

PARK WEST COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION 17-01

**RIGHTS AND RESPONSIBILITIES AND THE CODE OF ETHICS FOR
THE DIRECTORS OF THE ASSOCIATION**

WHEREAS, Article VIII, Section 1(a) of the Bylaws of the Association states, “the Board of Directors shall have power to adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;” and

WHEREAS, the Board has established the goal of conducting the business of the Association with high levels of dignity, civility, and respect for the Association as an entity and for the individual members of the Association, Board, and Committees; and

WHEREAS, the Board has decided to establish a code of conduct for itself and subordinate Committees in order to further efforts to accomplish the common goal,

NOW, THEREFORE, BE IT RESOLVED THAT the following rights, responsibilities and ethics are established and adopted, as follows:

1) TERMS

- a) ‘VPOAA’ refers to the Virginia Property Owners’ Association Act.
- b) ‘Association’ refers to the Park West Community Association.
- c) ‘Community’ refers to any Lot which is subject by covenants of record to assessment by the Association.
- d) ‘Lot’ refers to any plot of land shown upon any recorded subdivision plat of the Property, but with the exception of the Common Area and areas dedicated as public streets.
- e) ‘Owner’ refers to person or entity who is a record owner (resident or non-resident) of a fee or undivided fee interest in any Lot within the Community. In this resolution, the term ‘Owner’ is synonymous with the term ‘Member’.
- f) ‘Board of Directors’ refers to the entity vested with the affairs of the Corporation, identified as the Park West Community Association.
- g) ‘Governing Documents’ refers to the Articles of Incorporation; the Declaration; the By-Laws; the Resolutions; and the Rules and Regulations duly adopted by the Association.
- h) ‘Community Leaders’ refers to board members, committee members, and all other volunteers giving time on behalf of the Association to further the Association’s priorities.

- 2) Two Exhibits are contained in this Resolution. These exhibits may be amended as needed without updating the basic Resolution. Notice of changed Exhibits will be provided on the website to the Members.
- 3) New Directors will be given a copy of the current Exhibit B, Director Code of Ethics upon assuming office.

RESOLVED and adopted by the Board of Directors for the Park West Community Association at a duly convened meeting held on SEPTEMBER 19, 2017 and incorporated into the Book of Resolutions of the Association.

By: Mark J C Griffin 25 SEP 17
Mark Griffin, President of the Board of Directors DATE

Attest: Joan Murphy 9-25-17
Joan Murphy, Secretary of the Board of Directors DATE



Exhibit A

Director's Rights and Responsibilities

Perhaps the greatest achievement for any Association is creating and sustaining a sense of community among residents and community leaders. This goal is best achieved when homeowners, non-owner residents and association leaders recognize and embrace their rights and responsibilities. These principles can serve as an important guidepost for board and committee members, community managers, homeowners and non-owner residents. This document was created from a Community Associations Institute document and edited to complement our specific community.

1) Directors have the right to:

- a) Expect residents to know and comply with the rules and regulations of the community and to stay informed by reading materials provided by the Association.
- b) Respectful and honest treatment from owners, residents, and community management staff.
- c) Conduct meetings in a positive and constructive atmosphere.
- d) Receive support and constructive input from owner and non-owner residents.
- e) Personal privacy at home and during leisure time in the community.
- f) Take advantage of educational opportunities (e.g., publications, training workshops) that are directly related to their responsibilities and as approved by the association.
- g) Expect owner and non-owner residents to meet their financial obligations to the community.

2) Directors have the responsibility to:

- a) Treat owners, residents, contractors, and community management staff with fairness, honesty, and respect.
- b) Exercise sound business judgment and follow established management practices.
- c) Balance the needs and obligations of the community as a whole with those of individual owners and residents.
- d) Understand the Association's governing documents, become educated with respect to applicable state and local laws and manage the Association accordingly.
- e) Manage the maintenance of the Property according to established standards.
- f) Welcome and educate new residents of the community— owner and non-owner residents alike.

