THE AMBERLEA AT SOUTH RIDING CONDOMINIUM

ADMINISTRATIVE RESOLUTION NO. 2026 -05
(SUPERSEDED 2024-01)

(Establishment of a Code of Conduct for Board of Directors)

WHEREAS, pursuant to Article 3, Section 3.1 of the Amberlea at South Riding Condominium Bylaws, the Board of Directors of the Unit Owners Association shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such things as are not by the Condominium Act or Condominium Instruments required to be exercised and done by 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 Board Members 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. Board 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 Board 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 President in advance of the meeting.

B. There shall not be a dress code for Board of Directors meetings; however, each Board 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 President calls the meeting of the Board of Directors to order, all members of the Board shall turn off any cell phones, beepers, or other forms of telecommunications equipment which might interrupt the fluidity of the meeting or distract any other Board member. If special circumstances warrant the use of such equipment, then the Board member who wishes to use such equipment shall make arrangements with the President to obtain permission to do so before the President calls the meeting to order.

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

F. Board 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 Board, the Board of Directors as an entity or any person in attendance shall be strictly prohibited. Board 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.

II. DUTY OF RESPECT FOR BOARD

A. All members of the Board of Directors owe a duty of respect to the Board members and Board of Directors as an entity, particularly with respect to its formal votes and formally approved policies. If conducted civilly, robust disagreement between members of the Board 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 Board formally votes on a matter, no member of the Board shall engage in any unauthorized activity which undermines the ability of the Board to successfully effectuate the results of the vote. The duty of respect owed to the Board and the Association requires dissenting members to work within the formal procedures of the Board to modify or rescind the previously adopted votes or approved policies with which they disagree. Dissenting Board 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 of Directors as an entity.

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

III. DUALITIES AND CONFLICTS OF INTEREST

A. Board 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 Board 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 and is encouraged to do so at the time that any relevant agenda item is addressed by the Board of Directors. 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 other Board members shall presume good faith on the part of their fellow Board member and shall not disapprove their fellow member's right to participate in the discussion and vote; however, if the Board member with a potential conflict insists on voting and participating in the discussion of any topic related to their potential conflict of interest despite the objections of their fellow members of the Board, the Board member with a potential conflict understands that their continued participation in the vote and discussion of the topic related to their conflict of interest may constitute a breach of their fiduciary duties to the Association and as such may expose the Board member to personal liability.

B. Under no circumstances should any Board member participate in the discussion or vote on any matter in which the member has an undisclosed or actual conflict of interest, as defined below; however, if the Board member insists on participating in the vote and discussion of any topic related to their conflict of interest, their continued participation in the vote and discussion of the topic related to the conflict may constitute a breach of their fiduciary duties to the Association, which may expose the board member to personal liability. For the purposes of this resolution, the term "conflict of interest" shall include, but not be limited to, the following situations:

1) Whenever the Board of Directors intends to review a case involving the compliance of a Board member (or their employer or company) with the Association's legal requirements, the relevant Board member should recuse herself from the discussion and voting on the matter.

2) Whenever the Board of Directors intends to review a contract or expenditure of funds involving the direct pecuniary interest of a Board

member (or their employer or company), the relevant Board Member should recuse herself from the discussion and voting on the matter.

C. No Board Member should vote to approve the expenditure of funds for the acquisition of services or goods from any Board member, relative of a Board member, or entity which is affiliated with any of the Board members or their relatives, unless the Board 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 Board Members.

D. Under no circumstances shall any Board 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 the Board of Directors who receives an unsolicited gift or gratuity must promptly disclose her receipt of the gift or gratuity at a duly convened meeting of the Board of Directors. 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. 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.

IV. CONFIDENTIALITY REQUIREMENT

A. All Board 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. Board members shall not disclose Confidential Information (as that term is defined below) under any circumstances to any person not on the Board 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 Board member might be confused about the confidentiality requirements and in order to minimize the possibility of inadvertent disclosure, Board members shall consult with the President 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. Board members shall keep in strict confidence any and all information, documentation, records

and devices which contain Confidential Information, and, upon the expiration of the Board member's term and no later than sixty (60) days from such expiration, 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,

e. employment records, or

f. a unit owner's assessment obligations to the Association.

