

Prepared by: _____

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Property Known as Block 102.15, Lot 2.02 On the Township of Burlington Tax Map and Master Deed Dated January 17th, 1973 And Recorded in Deed Book 1833 At Page 1 And Following of The Burlington County Clerk's Office, As Well As, All Amendments Thereto, Also Known As 1102 Sunset Road, Burlington, New Jersey, 08016.

RESOLUTION OF BIENVENUE CONDOMINIUM FOR RULES AND REGULATIONS REGARDING CONDUCT OF BOARD OF DIRECTORS

WHEREAS, Bienvenue Condominium Association, Inc. (hereinafter referred to as "Bienvenue") is a non-profit corporation incorporated under the laws of the State of New Jersey which was formed to administer, manage and preserve the condominium community as Bienvenue: and

WHEREAS, pursuant to Article IV, Section 10, Par. (L) of the Bienvenue Condominium By-Laws the Bienvenue Board of Directors is empowered, "To amend the Rules and Regulations from time to time as the Board shall deem necessary and appropriate, which Rules and Regulation when approved by appropriate resolution shall be binding on the Unit Owners, tenants and occupants of Units, their successors in title and assigns."; and

WHEREAS, pursuant to Article IV, Section 10, of the Bienvenue Condominium By-Laws the Bienvenue Board of Directors is empowered, "To exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Association and the administration and management of the Condominium and the Condominium Property, and may do or cause to be done all such lawful acts and things as are not by law, by these By-Laws or otherwise, directed or required to be done or exercised by Members of the Association, or Unit Owners, or by others.

WHEREAS, this Resolution was duly introduced and was thereafter adopted in accordance with the By-laws of Bienvenue at a regular scheduled meeting of the

Bienvenue Board of Directors, at which a quorum was present, by a majority vote of the Bienvenue Board of Directors present and eligible to vote on this matter.

***NOW THEREFORE**, effective this _____ day of _____, 2018, upon motion duly made and seconded, the Bienvenue Board of Directors resolves the following Directors Ethics Conflict policy:*

A. Parliamentary Procedure for the Board of Directors at General and Special Meetings of the Unit owners

- i. **Agenda.** The President shall draft an agenda for use at any general or special meetings of the Board of Directors and unit owners, or, otherwise direct another member, or, Agent of the Bienvenue Board of Directors to draft such an agenda.*
- ii. **Minutes.** At any general or special meetings of the Board of Directors and unit owners, the Secretary shall ensure that accurate minutes are taken which document the exact language of motions, with a general discussion of the issues. A verbatim transcript of the meeting is not necessary.*
- iii. **Chair of Meeting.** The President, or in the President's absence, the President shall designate another member of the Board of Directors, or, Agent to act as chair of a general or special meeting of the Board of Directors and unit owners. If the President is unable to appear and otherwise unable to make a designation, the remaining members of the Board of Directors shall appoint another board member to act as Chair on an interim basis. The Chair shall have the authority to conduct the general or special meeting.*
- iv. **Making Motions.** Motions shall be made by any member of the Board of Directors after recognition by the Chair. The member shall inform that Board of Directors or the motion by stating "I move that..."*

- v. **Seconding Motions.** *Another member of the Board of Directors must "second" the motion in order for it to proceed to a discussion and vote.*
- vi. **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.*
- vii. **Discussion of Motion.** *The maker of the motion is afforded the opportunity to speak first on the motion. Thereafter, anyone who has not spoken must be recognized by the Chair before someone who has spoken on the motion. The Chair may allow unit owners or other persons to speak on a motion. Each Board of Director may only speak twice on a particular motion. The Chair may limit the time for each person's discussion.*
- viii. **Vote on Motion.** *When the discussion ends, the Chair again restates the motion and a vote must be taken of the Board of Directors. The vote may be taken as a voice, hand or written vote at the direction of the Chair.*
- ix. **Decision of Motion.** *The Chair then announces the outcome of the motion.*

B. Closed Executive Session

- i. *In the event the Board of Directors addresses matters which involve personal, confidential, private or proprietary issues, the Board of Directors shall adjourn from the general or special meeting of the unit owners to meet in a closed executive session to address such issues. The types of matters which shall be addressed in a closed executive session include:*
 - 1. *A matter rendered confidential by federal or state law.*
 - 2. *A matter in which release of information would impair the right*

to receive governmental funds.