Exhibit A

Director's Rights and Responsibilities

- g) Encourage input from residents on issues affecting them personally and the community as a whole.
- h) Encourage events that foster neighborliness and a sense of community.
- i) Conduct business in a transparent manner when feasible and appropriate.
- j) Make covenants, conditions and restrictions as understandable as possible, adding clarifying “lay” language or supplementary materials when drafting or revising the documents.
- k) Provide complete and timely disclosure of personal and financial conflicts of interest related to the actions of community leaders (e.g., officers, the board, and committees).
- l) Fulfill their fiduciary duties to the community and exercise discretion in a manner they reasonably believe to be in the best interests of the community.
- m) Conduct open, fair and well-publicized elections.
- n) Establish committees or use other methods to obtain input from owner and non-owner residents.
- o) Allow owner access to appropriate community records when requested.
- p) Collect all monies due from owner and non-owner residents.
- q) Devise appropriate and reasonable arrangements, when needed and as feasible, to facilitate the ability of individual owners to meet their financial obligations to the community.
- r) Initiate foreclosure proceedings only as a measure of last resort.
- s) Provide a process residents can use to appeal decisions affecting their non-routine financial responsibilities or property rights—where permitted by law and the Governing Documents.

Exhibit B

Board of Directors Code of Ethics

This document was created from a CAI Model Code of Ethics for Community Association Board Members with supporting information from other Associations' Codes of Ethics. This Code does not address every potential ethical dilemma but provides the basic framework to make decisions for the Association.

1) Board members should:

- a) Strive at all times to serve the best interests of the association as a whole regardless of their personal interests.
- b) Use sound judgment to make the best possible business decisions for the association, taking into consideration all available information, circumstances and resources.
- c) Act within the boundaries of their authority as defined by law and the governing documents of the Association.
- d) Provide opportunities for residents to comment on decisions facing the Association.
- e) Perform their duties without bias for or against any individual or group of from owner and non-owner residents.
- f) Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association. If a Director has any duality of interest, they must disclose such interest, concern, or conflict on the record.
 - i) If the Director believes that such interest, concern, or conflict prohibits the Director from the exercise of the fiduciary duty, then they must recuse themselves from voting or discussing the motion and announce the intent to do so.
 - ii) If the Director believes that such interest or concern does not rise to the level of a conflict of interest and does not impede the ability to exercise fiduciary duty, they must state the reasons on the record and declare the intent to participate in the discussion and vote on the motion.
 - iii) The Presiding Officer shall have the authority to call for a vote of the other Directors to approve the right of the Director to participate in the discussion and vote.
 - iv) The other Directors shall presume good faith on the part of their fellow Director unless there is clear and convincing evidence that participation would damage the integrity of the Board or be injurious to the interests of the Association.
- g) Conduct open, fair and well-publicized elections.
- h) Always speak with one voice, supporting all duly adopted board decisions—even if the board member was in the minority regarding actions that may not have obtained unanimous consent.

Exhibit B

Board of Directors Code of Ethics

2) Board members should not:

- a) Reveal confidential information provided by contractors or share information with those bidding for association contracts unless specifically authorized by the board.
- b) Make unauthorized promises to a contractor or bidder.
- c) Advocate or support any action or activity that violates a law or regulatory requirement.
- d) Use their positions or decision-making authority for personal gain or to seek advantage over another from owner and non-owner residents.
- e) Spend unauthorized association funds for their own personal use or benefit.
- f) Use sound judgement before accepting any gifts—directly or indirectly—from owners, residents, contractors or suppliers.
 - i) Any member of the Board who receives an unsolicited gift or gratuity must promptly disclose his receipt of the gift or gratuity at a duly convened meeting of the Board.
 - ii) The Board of Directors shall then decide on the public record whether the member of the Board should return the gift, turn it over to the Association, or, if the gift is of innocuous consequence or nominal value, keep the gift.
 - iii) This prohibition does not cover situations where members of the Board meet with a vendor or professional to discuss business matters of the Association at times when it would be ordinary to eat breakfast, lunch, or dinner and the vendor or professional pays for the meal. Such circumstances shall be considered ordinary and acceptable acts of professional courtesy on the part of the vendor or professional.
- g) Misrepresent known facts in any issue involving Association business.
- h) Divulge personal information about any association owner, resident or employee that was obtained in the performance of board duties.
- i) Make personal attacks on colleagues, community management staff or residents.
- j) Harass, threaten or attempt through any means to control or instill fear in any board member, owner, resident, community management staff or contractor.
- k) Reveal to any owner, resident or other third party the discussions, decisions and comments made at any meeting of the board properly closed or held in executive session. This information remains the property of the Association and includes the following types of information: personnel matters; consultations with legal counsel; discussions and considerations of contracts, pending or probable litigation and matters involving violations of the declaration or rules and regulations adopted pursuant thereto for which a Member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of Members to the Association.