CAMERON STATION COMMUNITY ASSOCIATION, INC.

ADMINISTRATIVE RESOLUTION NO. 04-04-02

( Establishment of a Code of Conduct for Association Committees)

WHEREAS, the Bylaws of the Association empower the Board of Directors with the authority to establish formal policies in connection with the manner in which the Board and its Committees conduct the business of the Association; 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 of Directors has decided to establish a code of conduct for its Committees in order to further its efforts to accomplish its goal.

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the following code of conduct as its formal policy:

I. CONDUCT AND DECORUM AT MEETINGS

A. Committee members shall exercise their best efforts to attend and be on time at all meetings or functions of the Association and shall plan to be in attendance at all times during the proceedings. Whenever a Committee member knows in advance that he cannot attend a meeting, will be late for a meeting, or will have to leave a meeting early, he shall exercise best efforts to inform the Chairman in advance of the meeting.

B. There shall not be a dress code for Committees meetings; however, each Committee member is expected to dress consistently with the Board’s objective of promoting and pursuing a high standard of respect and decorum at its meetings and all Association functions.

C. When the Chairman calls the meeting of the Committee to order, all members of the Committee shall turn off any cell phones, beepers, or other forms of personal telecommunications equipment which might interrupt the fluidity of the meeting or distract any other Committee member. If special circumstances warrant the use of such equipment, then the committee member who wishes to use such equipment shall make arrangements with the Chairman to obtain permission to do so before the Chairman calls the meeting to order.

D. When the Chairman calls the meeting to order, all members of the Committee shall organize their reading materials pertaining to the meeting and put away any other unrelated material. All conversation with seatmates shall immediately
cease, as well as any other activity, which might interrupt the fluidity of the meeting or distract any member of the Board.

E. When a member of the Committee wishes to speak at a meeting or function of the Committee, he shall wait for the Chairman to formally recognize him for the purpose of granting him the floor. No member of the Committee shall speak out of order or without recognition from the Chairman, nor shall any member of the Committee engage in any activity, which interrupts or distracts any member of the Committee when another member of the Committee has the floor for discussion purposes. The Chairman shall not recognize any member of the Committee more than once on any motion until all members of the Committee who wish to discuss the motion have had an opportunity to speak. At all times, the Chairman shall determine who has the floor to speak and may impose uniform time limitations.

F. Committee members shall not use inappropriate language or verbal tone during their debate of the issues. Any actions (including physical gestures or body language) or comments designed to insult, demean, or attack the personal character of any member of the Committee, the Committee as an entity or any person in attendance shall be strictly prohibited. Committee members owe a special duty of civility to the Association’s membership and shall be particularly courteous to the individual members at all times during official functions of the Association.

G. The Chairman shall have the unilateral authority to enforce the code of conduct or may do so in response to the unseconded request of any other member of the Committee if the Chairman agrees with the request. The first step of enforcement shall consist of the Chairman issuing a call to order to the particular member of the Committee, who then must obey the directive immediately; however, the member called to order shall have the right to appeal the Chairman’s ruling, which appeal shall be open to debate and vote of the entire Committee.

H. In any instance of a flagrant or repeated violation of this code of conduct, the Chairman may unilaterally issue a ruling to that effect against the offending member and may require the offending member of the Committee to leave the premises of the meeting. Any such ruling shall not be appealable by the offending member and must be immediately obeyed, unless another member of the Committee wishes to appeal the Chairman’s ruling, in which case the appeal shall be open to debate and vote of the entire Committee.

I. The Board of Directors further reserves additional enforcement powers, as set forth in Section V.

II. DUTY OF RESPECT FOR COMMITTEE
A. All members of the Association’s Committees owe a duty of respect to the Committee members and Committee as an entity, particularly with respect to its formal votes and formally approved policies. If conducted civilly, robust disagreement between members of the Committee is perfectly acceptable behavior and even strongly encouraged, as it is often necessary and appropriate for the development of the best decision-making process; however, once the Committee formally votes on a matter, no member of the Committee shall engage in any unauthorized activity which undermines the ability of the Committee to successfully effectuate the results of the vote. The duty of respect owed to the Committee and the Association’s Committees requires dissenting members to work within the formal procedures of the Board and the Association’s Committees to modify or rescind the previously adopted votes or approved policies with which they disagree. Dissenting Committee members may voice their disagreements with any such votes or policies at any official function of the Association, but must do so in a manner which shows respect for the Board and it of Directors as an entity. Moreover, out of respect for the Board and its objectives and obligations, Committee Members are prohibited from contacting Association contractors or governmental representatives without the prior written approval of the Board of Directors.

