

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE SHORES HOMEOWNERS ASSOCIATION I, INC.  
REGARDING BOARD MEMBER CONDUCT**

WHEREAS, The Shores Homeowners Association I, Inc. (the "Association") is a Colorado nonprofit corporation, duly organized and existing under the laws of the State of Colorado; and

WHEREAS, the Association is run by a Board of Directors who govern the Association;  
and

WHEREAS, the Board of Directors, in furtherance of their duties, have determined it prudent to clarify expectations as to Board Member conduct; and

WHEREAS, the Board has formally resolved, by a recorded vote, to hold all Board Members to the following rules of conduct:

**BOARD MEMBER GUIDELINES**

1. The Board is comprised of seven members who agree to work together for the betterment of the community.
2. Board Members shall not, without prior Board approval:
  - a. Perform any duty or responsibility in an individual capacity;
  - b. Confront any vendor/contractor;
  - c. Knock on any resident's door or individually confront a resident in any way regarding any perceived violation;
  - d. Instruct any maintenance personnel to perform an assignment, how to perform his assignment or not to perform his assignment; and/or
  - e. Revisit previously voted on and established Board actions.
3. Board business shall be conducted at the regularly scheduled board meeting. In the event of an emergency or other situation that cannot or should not wait until the next regular meeting, an email will be sent out from the management company to the Board President who will then send it to the Board Members for a vote.
4. Communication regarding Association business outside Board Meetings should be minimized. Except for situations requiring immediate attention, notifications from the management company regarding situations and/or problems should be discussed at the regularly scheduled board meeting and not commented on through email.
5. Board Members should always represent themselves with integrity, honesty and respect.
6. Confidential Association business may not be disclosed to anyone outside the Board,

management company or Association's attorney. Confidential Association business may not be disclosed to homeowners or former Board Members. All Board Members must comply with the Association's Records Inspection Policy regarding dissemination of Association information.

7. Board members who do not follow these guidelines may be asked to resign from the board.

## COMMUNICATION

1. Homeowners may call or email the management company directly with questions, concerns or complaints regarding the Association. The management company will address the problem and take appropriate action to resolve the issue presented to them. When appropriate, the management company will contact the Board President to inform them of the issue.
2. In any instance when an issue requires an immediate vote from the Board to proceed and cannot or should not wait until the next Board Meeting, the management company will send an email to the Board President, who will in turn sent it to the rest of the Board members asking for a vote. All Board Members shall promptly reply all. The Board President will then communicate the results of the vote to the management company.
3. The management company's primary contact between meetings will be the Board President. However, the Board President and management company shall not make any decisions that should be made by the Board. All items discussed by the management company and Board President between Board Meetings shall be disclosed to the Board at the next Board Meeting.
4. In order to minimize cost to the Association and maximize the management company's efficiency, Board Member (other than the Board President) communication with the management company should be limited to the following instances:
  - a. To request an issue be placed on the Agenda for the next regularly scheduled Board Meeting;
  - b. To report a violation, including photographs, if available;
  - c. To inform the management company of a vendor problem on the property;
  - d. To ask a reasonable question concerning the Association; and
  - e. To notify the management company of an emergency that should be addressed before the next Board Meeting.
5. If a Board Member is uncertain as to whether or not an issue falls within the guidelines of Paragraph 4 above, the Board Member should send the issue to the Board President, who will determine if the concern needs to be forwarded to the management company and to the other Board Members immediately, or if it is more appropriate to be on the agenda at the next Board Meeting.

6. While differences of opinion are to be expected and welcomed, all Board Members shall respect others' opinions and accept the outcome of Board votes. Disrespectful behavior towards another Board Member or toward homeowners will not be tolerated.
7. Emails sent to the management company, other Board Members and/or homeowners that contain hateful, disrespectful, degrading, derogatory or insulting communications will result in the Board Member sending such email being asked to resign from the Board.
8. Board Members shall be respectful to homeowners at all times, including during the Homeowner Forum. If action needs to be taken by the Board regarding homeowner issues, the Board President or management company will ask for a vote or will ask that the item be put on the next month's Board Meeting agenda.
9. Board members who do not follow these guidelines may be asked to resign from the Board.

#### ROLE OF THE BOARD PRESIDENT

In addition to the duties set forth in the Amended and Restated Bylaws of The Shores Homeowners Association I, Inc., the Board recognizes the following as responsibilities of the Board President:

1. Work closely with professional managers and other association professionals to ensure the successful operation of the association;
2. As the leader of the Association and Board, speak for the Association and for the Board;
3. Serve as the liaison between the Board and management company;
4. Report the content of all communications regarding Association business to the Board;
5. Help committees understand their assigned tasks, including being available to answer questions;
6. Maintain a professional relationship with the management company and manager, while allowing the manager to address the unique tasks at hand and seek new approaches to problem solving;
7. Act in the best interest of the Association when fulfilling his or her duties;
8. Maintain order throughout Board Meetings and Member Meetings;
9. Encourage effective, efficient communication among the Board Members; and
10. Keep a level head at all times.

However, in no case does the Board President have the authority to act unilaterally without Board consent.

In the event the Board President is unable to perform his or her duties, the Vice President will step in pursuant to the governing documents of the Association.

The preceding rules of conduct are intended to supplement and be in addition to any other requirements contained in the governing documents of the Association, including but not limited to the Amended and Restated Declaration of Covenants, Conditions and Restrictions of The Shores, the Amended and Restated Bylaws of The Shores Homeowners Association I, Inc., The Shores Homeowners Association Rules and Regulations, and The Shores Homeowners Association I, Inc. Conduct of Meetings Policy.

NOW, THEREFORE, BE IT RESOLVED, the Association has adopted the preceding rules of conduct for Board Members.

The undersigned hereby certify that the foregoing resolution was adopted and made a part of the minutes of the meeting of the Board of Directors of the Association conducted on the \_\_\_\_ day of August 15, 2017.

**The Shores Homeowners Association I, Inc.**

Attested: -

By: Cindy Luke  
President Vice President

John M. Kay  
Secretary