

SUN RIDGE OWNERS ASSOCIATION, INC.

Resolution

Regarding Code of Conduct of Board of Trustees

PREAMBLE

WHEREAS the Sun Ridge Association, Inc., (the "Association") is a property owners association charged with the administration of a residential community known as "Sun Ridge" located in the Township of Flemington, County of Hunterdon, State of New Jersey (Block 72.08, Lot C0503);

WHEREAS The Restated and Amended Declaration of Covenants and Restrictions (the "Declaration") for Sun Ridge and the Amended Bylaws of Sun Ridge Owners Association, Inc., (the "Bylaws") were recorded in the office of the Clerk of Hunterdon County on October 25, 2002 in Book 2050, Page 824.

WHEREAS Article V, Section 3, of the Declaration empowers the Board of Trustees (the "Board") to adopt such rules and regulations as it deems reasonable and appropriate.

NOW THEREFORE BE IT RESOLVED, on this 7th day of September, 2017, that the Board hereby establishes and adopts this Resolution.

I. Parliamentary Procedure for Board of Trustees Meetings

- a. **Agenda:** The managing agent shall, with the approval of the President, draft an agenda for use at any Board of Trustees meetings.
- b. **Minutes:** At any meeting of the Board of Trustees, the Secretary shall ensure that accurate minutes are taken which fully and accurately document all motions and include general statements or descriptions of the issues discussed. A verbatim transcript of the meeting is not necessary.
- c. **Chair of Meeting:** The President, or the Vice President in his/her absence, shall act as Chair of all meetings of the Board. If both are unavailable, the remaining board members shall appoint another board member to act as Chair on an interim basis. The Chair shall have authority to determine the order of the agenda and the time for discussion on each matter. The Chair may also suggest motions for consideration by the Board.
- d. **Making Motions:** Motions shall be made by any member of the Board of Trustees after recognition by the Chair. The member shall inform the Board of the motion by stating "I move that..."



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09/29/2017 02:54:41 PM DO
Bk: 2415 Pg: 927
Mary H. Melfi
Hunterdon County Clerk

20170929000214700 6/6
09/29/2017 02:54:41 PM DO
Recording Fee: \$80.00
Tax Fee: \$.00
Consideration: \$.00
Buyers Fee: \$.00
ASB11

- e. **Seconding Motions:** Another member of the Board must “second” the motion in order for it to proceed to a discussion and vote.
- f. **Restatement of Motion:** The Chair must restate the motion by stating “It is moved and seconded that...” After this restatement, the motion may not be withdrawn by its maker.
- g. **Vote on Motion:** After restating the motion, a vote must be taken of the Board of Trustees. The vote may be taken as a voice, hand or written vote at the direction of the Chair.
- h. **Decision on Motion:** The Chair then announces the outcome of the motion.

II. Financial Ethics

No Board Member will solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association, or from any person whose intent it is to influence any decision of action on any official matter.

No Board Member or his/her agent, employee or family member will enter into a personal service contract with the Association without previous disclosure of such interest to the Board.

Any potential conflict of interest will be disclosed to the Board and Owners. A “conflict of interest” occurs when a Board Member’s private or future interest interferes in any way, or even appears to interfere, with the interest of the Association. A conflict of interest can arise when a Member takes an action or has an interest that makes it difficult for him or her to perform his or her work objectively and effectively.

No Board Member will use his/her position to seek personal political advantage or contribute Association funds or favors to any political party or political candidate.

III. Business Ethics

No Board Member will seek to have a contract implemented that has not been duly approved by the Board.

No promise of anything not approved by the Board as a whole will be made to any contractor, supplier, or vendor during negotiations.

No Board Member will interfere with the duties of any representative of the managing agent, accounting and legal professionals and/or contractors or vendors, nor will harass, threaten or intimidate such representatives and shall, at all times, communicate with such representatives in a professional and courteous manner.

Each Board Member will abide by the requirements of the Association's Declaration and Bylaws.

IV. Ethical Relations Among Persons

No Board Member will engage in any writing, publishing, or speechmaking that defames or disparages any other member of the Board, Owner, or resident of the community.

