

BOARD RATIFICATION OF CODE OF CONDUCT FOR BOARD OF DIRECTORS WINDSOR POINTE COMMUNITY ASSOCIATION, INC.

The undersigned, constituting all of the members of the Board of Directors of the Windsor Pointe Community Association, Inc., (“Association”) an Indiana Corporation, hereby authorize, consent to and adopt the following resolution(s) pursuant to Indiana Revised Statutes and the Bylaws of the Association:

WHEREAS, the Windsor Pointe Community Association, Inc. (“Association”) is an Indiana Corporation duly organized and existing under the laws of the State of Indiana;

WHEREAS, Article V, Section 5.7 of the 2015 Bylaws of Windsor Pointe Community Association, Inc. (“Bylaws”) assigns to the Board of Directors (“Board”) all powers and duties necessary for the administration of the affairs of the Windsor Pointe Community Association (“Association”) and states that the Board shall exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership of the Association by other provisions of the Bylaws, the Articles of Incorporation, or the Dedications, or is prohibited from doing so by law;

WHEREAS, Article XII, Section 12.1 of the 2015 Bylaws of Windsor Pointe Community Association, Inc. (“Bylaws”) authorizes the Board of Directors (“Board”) to enter into or execute and deliver any instrument in the name of and on behalf of the Association;

WHEREAS, the Board of Directors of the Association (“Board”) has the primary responsibility for managing and directing the business and affairs of the Association in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the members of the Association (the Members); and

WHEREAS, the Board wishes to ensure that the persons serving on the Board maintain a high standard of ethical conduct in the performance of the Association’s business and the discharge of their fiduciary duties to the Association and its Members;

NOW, THEREFORE, BE IT RESOLVED, that the Board has adopted the attached Code of Conduct for its Directors. This Code of Conduct is intended to provide guidance on ethical issues as well as mechanisms that are available to the Association for addressing unethical conduct by Directors and/or conduct that is in violation of specific restrictions or mandates imposed by the Code of Conduct or by applicable laws relating to the proper discharge of duties by the Directors of the Association.

FURTHER RESOLVED, that the Board of Directors of this Association, acting under the guidance of the President of the Association be, and they hereby are, authorized, empowered, and directed to take such further actions deemed necessary and appropriate to implement the purposes and intent of the foregoing resolution.

FURTHER RESOLVED, that the resolution is in full force and effect, without rescission or modification, as of April 14, 2024.

CODE OF CONDUCT FOR BOARD OF DIRECTORS WINDSOR POINTE COMMUNITY ASSOCIATION, INC.

1. BOARD RESPONSIBILITIES

- a. Applicable Standards. Directors of the Association shall perform their duties as a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner the Director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In the performance of their duties, Directors are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by

- i. one or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
- ii. counsel, independent accountants, or other persons as to matters that the Director believes to be within such person's professional or expert competence; or
- iii. a committee on which the Director does not serve that is composed exclusively of any (or any combination of) Directors, and others described in (i) and (ii) of this paragraph, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need for that is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

If a Director is not certain regarding the facts or the laws relating to an issue that is before the Board for action or a decision, or the pros and cons of various alternatives that are presented, the Director should seek the advice of competent professionals or committee members who have been charged with evaluating the issue, and the Director is entitled to rely on the advice or recommendations received so long as the advice is within the competence of the consulted professional.

- b. General and Specific Duties of Directors of the Association. Subject to observance of the minimum standards and duties of Directors required by law, the general duties for Directors of the Association are to enforce the Association's Governing Documents, collect and preserve the Association's financial resources, insure the Association's assets against loss, and keep the Common Areas and Common Facilities in a state of good repair. To fulfill that responsibility, directors must:
- i. Regularly attend Board meetings;
 - ii. Review material provided in preparation for Board meetings;
 - iii. Review the Association's financial reports; and
 - iv. Make reasonable inquiry before making decisions or recommendations to the Board or to management in the Director's capacity as a member of the Board.