B. All Committee members shall recognize that their individual behavior is a reflection upon the Board and the Association; therefore, they shall at all times refrain from any public conduct within the community, which would bring the Board or the Association into disrepute.

III. DUALITIES AND CONFLICTS OF INTEREST

A. Committee members owe a fiduciary duty to the Association, which requires them to consider only the best interests of the Association when they vote on any matter and to exclude any competing interest from their consideration. If a Committee member has any duality of interest, or concerns, which compete with her fiduciary duty, or any potential conflict of any sort, then she must disclose such interest, concern, or potential conflict on the record. If she believes that such interest or concern does not rise to the level of a conflict of interest and does not impede her ability to exercise her fiduciary duty, she must state her reasons on the record and her intent to participate in the discussion and vote on the motion. Under such circumstances, the Chairman shall have the authority to call for a vote of the other members of the Committee to approve the right of the member to participate in the discussion and vote. Under such circumstances, the other Committee members shall presume good faith on the part of their fellow Committee member and shall not disapprove their fellow member’s right to participate in the discussion and vote unless there is clear and convincing evidence that the member’s participation in the discussion and vote would damage the integrity of the Committee and be injurious to the interests of the Association.
B. Under no circumstances should any Committee member participate in the
discussion or vote on any matter in which the member has an undisclosed or
actual conflict of interest. For the purposes of this resolution, the term “conflict
of interest” shall include, but not be limited to, the following situations:

1) Whenever the Committee intends to review a case involving the
compliance of a Committee member with the Association’s legal
requirements, the relevant Committee member should recuse herself from
the discussion and voting on the matter.

2) Whenever the Committee intends to review a contract or expenditure of
funds involving the direct pecuniary interest of a Committee member, the
relevant Committee Member should recuse herself from the discussion
and voting on the matter.

C. No Committee Member should vote to approve the expenditure of funds for the
acquisition of services or goods from any Committee member, relative of a
Committee member, or entity which is affiliated with any of the Committee
members or their relatives, unless the Committee member with such relationship
discloses the relationship on the record and there is convincing reason to believe
that a vote in favor of such an expenditure would be in the best interests of the
Association. Under such circumstances, the vote must pass by at least a two-
thirds majority of a quorum of Committee Members.

D. Under no circumstances shall any Committee member solicit a gift or gratuity of
any sort from any vendor or professional serving the Association (or attempting to
obtain business from the Association.) Any member of Committee who receives
an unsolicited gift or gratuity must promptly disclose her receipt of the gift or
gratuity at a duly convened meeting of the Committee. The Committee shall then
decide on the public record whether the member of the Committee should return
the gift, turn it over to the Association, or, if the gift is of innocuous consequence
or nominal value, keep the gift. This prohibition does not cover situations where
members of the Committee 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.

IV. CONFIDENTIALITY REQUIREMENT

A. All Committee members shall recognize that matters pertaining to the
Association's business conducted in executive session should be kept confidential
and not disclosed to the community membership or to members of the public at
large. The same applies to any written communications from legal counsel
denoted as a confidential document. Committee members shall not disclose
Confidential Information (as that term is defined below) under any circumstances
to any person not on the Board or Committee without the express consent of a majority of the Board voting at a duly convened meeting of the Board of Directors.

B. In any instance when a Committee member might be confused about the confidentiality requirements and in order to minimize the possibility of inadvertent disclosure, Committee members shall consult with the Chairman before making any disclosure to any third party which might arguably release any Confidential Information covered by this Resolution, as that term is defined below.

C. All Confidential Information is the property of the Association. Committee members shall keep in strict confidence any and all information, documentation, records and devices which contain Confidential Information, and, upon the expiration of the Committee member's term, shall return all Confidential Information in his possession to the Association and shall keep confidential all non-tangible Confidential Information.

