

RESOLUTION
THE BOARD OF DIRECTORS
SUMMERFIELD TOWNHOUSE SERVICE ASSN. #1

The following resolution is adopted the 20th day of January, 2016, by the Board of Directors of Summerfield Townhouse Service Association #1.

SUMMERFIELD TOWNHOUSE SERVICE ASSN. #1

RULES AND REGULATIONS REGARDING

ACTIONS OF DIRECTORS

Article 8.0 - Regarding duties of the Board members. The bylaws indicate the following: "A Director may be recalled from office as director by petition signed by at least 25% of the qualified electors, turned over to the Association President. Within 30 days a special meeting of the Association shall then be held for this purpose and the notice of meeting shall state that it is for the purpose of voting for or against the recall. However, only one Director may be recalled at one election." As questions may arise regarding the actions of Directors, the Board feels the need to clarify this provision of our bylaws.

Action of Directors

Each Director will:

1. At all times obey the rules of the Association, even if they disagree with them.
2. Avoid self-dealing and will place the Association's interests above their own personal agenda.
3. Cooperate with the other directors and follow the rules of decorum and parliamentary procedure for every meeting, and act in a courteous and civil manner toward fellow directors, homeowners, employees and contractors of the Association.
4. Not divulge confidences or sensitive information to non-directors.

5. Not attempt to micro-manage or interfere with the management of the Association or the performance of Association contractors.
6. Always act within the scope of their authority as a director and in the best interests of the Association.
7. Be sensitive to individual differences, respectful of dissenting opinions and cooperative in implementing the will of the majority of the Board.
8. At all times make a full disclosure of any potential conflict of interest, refrain or abstain from voting on any issues that would provide them a direct economical benefit, and at all times avoid even the appearance of impropriety.
9. Not make public statements without the express authority of the Board.
10. Understand that no director has any authority to act independently and that all Board member responsibilities are a direct result of the approval of the Board.
11. Understand that as a director of a not-for-profit corporation, will not directly intervene in any homeowner disputes.
12. Recognize that they are a fiduciary on behalf of all owners and in all decision-making by the Board will attempt to use sound business judgment.

Enforcement:

In the event that a Director cannot faithfully fulfill his/her duties as a Director, they shall submit their resignation from the Board. In the event they violate any of these provisions outlined above, they can be suspended or removed from their duties as a Director.