

**Fleur de Lis Homeowners Association
Board Resolution for Board Member Code of Conduct Policy**

RECITALS

R.1. NRS 116.3102 provides for the power and limitations of the power of Board members to act on behalf of the Fleur de Lis Homeowners Association (the "Association").

R.2. NRS 116.3103 provides that Board members and officers are fiduciaries with a high duty of care. Officers and members of the Board: (a) are required to exercise the ordinary and reasonable care of officers and directors of a nonprofit corporation, subject to the business-judgment rule; and (b) are subject to conflict of interest rules governing the officers and directors of a nonprofit corporation organized under the law of Nevada.

R.3. NRS 116.31183 and 116.31184 prohibit a Board member from retaliation, threats or harassment directed toward fellow Board members, employees, agents, owners, tenants or guests of an owner or tenant.

THEREFORE, pursuant to Nevada law and the Association's Governing Documents (i.e. the most current Declaration, By-laws, and Rules & Regulations), the Board of Directors ("Board") by at least a majority vote, hereby adopts the following Policy to be enforced as Rules and Regulations of the Association:

Board Members' Code of Conduct Policy:

It is hereby resolved that the Association adopts this Policy regarding a Code of Conduct for the Board to better run the affairs of the Association in a civil, prudent and efficient manner. The Association has the right and obligation of conducting business in the State of Nevada according to the standards set forth in NRS, NAC and the Governing Documents of the Association.

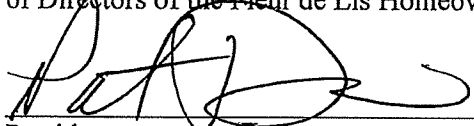
- 1) **General Procedures:** Board members shall follow all laws as set forth in NRS, NAC and the provisions of the Governing Documents to the best of their abilities. In accordance with NRS 116.3103, the directors shall ensure they (a) act within the scope of the authority granted in the governing documents; (b) act for reasons that are not in their self-interest or for gain, prejudice or revenge; (c) commit no acts or omissions which amount to incompetence, negligence or gross negligence; (d) except as otherwise required by law or court order, do not disclose confidential information relating to a unit's owner, a member of the executive board or an officer, employee or authorized agent of the association; (e) 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, subject to the minutes reflecting the votes on any action. (f) refrain from engaging in personal attacks on either fellow Board Members, fellow Association Owners, management, professionals engaged by the Association, vendors or others involved in any aspect of the Association and (g) uniformly enforce the governing documents. As fiduciaries, Board members will act on an informed basis, in good faith and in the honest belief that their actions are in the best interest of the Association. Board members will disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association. At the termination of serving as a Board member, return all property, documents, emails, communications or other item received in the capacity of serving as a Board member.
- 2) **Meetings, Workshops:** It is essential for the efficient and effective transaction of Association business at all meetings or workshops that all Board members conduct themselves in a businesslike, ethical, and appropriate manner that serves the best interests of the Association as a whole. Meeting and workshop conduct shall include:

- a. Maintain decorum and refrain from speaking until recognized by the meeting or workshop chair. During officer reports, hold all questions until the reports are finished, then wait to be recognized.
 - b. Do not interrupt anyone who validly has the floor, or otherwise disrupt the meeting or workshop.
 - c. When speaking, abide by time limits set by the meeting or workshop chair for comment.
 - d. Refrain from engaging in personal oral attacks on fellow Board Members, fellow Association Owners, management, professionals engaged by the Association or vendors.
 - e. Refrain from using other Board Members' names when speaking and address all remarks to the meeting or workshop chair.
 - f. Confine comments to things relevant to the agenda item being discussed.
 - g. Follow all orders made by the meeting or workshop chair, including an order to stand down.
 - h. Behave with common courtesy and civility, and refrain from the use of abusive, rude, threatening, or crude language.
 - i. Prepare fully for the meeting or workshop by reviewing the Board packet and/or any other information or documents necessary to make informed decisions.
 - j. Hearings are conducted in executive session (except as requested to be in an open meeting by the Owner who is the subject of the hearing) and unless the Board appoints a hearing panel, the Board must participate in the hearings with the same decorum as described in this provision regarding meetings and workshops.
 - k. Directors shall not promise any outcome to an Owner, resident or contractor unless such outcome has been agreed to by a majority of the Board.
 - l. Except in an emergency or a scheduled vacation or other scheduled conflicting matter, attend all Association meetings, hearings, or workshops of the Board.
 - m. Dress appropriately using common sense and refrain from wearing clothing which contains vulgar/suggestive language and/or political affiliation.
- 3) ***Harassing Conduct Prohibited:*** Any and all activities by any Board member that are improper, whether directly intended or not, serve to hinder or affect the Association's ability to conduct business or the Board's ability to act according to fiduciary standards and in an efficient business-like manner, or which serve to damage the good will of the Association, are hereby prohibited. This includes unauthorized, unfounded, subversive, harassing, threatening, defaming, or otherwise disruptive and onerous contact via any means at any time, including but not limited to meetings, with the Board, management companies, vendors, legal counsel and/or other Owners or tenants/residents.
- 4) ***Licensed and Insured Contractors Required:*** All Board members shall be required to ensure that the Association hires contractors, vendors or companies which hold proper license and insurance as required by Nevada law and/or the State Contractor's Board to conduct projects for the Association.
- 5) ***Board Member Communications:*** Each Board member shall ensure that his or her correspondence and/or communication to any Owner, vendor, managing agent, and/or other third party must be in accordance with the position of the Board as such correspondence or communication may be seen as


an opinion or act of the Board. No individual Board member has the authority to act on behalf of the Board without being authorized to do so.

- 6) **Enforcement of Code of Conduct:** The Association shall have the authority to enforce this Code of Conduct using any means available under the Governing Documents or state law. Enforcement shall include proceeding to a hearing regarding any alleged violation as provided in NRS 116.31031 and determining if sanctions are appropriate. Such sanctions may include, but not be limited to, fines, revocation of privileges, revocation of voting rights, assessment of any damages or expenses incurred by the Association, including but not limited to attorney's fees and costs. Remedies may include commencement of an action under Chapter 38 of the Nevada Revised Statutes and/or commencement of an action in a court of competent jurisdiction.
- 7) **Intent of Policy and Code of Conduct:** It is resolved that this Policy is not meant to be used arbitrarily or as a basis of harassment or abuse but rather as a mechanism to allow the Association to conduct its business unfettered by wasteful, divisive, needless and expensive conflict towards safeguarding both homeowner value and living experience in a positive and transparent environment and according to law and Governing Document. It is also resolved that it is the Board's intention to improve and maintain the very best good will at its board meetings.
- 8) **Omnibus Rules and Regulations:** This Policy may be incorporated into the omnibus Rules and Regulations.

DATED THIS 23 DAY OF February, 2022, as approved by a majority vote of the Board of Directors of the Fleur de Lis Homeowners Association at a properly noticed meeting.




President



Secretary

The undersigned certifies that a copy of this Policy was delivered to all Owners of record on March 3, 2022.



Signature