- 3. A matter relating issues which if disclosed would constitute an unwarranted invasion of individual privacy.*
 - 4. A matter involving the purchase, lease, or acquisition of real property with Bienvenue funds.*
 - 5. A matter relating to the protection of public safety and property and/or investigations of possible violations of the Bienvenue governing documents or violation of law.*
 - 6. Pending or anticipated litigation or contract negotiations and/or proprietary matters or matters involving the attorney-client privilege or attorney work product.*
 - 7. Issues relating to the hiring, firing and discipline of prospective or current employees.*
 - 8. Deliberation about matters that could result in a criminal, administrative or civil penalty or other loss.*
- ii. At any closed executive session of the Board of Directors, the Secretary shall ensure that accurate minutes are taken. However, the minutes of any closed executive session shall not be disclosed to persons other than the Board of Directors, legal counsel, and, if necessary, to other persons.*
- iii. To the extent any Board of Director is alleged to have improperly disclosed any matter discussed in any closed executive session, the remaining Board of Directors shall convene as soon as practicable to investigate and determine whether such improper disclosure was made, and, if it is determined that such improper disclosure was made, a majority of the remaining Board of Directors may take all appropriate action against the offending Board of Director including*

but not limited to, the following:

1. Directing the offending Board of Director to leave any meeting of the Board of Directors;
2. Suspending the offending Board of Director from the Board of Directors;
3. Suspending the offending Board of Director from executive sessions of the Board of Directors;
4. Issuing a public reprimand;
5. Imposing a fine not to exceed \$500.00; and
6. Taking appropriate judicial action

iv. To the extent any attorneys' fees and costs are incurred by Bienvenue as a result of any Board of Director engaging in such improper conduct, the Board of Directors may direct such offending Board of Director to reimburse Bienvenue for all attorneys' fees and costs incurred by Bienvenue arising and relating to any Board of Director engaging in such improper conduct. Moreover, the Board of Directors may condition any offending Board of Director's continued participation as a Board of Director upon the full payment of any fine imposed and making full and complete reimbursement to Bienvenue for all attorneys' fees and costs incurred by Bienvenue arising from and relating to any Board of Director engaging in such improper conduct.

C. Board Responsibilities: The general duties for directors 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 in a state of good repair. To fulfill that responsibility, directors must:

- attend all board meetings (one (1) excused meeting is acceptable),
- review material provided in preparation for board meetings,
- review the association's financial reports, and
- make reasonable inquiry before making decisions.

D. Professional Conduct: In general, directors and committee members must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. **Self-Dealing:** Self-dealing occurs when directors or committee members make decisions that materially benefit themselves or their relatives at the expense of the association. "Relatives" include a person'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 person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director or committee member may:

- solicit or receive any compensation from the association for serving on the board or any committee,
- make promises to vendors unless with prior approval from the board,
- 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,
- seek preferential treatment for themselves or their relatives,
- 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.
- seek to have a contract implemented that has not been duly approved by the Board of Directors,
- make promises of anything not properly approved by the Bienvenue Board of Directors will be made to any contractor, supplier, or contract implemented that has not been duly approved by the Board of Directors,
- interfere with the duties of any employee or representative of

- Bienvenue, nor harass, threaten, or attempt through any means to control or instill fear in any such employee or representative,*
- *conduct general or special meetings of Bienvenue unit owners without the prior appropriate approval of the Board of Directors prior to such meeting, and*
 - *not violate the governing documents of Bienvenue.*
2. **Ethical Relations Among Persons:** *No Board of Director will engage in any writing, publishing or speech making that is intimidating, harassing, abusive, discriminatory, derogatory, demeaning, and defames any other unit owner, Board of Director, employee or representative/agent of Bienvenue.*
3. **Ethical Resolution of Differences:** *Differences of opinion about policy or procedures between any Board of Directors or between any Board of Directors and any Bienvenue unit owner, will be discussed rationally on its merits in a timely and courteous manner, and with emphasis on resolving differences. The Board of Directors will treat all Bienvenue unit owners even-handedly and without favoritism.*
4. **Confidential Information:** *Directors and committee members are responsible for protecting the association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or committee member may disclose confidential information. Confidential information includes, without limitation:*
- *private personal information of fellow directors and committee members,*
 - *private personnel information of the association's employees,*
 - *disciplinary actions against members of the association,*
 - *assessment collection information against members of the association, and*
 - *legal disputes in which the association is or may be involved—*

directors may not discuss such matters with persons not on the board without 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.

