

CERTIFICATE OF SECRETARY
of
RESOLUTION OF BOARD OF DIRECTORS
of
BROOKFIELD OWNERS ASSOCIATION, INC.
adopting
CODE OF CONDUCT

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

I, _____, Secretary of Brookfield Owners Association, Inc. (the "Association"), do hereby certify that at a meeting of the Board of Directors of the Association (the "Board") duly called and held on the ____ day of _____, 2018, with at least a quorum of the board members being present and remaining throughout, and being duly authorized to transact business, the following resolution was duly made and approved by a majority vote of the members of the Board:

WHEREAS, the governing documents of Brookfield Owners Association, Inc. delegate the authority and responsibility to govern the operations of the community to its Board of Directors;

WHEREAS, the Board of Directors is responsible to appoint officers and assign committee members; and

WHEREAS, the volunteer leaders of the Association have a duty of good faith and a responsibility to set a standard and level of behavior that is conducive to the best interests of the entire community.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors of Brookfield Owners Association, Inc. hereby adopts the following code of ethics, standards of behavior, rules and enforcement procedures that are applicable to all Board members, committee members and volunteers serving the community:

Board members of Brookfield Owners Association, Inc. are representatives of the community and as such should represent a high standard of conduct and cooperation with other Board members, committee chairs and members, staff, and residents during all meetings, events and deliberations. The standard is represented by the following tenets.

1. Board members should:

- 1.1 Treat other Board members, audience, committee members, and staff with courtesy and respect at all times.
- 1.2 Always speak with one voice on adopted Board decisions – even if the Board member was in the minority regarding actions that may not have obtained unanimous consent.
- 1.3 Remain objective in decisions and act in the best interests of all constituents, residents and businesses.
- 1.4 Acknowledge prior or current relevant personal or business relationships before sharing an opinion on any issue under discussion.
- 1.5 Prepare for meetings by reading all reports and presentations before the meeting.
- 1.6 Research specific issues and questions with staff prior to meetings, and provide advance notice of any issues to be raised in open meetings.
- 1.7 Make every attempt to alert Board and committee members and staff about issues and requests prior to an open meeting.
- 1.8 Attend regularly scheduled Board meetings in person or by teleconference.

2. Board Members should refrain from:

- 2.1 Discussing or sharing committee or Board business outside the parameters established by the committee and/or Board.
- 2.2 Misrepresenting known facts in any issue involving Association business.
- 2.3 Interfering with management staff, contractors, and suppliers.
- 2.4 Using foul or vulgar language or becoming aggressive toward one another, committee members, employees, agents, residents or any person at any time while serving as a representative of the community.

- 2.5 Acting in the interests of a specific resident or business unless that interest is representative of the larger community, and only if the Board member does not have a personal or business relationship with that specific resident or business.
- 2.6 Voting on any issue which the Board member has, or previously had, a business or close personal relationship.
3. Committees of the Association represent the Board of Directors and the community and perform important work in the conduct of the business of the Association on behalf of its residents. In completing this work, it is important that committee members adhere to a high standard of conduct as represented by the following tenets. Committee members may be removed from a committee at any time with or without cause by the Board.
4. Committee chairs and members should:
 - 4.1 Attend regularly scheduled meetings in person or by teleconference as agreed upon by the committee chair and staff.
 - 4.2 Treat other committee members, Board members, and staff with courtesy and respect at all times.
 - 4.3 Remain objective in decisions and preparation of recommendations for the Board, and act in the best interests of all constituents, residents and businesses.
 - 4.4 Acknowledge prior or current relevant personal or business relationships before sharing an opinion on any issue under discussion.
 - 4.5 Prepare for meetings by reading all reports and presentations before the meeting.
5. Committee members should refrain from:
 - 5.1 Discussing or sharing Committee business outside the parameters established by the Board of Directors.
 - 5.2 Representing the Board with any external agency unless explicitly authorized by the Board.

5.3 Voting on any issue which the committee member has, or previously had, a business or close personal relationship.

I further certify that I am the duly elected, qualified and acting Secretary of the Association and that the foregoing resolution was approved as set forth above and now appears in the books and records of the Association.

BROOKFIELD OWNERS ASSOCIATION, INC.

By: _____

Printed: _____

Its: Secretary

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, the undersigned notary public, on this ___ day of _____, 2018 personally appeared _____, Secretary of Brookfield Owners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and in the capacity therein expressed.

Notary Public in and for the State of Texas