiality of the information received).

3. Accuracy of Information. All Association data, records, and reports conveyed must be accurate and truthful, in all material respects, and prepared in a proper manner.

4. Interaction with Vendors and Management. To ensure efficient management operations, avoid conflicting instructions to management and avoid potential liability, committee members shall observe the following guidelines:

- a. Committee members may not give direction to management, employees or vendors unless acting as expressly authorized by the Board or Chairperson and specifically within their delegated authority and duty.
- b. No committee member may interfere with the conduct of the Board during meetings or at any time management or a designated Board member is carrying out the decisions of the Board.
- c. Committee members are prohibited from harassing, threatening or intimidating management, employees, vendors, directors, fellow committee members, and/or owners, whether orally, in writing, physically, at a close range or distance, or otherwise.

6. Professional Behavior. Committee members are obligated to act with proper decorum during Board meetings or at any time they are carrying out the business of the

Association. Although a committee member may disagree with the opinions of others on the committee or Board, or with the vote of the majority, they must treat all Board and committee members with respect and carry out the decision of the Board as voted by the majority. Committee members shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions. Further, committee members are expected to conduct themselves with courtesy toward each other, and toward managing agents, vendors and Association members.

III. MEMBERS AND RESIDENTS: RESPONSIBILITIES AND RULES OF CONDUCT

A. MEMBER AND RESIDENT RESPONSIBILITIES

Association members, residents, and persons using the Property in any manner are responsible generally for abiding by and complying with the Association's Declaration, Bylaws, and rules and regulations.

B. MEMBER AND RESIDENT CONDUCT – GENERALLY

1. Interaction with Each Other. All members and residents are prohibited from harassing, threatening, targeting, or intimidating other owners, residents, lessees and tenants, management, employees, vendors, directors, and/or committee members, whether orally, in writing, or physically, at close range or at a distance, including through the transmission of excessive noise or other conduct which unreasonably disturbs residents.

2. Interaction with Vendors and Management. To ensure efficient management operations, and to avoid conflicting instructions, members and residents shall avoid interfering, delaying, or altering the work being performed by vendors or contractors on behalf of the Association. As such, members and residents shall observe the following guidelines:

- a. The Board President shall serve as liaison between the Board and management and provide direction on day-to-day matters including but not limited to determining items to be on the agenda for upcoming meetings.
- b. Members and residents may not give direction to Association's management, employees or vendors.
- c. No member or resident may interfere with the conduct of management, vendors or contractors when they are carrying out the decisions of the Board.

C. MEMBER AND RESIDENT CONDUCT – BOARD MEETINGS

1. General Board Meetings are open to the members to attend. Any member may attend Association Board meetings unless the Board is meeting in Executive Session.

2. Members in attendance are permitted to address the Board only at the designated member comment portion of the meeting (“Open Forum”), or unless otherwise permitted by the Chair of the Board meeting, and at no other time. The Board may establish sign-in procedures or other methods for identifying those members who wish to be heard. Member comments made during Open Forum may be noted in the minutes at the discretion of the Secretary of the Board; however, the minutes will not contain the member’s specific comments.

3. In order to allow the Board sufficient time to cover the Board meeting agenda items, members will be permitted to speak for up to three (3) minutes, unless the Board grants a member’s request to speak for a longer period of time, or if extenuating circumstances require a longer period.

4. With limited exception, the Board is generally not permitted to deliberate or take action on any item that is not on the Board meeting agenda. Therefore, the Board will generally not comment upon a member’s Open Form comment, or respond to questions raised by a member during the member’s Open Forum, unless deemed reasonable and appropriate under the circumstances and in Board’s sole discretion.

5. Directors, members and any other individuals permitted to attend a Board meeting shall conduct themselves in a respectful, professional manner. Any member not in compliance with these rules will be asked to leave the Board meeting, and will be escorted out if necessary. The following conduct will not be permitted:

- a. Rude or profane language or personal attacks.
- b. Racial, ethnic, gender, religious or age-based comment.
- c. Shouting, yelling, screaming, fist pounding or similar conduct.
- d. Physical threats, including non-verbal communications such as gestures or using body language in such a way as to intimidate.
- e. Interrupting others recognized by the Chair or otherwise permitted to speak.
- f. Any behavior that is intended to or has the effect of interfering with the orderly business of Board meeting.

IV. POLICY AGAINST TAPE RECORDING OR VIDEO TAPING MEETINGS. Board meetings are open to Association members. Directors and members in attendance have the right to speak freely without the fear or intimidation of being recorded without their consent. Further, the Board has the authority to adopt rules regulating conduct of attendees at Board meetings. As such, it is the policy of this Board that taping or recording of Board or Association meetings by members or directors is prohibited.

V. VIOLATIONS OF CONDUCT RULES

1. Any director or member who violate these rules are subject to discipline including, but not limited to:

- a. Violation by a member:
 - i. Exclusion or removal from the Board meeting.
 - ii. Fines.
 - iii. Other appropriate discipline authorized by law or the Governing Documents.

- a. Violation by committee member:
 - i. Fines.
 - ii. Removal from committee.
 - iii. Legal action.

- b. Violation by a director:
 - i. Censure.
 - ii. Removal as an officer of the Board.
 - iii. Recall by the membership.
 - iv. Legal action.
 - v. Other appropriate discipline authorized by law or the Governing Documents.

2. Be advised that any action taken by a Board member in violation of these rules may result in a loss of Directors and Officers liability coverage or indemnity for that director in the event of a claim.

BE IT FURTHER RESOLVED that the Board directs the Secretary to send all owners a copy of this Resolution in accordance with Section 14.1 of the Bylaws. This Resolution will be effective from the date of mailing.

BE IT RESOLVED.

Dated this _____ day of _____, 2019.

FOUR SEASONS HOMEOWNERS ASSOCIATION

By: _____

Its President

ATTEST: The above resolution was properly adopted.

By: _____

Its Secretary