D. For the purpose of this Resolution, the term "Confidential Information" shall mean any information related to:

a. communications with the Association's legal counsel or professional consultants,

b. pending litigation,

c. pending matters involving formal proceedings for enforcement of the governing documents or rules or regulations of the Association,

d. pending negotiations for transactions involving the Association and agreements containing confidentiality requirements, or

Confidential Information shall not be deemed to include information:

a. that at the time of disclosure is available to the general public through public records or records of the Association which the Association must make available to the members for inspection or copy under state law;

b. that an administrative agency or court of competent jurisdiction orders to be disclosed, provided however, that upon receipt of any order, subpoena, or summons of any kind, before providing the information or document requested, the Committee member shall give the Association immediate notice thereof in order to allow the Association an opportunity to protect its Confidential Information. The Committee member shall provide all necessary cooperation for this purpose.
V. ENFORCEMENT

In addition to the enforcement remedies provided to the Chairman stated above, the Committee may enforce this resolution by the following means: private reprimand, public censure, or the initiation of a removal action.

The Board may take any enforcement action against a Committee member for any violation or potential violation of the Policy that the Board of Directors determines to be in the best interest of the Association.

VI. CONTROL OF THE AGENDA AND RAISING OF NEW ISSUES DURING COMMITTEE MEETINGS

A. The Chairman shall chair all meetings of the Committees. In the Chairman’s absence, the Vice-Chairman shall chair the meeting.

B. All Committee meetings shall be conducted in accordance with the then current edition of Robert’s Rules of Order, except where it is in conflict with the Virginia Code or the Association’s Governing Documents.

C. The Chairman, with the assistance of management, is responsible for the preparation of a preliminary agenda and its circulation to the other members of the Committee. The agenda typically should include seven categories of action items for the meeting in the following order: (1) Adopting the agenda; (2) Reading and approval of the minutes of the prior meeting; (3) Reports of officers, management and committee members; (4) Reports of Special or Ad Hoc committees; (5) agenda action items (which includes new matters specified on the agenda to be considered at the Committee meeting) (6) unfinished business; and (7) new business. An agenda is deemed to be preliminary prior to its formal adoption by the Committee. Any member of the Committee may ask the Chairman to include an action item on the preliminary agenda for the meeting. However, the Chairman is not required to include any item on the preliminary agenda, even if a Committee member asks the Chairman to do so.

D. The Committee may deviate from the preliminary agenda if a majority of the Committee votes to modify the agenda prior to its formal adoption by the Committee. Any member of the Committee may move to add an item to the agenda upon which the Committee will vote. Once the Committee adopts the agenda, a new matter not set forth in the adopted agenda may only be raised upon the affirmative vote of two-thirds of the Committee.

E. A member of the Committee may raise an issue not specifically addressed in the agenda for the meeting during the new business portion of the meeting by making a motion for the new matter to be considered by the Committee. The motion need not be seconded; however, a motion to consider a new matter is out of order if it is raised at any time prior to the new business portion of the meeting. Once made, the Chairman shall state the question on the motion for the Committee to decide whether to consider the issue raised by the Committee member. Once the Chairman states the question, the motion is then open for debate, and upon conclusion,
the motion is put to a vote. Any motion to consider a new matter after the agenda has been adopted requires the affirmative vote of two-thirds of the Committee to pass.

    F. Any matter that has been voted on previously by the Committee may only be reconsidered if a Committee member makes a formal motion to rescind the prior vote and the motion passes by a two-thirds vote of the Committee.

VII. MISCELLANEOUS

    The use of pronouns throughout this Resolution are meant to be interchangeable. The use of the term “he” includes “she” and vice versa.

This Resolution was duly adopted by the Board of Directors on this 27 day of April, 2004.

CAMERON STATION COMMUNITY ASSOCIATION, INC.

By: ______________________________

Victoria Hebert, President
RESOLUTION ACTION RECORD

Duly adopted at a meeting of the Board of Directors held April 27, 2004.

Motion by: Martin Menez  Seconded by: Micki Aronson

VOTE:  
YES  NO  ABSTAIN  ABSENT

Victoria Hebert  X  ___  _____  _____  President

Eduardo Pagán  X  ___  _____  _____  Vice President

John Sullivan  ___  ___  _____  X  Director

Martin Menez  X  ___  _____  _____  Director

Micki Aronson  X  ___  _____  _____  Director

Stacie Richmond  X  ___  _____  _____  Director