2. PROFESSIONAL CONDUCT

In general, Directors must conduct all dealings with vendors and employees with honesty and fairness, and must safeguard confidential information belonging to the Association.

- a. Self-Dealing is Prohibited. Self-dealing occurs when Directors make decisions that materially benefit themselves, their relatives, or business associates at the expense of the Association. The term "relatives" includes a Director's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone who shares the Director's residence. Benefits include money, privileges, special benefits, gifts, or other items of value. Accordingly, no Director may:
- i. Solicit or receive any compensation from the Association for serving on the Board;

- ii. Make promises to vendors unless with prior approval from the Board;
 - iii. Solicit or receive any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the Association;
 - iv. Seek preferential treatment for themselves or their relatives; or
 - v. Use Association property, services, equipment, or business for the gain or benefit of themselves or their relatives, except as is provided for all Members of the Association.
- b. Disclosure of Confidential Information is Prohibited. Directors are responsible for protecting the Association's confidential information. As such, they may not use confidential information received in their official capacity as Directors for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no Director may disclose confidential information. Without limiting the generality of the foregoing, but rather by way of example, individual Directors may not act unilaterally to divulge matters, discussions, or decisions of the Board that
- i. Are made in an executive session meeting, or
 - ii. Occur when the information is included in any communications to the Board from legal counsel or others that are marked as "Confidential."

Occasionally, matters, actions, or decisions that are made in executive session are appropriate for broader communication beyond the circle of Directors and others who attended the executive session meeting; however, the decision to disseminate that information to others is for the Board, acting as a body, to make.

Confidential information includes, without limitation, any of the following:

- i. Private personal information of fellow Directors;
- ii. Private personnel information of the Association's employees;
- iii. Disciplinary actions against Members of the Association;
- iv. Assessment collection information against Members of the Association; and
- v. Legal disputes in which the Association is or may be involved. Directors may not discuss such matters with persons not on the Board without the prior approval of the Association's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney client privilege and loss of confidential information.

If a Director is uncertain regarding the confidential nature of any particular information or document, the Director is urged to contact the Association's legal counsel for further advice and direction.

- c. Intentional Misrepresentation Is Prohibited. Directors may not knowingly misrepresent facts. All Association data, records, and reports must be accurate and truthful and prepared in a proper manner.
- d. Interaction With Employees and Contractors. To ensure efficient management operations, to avoid conflicting instructions from the Board to management, and to avoid potential liability, Directors shall observe the following guidelines:
- i. The President shall be elected by the Board from among the Directors. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs and officers of the Association. The President shall preside at all meetings of the Board and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such powers and duties as may be prescribed by the Board or the Bylaws;
 - ii. An agenda for all regular meetings shall be prepared by the President or by management under the direction of the President;
 - iii. Directors shall not attempt to direct Association staff; that is the responsibility of the Property Manager;

- iv. If a Director is contacted by an Association employee or contractor with a complaint, the Director shall instruct the employee or contractor to contact the Property Manager or the Board as a whole;
 - v. No Director may threaten or retaliate against an employee or contractor who brings information to the Board regarding improper actions of a Director or committee member; and
 - vi. Directors are prohibited from harassing or threatening employees, vendors, directors, committee members, and owners, whether verbally, physically, or otherwise.
- e. Observe Proper Decorum. Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board or the recommendations of a committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, Directors must focus on issues, not personalities, and must conduct themselves with courtesy toward each other and toward employees, managing agents, vendors, and Members of the Association. Directors shall act in accordance with Board decisions.
- f. Avoid Unilateral Actions. Each member of the Board shall endeavor to discharge his or her duties and to take official actions that are in accordance with Board decisions, and shall not act unilaterally or contrary to such decisions or in a manner that is intended to undermine the decisions or approved actions of the Board and the Association. This provision of the Code of Conduct is not intended to preclude or to restrain a Director's right to express opposing or dissenting views regarding proposed Board actions or policies, as dissent is often an important element in sound decision making. However, once a Board action or policy has been approved, it is not appropriate for incumbent directors to use their office and official position to intentionally undermine the approved action or policies of the Board.

3. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this Code of Conduct or in which the proper course of action is unclear. Directors should immediately raise such situations with the Board. If appropriate, the Board will seek guidance from the Association's legal counsel.

- a. Disclosure and Recusal. Directors must immediately disclose the existence of any conflict of interest, whether their own or others. Directors must withdraw from participation in decisions in which they have a material interest. Any provisions contained in the Association's governing documents and/or applicable state laws relating to the approval of contracts or transactions in which a Director has an interest, and/or dealing with the quorum requirements for approving interested Director transactions, shall apply to any contract or other transaction authorized, approved, or ratified by the Board.
- b. Prohibited Voting. Unless specifically permitted by the Association's governing documents and/or applicable state laws, a Director or a committee member is prohibited from voting on the following actions:
 - i. Discipline of the Director or committee member;
 - ii. An assessment against the Director or committee member for damage to the Common Areas or Common Facilities of the Association;
 - iii. A request by the Director or committee member for a payment plan for overdue assessments;
 - iv. A decision on whether to foreclose on a lien on the separate interest of the Director or committee member;
 - v. Review of a proposed physical change to the separate interest of the Director or committee member; and
 - vi. A grant of exclusive use of common area to the Director or committee member.

4. VIOLATIONS OF THE CODE OF CONDUCT; REMEDIES

Directors who violate the Association's Code of Conduct are deemed to be acting outside the course and scope of their authority. Any Director who is in violation of this policy may be subject to disciplinary action, including, but not limited to:

- a. Censure;
- b. Removal from committees;
- c. Removal as an Officer of the Board;
- d. Request for resignation from the Board;
- e. Declaring vacant the office of the Director for his or her failure to meet the qualifications for service as a Director set forth in this Code of Conduct if authorized by Indiana law and/or the Association's governing documents;
- f. Recall by the vote of the membership; and
- g. Initiation of legal proceedings to prevent further violations of the Code of Conduct.

Before taking any of the actions described above, the Board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the Director believed to be in violation, confer with the Association's legal counsel, and present its findings and recommendations to the Board for appropriate action. The Board shall endeavor to meet with the Director in executive session before imposing disciplinary action against that Director. The above-listed remedies are in the alternative, meaning that, depending on the nature and gravity of the breach of the Code, any listed remedy can be recommended or pursued by the Board and with Member consent under circumstances in which Member action is deemed to be warranted.

DIRECTOR'S ACKNOWLEDGEMENT AND PLEDGE

The undersigned hereby acknowledges that he/she has read and understands the forgoing Code of Conduct for the Association and pledges that he/she will abide by said Code of Conduct during the entire term that he/she serves as a Director of the Association.

Executed this 14th day of April 2024.

**WINDSOR POINTE COMMUNITY ASSOCIATION, INC.
RESOLUTION ACTION RECORD**

Resolution type: General No. 2023-004
Pertaining to: Code of Conduct for Board of Directors
Duly adopted by the Board of Directors on: April 14, 2024
Motion by: Mogan David Second by: Elaine Klappal

VOTE:
Yes No Abstain Absent

/s/ Christopher Ford CF _____ _____ _____

Christopher Ford, President & Director

/s/ Mogan David MD _____ _____ _____

Mogan David, Vice President & Director

/s/ Elaine Klappal EK _____ _____ _____

Elaine Klappal, Secretary/Treasurer & Director

CERTIFICATE

The undersigned hereby certifies that s/he is the Secretary of Windsor Pointe Community Association, Inc., a Association organized and existing under the laws of the State of Indiana; that the foregoing is a true and correct copy of the resolution adopted at a meeting of the Board of Directors of said Association held on the 20th day of February, 2023, at which a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 14th day of April, 2024.

/s/ Elaine Klappal _____

Elaine Klappal, Secretary & Director

FILE:

Book of Minutes Year: 2024

Book of Resolutions: Administrative Policy Special General

Resolution Effective Date: April 14, 2024