

RESOLUTION 2006-6
ADOPTING POLICIES AND PROCEDURES
REGARDING BOARD MEMBER CONFLICTS OF INTEREST

SUBJECT: Adoption of a policy and procedure regarding Executive Board member ("Director") conflicts of interest and a code of ethics.

PURPOSE: To adopt a policy and procedure to be followed when a Director has a conflict of interest to ensure proper disclosure of the conflict and voting procedures and to adopt a code of ethics for Directors.

AUTHORITY: The Declaration, Bylaws and Articles of Incorporation of the Association and Colorado law.

EFFECTIVE

DATE: September 1, 2006

RESOLUTION: The Association hereby adopts the following policy and procedure regarding Director conflicts of interest and code of ethics:

1. General Duty. The Executive Board shall use its best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the value of Units of the Owners ("Members") and Association. All Directors shall exercise their power and duties in good faith and in the best interest of, and with utmost loyalty to the Association. All Directors shall comply with all lawful provisions of the Declaration and the Association's Articles of Incorporation, Bylaws, and Rules and Regulations.
2. Definition. A conflict of interest exists whenever any contract, decision or other action taken by or on behalf of the Executive Board would financially benefit: (i) a Director; (ii) a parent, grandparent, spouse, child, or sibling of the Director; (iii) a parent or spouse of any of the persons in subsection (ii); or, (iv) an entity in which a Director is a manager, director or officer or has a financial interest.
3. Disclosure of Conflict. Any conflict of interest on the part of any Director shall be verbally disclosed to the Members and to the other Directors in open session at the first open meeting of the Executive Board at which the interested Director is present prior to any discussion or vote on the matter.

The minutes of the meeting shall reflect the disclosure made, the abstention from voting, the composition of the quorum and record of who voted for and against.

4. Code of Ethics. In addition to the above, each Director and the Executive Board as a whole shall adhere to the following Code of Ethics:

- (a) No Director shall use his/her position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers.
- (b) No contributions will be made to any political parties or political candidates by the Association.
- (c) No Director shall 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.
- (d) No Director shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.
- (e) No Director shall receive any compensation from the Association for acting as a volunteer.
- (f) No Director shall willingly misrepresent facts to the Members for the sole purpose of advancing a personal cause or influencing the Common Interest Community to place pressure on the Executive Board to advance a personal cause.
- (g) No Director shall interfere with a contractor engaged by the Association while a contract is in progress. All communications with Association contractors shall go through the Executive Board President or be in accordance with policy.
- (h) No Director shall harass, threaten, or attempt through any means to control or instill fear in any Member, Director or agent of the Association.
- (i) No promise of anything not approved by the Executive Board as a whole can be made by any Director to any subcontractor, supplier, or contractor during negotiations.
- (j) Any Director convicted of a felony shall voluntarily resign from his/her position.

- (k) No Director shall knowingly misrepresent any facts to anyone involved in anything with the Common Interest Community which would benefit himself/herself in any way.
 - (l) Language and decorum at Executive Board meetings shall be kept professional. Personal attacks against Owners, occupants, property managers, service providers and Directors are prohibited and are not consistent with the best interest of the Common Interest Community.
5. Failure to Disclose Conflict. Any contract entered into in violation of this policy shall be void and unenforceable. In such event, the Executive Board, at the next meeting of the Board, shall vote again on the contract, decision or other action taken in violation of this Policy.
 6. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.
 7. Supplement to Law. The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the Common Interest Community.
 8. Deviations. The Executive Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.
 9. Amendment. This Policy may be amended from time to time by the Executive Board.

**PRESIDENT'S
CERTIFICATION:**

The undersigned, being the President of HISTORIC LINDEN CONDOMINIUM ASSOCIATION, a Colorado non-profit corporation, certifies that the foregoing Resolution was adopted by the Members of the Historic Linden Condominium Association pursuant to an Action by Unanimous Consent of Members executed in counterparts on April 13, 2007, June 15, 2007, and July 30, 2007, and in witness thereof, the undersigned has subscribed his name.

HISTORIC LINDEN CONDOMINIUM ASSOCIATION,
a Colorado non-profit corporation

By: *Mary*
President