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 Board member shall give the Board immediate notice thereof in order to allow the Board an opportunity to protect its Confidential Information. The Board member shall provide all necessary cooperation for this purpose.

V. CONTROL OF THE AGENDA AND RAISING OF NEW ISSUES DURING BOARD MEETINGS

A. The President shall chair all meetings of the Board. In the President's absence, the Vice President shall chair the meeting.

B. All Board 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 Law or the Association's Governing Documents.

C. The President, with the assistance of management, is responsible for the preparation of a preliminary agenda and its circulation to the other members of the Board. 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 committees; (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 Board meeting) (6) unfinished business; and (7) new business. An agenda is deemed to be preliminary prior to its formal adoption by the Board. Any member of the Board may ask the President to include an action item on the preliminary agenda for the meeting. However, the President is not required to include any item on the preliminary agenda, even if a Board member asks the President to do so.

D. The Board may deviate from the preliminary agenda if a majority of the Board votes to modify the agenda prior to its formal adoption by the Board. Once the Board 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 Board.

E. A member of the Board 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 Board. 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 President shall state the question on the motion for the Board to decide whether to consider the issue raised by the Director. Once the President 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 Board to pass.

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

VI. COMMUNICATIONS OUTSIDE MEETINGS/BOARD LIASION

A. Directors should ensure the appropriate conduct of Association business occurs primarily within open meetings of the Board. However, from time to time, the need for action outside of a meeting may arise and in such event, the Board may, upon unanimous consent of all directors, take action. When action outside of a meeting occurs, the Board must ratify and record the action into the minutes of the next Board meeting.

B. The Board shall at least annually appoint a liaison to serve as the primary source of communication between the Association's management agent and legal counsel. In the absence of an express vote to appoint a liaison, the Board President shall serve as such. The purpose of the liaison is to serve as the primary point of communication for Board and the management agent and legal counsel, as immediate needs arise, in

between meetings. The liasion does not have unilateral authority to bypass the decision making process of the entire Board and any matters appropriate for a Board vote/discussion, particularly, but not limited to, items which incur costs, should generally be discussed and decided upon collectively by the Board of Directors.

VII. ENFORCEMENT

The Board may enforce this resolution by private reprimand and/or public censure, as well as a call for resignation (which the director may comply with or not).

The Board shall not take any such enforcement action against any Board member until the Board votes on the public record to cite the member of the Board with a flagrant or repeated violation of the code of conduct cited herein. The Board must then provide the Board member in question with written notice of the alleged violation and an opportunity to be heard on the matter at a duly convened meeting of the Board. Once the Board concludes this process, it may vote to impose or pursue any of the enforcement actions cited above.

VII. MISCELLANEOUS

The use of pronouns throughout this Resolution is meant to be interchangeable. The use of the term "he" includes "she" and vice versa. Copies of this Code of Conduct shall be distributed to all directors, at least annually.

This Resolution was duly adopted by the Board of Directors on this 7th day of October, 2026.

THE AMBERLEA AT SOUTH RIDING CONDOMINIUM

By: Daniel Vargas
President

RESOLUTION ACTION RECORD
ADMINISTRATIVE RESOLUTION NO. 2026 -05
(SUPERSEDED 2024-01)

(Establishment of a Code of Conduct for Board of Directors)

Duly adopted at a meeting of the Board of Directors held October 7, 2026.

Motion by: Daniel Vargas Seconded by: Cypriana McCray

VOTE:	YES	NO	ABSTAIN	ABSENT
Daniel Vargas President	X			
Robert W. Patton Vice President	X			
Cypriana McCray Treasurer	X			
Secretary				
Director				

Resolution effective: October 23, 2026.

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Signature: Daniel Vargas
Daniel Vargas (Oct 23, 2026 11:50:43 EDT)

Signature: Robert W. Patton
Robert W. Patton (Oct 23, 2026 12:18:11 EDT)

Signature: Cypriana McCray
Cypriana McCray (Oct 26, 2026 13:46:07 EDT)