Language at board meetings and during any communications between Board members and management, whether oral or in writing, will be kept professional. Personal attacks against Owners, residents, representatives of the managing agent, officers, and directors are not consistent with the best interests of the community and are not permitted.

No Board member shall publish anything or make any decision on behalf of the Association or in the name of the Association without the prior knowledge and approval of the Board.

Differences of opinion about policy or procedures among board members will be discussed rationally on their merits in a timely and courteous manner, and with emphasis on resolving differences.

The Board will treat all members of the community even-handedly and without favoritism.

V. Disciplinary Action

Any Board Member who violates this Code will be subject to disciplinary action. This action may include:

- a. Being asked by the Chair to leave any meeting in which a violation occurs (including both open or closed sessions of the Board). If the Board member refuses to leave, the Chair shall be required to adjourn the meeting and reconvene at a later time. If the Chair is the violating Trustee, the Vice President shall carry out the obligations of this paragraph.
- b. A public reprimand shall be posted on the Association's community bulletin board and placed in the official records of the Association.
- c. If, in the Board's sole and absolute discretion, any Trustee violates this Code of Conduct on two (2) occasions within any twelve (12) month period, the President is required to call a special meeting of the membership within sixty (60) days of the second violation in accordance with Declaration and By-Laws. The purpose of the special meeting shall be to vote on the removal of the violating Trustee.

- d. Any other legal action that the Association is authorized to take pursuant to law and the governing documents.
- e. Prior to imposing any of the disciplinary measures set forth in Section V (b), (c) and (d), above, the violating Trustee shall be given a written notice of the alleged violation by the Board and an opportunity to address the Board in regard to same. After notice and the opportunity to address the Board has been provided, the Board shall ~~vote on~~ whether the Trustee has violated the Code of Conduct, which determination shall be in the sole and absolute discretion of the Board.
- f. All members of the Board and other Members of the Association shall be bound by these requirements.

VI. Miscellaneous

1. Any provision contained in any previously adopted Resolution of the Association, which conflicts with any provisions set forth herein, shall be deemed void and the provision contained herein shall govern.

2. Notwithstanding the above, the Association may exercise all rights and remedies available to it at law, in equity, in addition to those rights as set forth by the Declaration, By-Laws, all amendments thereto, resolutions and/or the Rules and Regulations.

3. Should the Association deem it necessary to enforce the terms of this Resolution against a Trustee, the Trustee shall be responsible for all costs and fees incurred by the Association, including but not limited to reasonable attorneys' fees and other costs incurred in connection with the enforcement of this Resolution.

4. Should any provision hereof be determined to be invalid, the remaining provisions shall remain in full force and effect.

5. The Hunterdon County Clerk is authorized, requested, and directed to note, in the margin (and/or such other appropriate place) on the Declaration reference to this Resolution (and to any other amendment or resolution which has been adopted in accordance with the terms of the condominium documents).

6. The Association shall prepare correspondence, in appropriate form and substance, and thereafter circulate same, along with a copy of this Resolution, to all unit owners.

ATTEST:

SUN RIDGE OWNERS ASSOCIATION,
INC,


Pat Gallagher Secretary
V.P.

By: 
Joanne Dombrowski, President

STATE OF NEW JERSEY :
:ss.
COUNTY OF HUNTERDON :

I CERTIFY that on September 7, 2017, Patti Gallagher personally came before me and this person acknowledged under oath, to my satisfaction, that:

a) this person is the Secretary of the Sun Ridge Owners Association, Inc., (the "Corporation"), a corporation of the State of New Jersey, named in this document;

b) this person signed this document as attesting witness for the proper corporate officer who is Jeanne Domkewski President of the Corporation;

c) this document was signed and delivered by the Corporation as its voluntary act and deed by virtue of authority from its Board of Trustees (the "Board");

Patti Gallagher
Patti Gallagher Secretary
V.P.

Sworn and Subscribed to before me this
7th day of September 2017

[Signature]

BEBBIE L. HARABURDA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 4/1/2020

Record & Return to:
Curcio Mirzaian Sirot LLC
5 Becker Farm Road
Suite 406
Roseland, New Jersey 07068

Received

OCT 04 2017

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