5. **Misrepresentation**: *Directors and committee members may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner.*

6. **Interaction with Employees & Others**: *To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, committee members and directors shall observe the following guidelines:*

- *The president of the board shall serve as liaison between the board and management and provide direction on day to day matters.*
- *Except for the president, committee members and directors may not give direction to management, employees or vendors.*
- *Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.*
- *If directors or committee members are contacted by employees with complaints, the employees shall be instructed to contact management or the board as a whole.*
- *No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.*
- *Directors and committee members are prohibited from harassing, threatening, making racists and/or sexist comments against employees, vendors, directors, committee members, agents, and owners, whether verbally, physically or otherwise.*
- *Delinquent Association dues by directors and/or committee members will result in immediate removal from their respected positions and vacancy filled by the Board President and/or Committee Head.*

7. **Proper Decorum**: Directors and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and committee members must focus on issues, not personalities and 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 and shall not act unilaterally or contrary to the board's decision.

E. **When Conflicts of Interest Arise**: Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors and committee members should immediately raise such situations with the board. If appropriate, the board will seek guidance from the association's legal counsel.

1. **Disclosure & Recusal**: Directors and committee members must immediately disclose the existence of any conflict of interest, whether their own or others. Directors and committee members must withdraw from participation in decisions in which they have a material interest.
2. **Violations of Policy**: Directors and committee members who violate the association's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:
 - censure,
 - removal from committees,
 - removal as an officer of the board,
 - removal from the board in its entirety,
 - request for resignation from the board,
 - recall by the membership,
 - suspension from board,
 - suspension from executive sessions,
 - public reprimand,

- asked to leave any meeting
- imposing a fine not to exceed \$500.00; and
- appropriate judicial action.

Prior to taking any of the actions described above, the board shall appoint an executive committee to investigate the violation(s). The committee shall review the evidence of the violation(s), endeavor to meet with the director/committee member believed to be in violation(s), meet with any witnesses, confer with the association's legal counsel, and present findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

NOTICE AND RECORDING. Bienvenue is authorized and directed to circulate a copy of this Resolution to all Bienvenue unit owners. Bienvenue also authorizes and directs its property manager to arrange for recordation of a copy of this Resolution with the Burlington County Clerk's Office in order to establish the recording of this Resolution in the chain of title.

SCHEDULE A

BOARD MEMBER CERTIFICATION

I, _____ (name of Board Member), hereby certify that I will accept and abide by terms and conditions of the Resolution of Bienvenue Condominium for Rules and Regulations the Code of Conduct for The Board of Directors adopted by the Board of Trustees.

I hereby certify that the foregoing statements made by me are true. I understand that if any of the foregoing statements made by me are willfully false, I am subject to penalty.

Signature of Board Member: _____

Print Name of Board Member: _____

Print Address of Board Member: _____

ATTEST:

Bienvenue Condominium Association, Inc.

Virginia Carducci, Secretary

Carmelo Cruz, President

State of New Jersey :

:ss.

County of Burlington :

I certify that on this _____ day of _____, 2018, _____ personally came before me and this person acknowledged under oath, to my satisfaction, that:

- (a) this person is the Secretary of Bienvenue Condominium Association, Inc. named in this document;*
- (b) this person signed this document as attesting witness for the proper officer who is Carmelo Cruz, President of Bienvenue Condominium Association, Inc.;*
- (c) this document was signed and delivered by Bienvenue Condominium Association, Inc. as its voluntary act and deed by virtue of authority from its Board of Trustees (the "Board");*
- (d) this person signed this acknowledgment to attest to the truth of these facts; and*
- (e) this Resolution was duly introduced and was thereafter adopted at a regular scheduled meeting of the Board at which a quorum was present, by a majority vote of the members of the Board eligible to vote on this matter.*

Virginia Carducci, Secretary

Sworn and subscribed to before

Me this _____ day of _____, 2018

(notary public seal)

Record and Return to:

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