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RESOLUTION OF THE BOARD OF DIRECTORS
of
GUADALUPE RIVER OAKS PROPERTY OWNERS ASSOCIATION, INC.
adopting
CODE OF CONDUCT

STATE OF TEXAS §
 §
COUNTY OF COMAL §

I, Teresa Meckel, President of Guadalupe River Oaks Property 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 7th day of March, 2024, with at least a quorum of the Board 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:

Recitals

WHEREAS, the property encumbered by this Code of Conduct is that property restricted by the Restrictions and Covenants River Oaks Subdivision Units I, I Extension, II, III, IV & IV Extension, recorded in the Official Public Records of Real Property of Comal County, Texas, under Clerk's File No. 201006025308, and the Restrictions and Covenants River Oaks Subdivision Units I Extension, II, III, IV & IV Extension, recorded in the Official Public Records of Real Property of Comal County, Texas, under Clerk's File No. 202206001517, as same have been or may be amended and/or supplemented from time to time ("Declaration"), and any other property which has been or may be subsequently annexed thereto and made subject to the authority of the Association.

WHEREAS, the governing documents of the Association delegate the authority and responsibility to govern the operations of the community to its Board;

WHEREAS, the Board is responsible for the supervision of officers and appointment of committee members;

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 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:

I. Code of Conduct

Board members and Committee members should:

1. **Be familiar with and comply with the governing documents of the Association.** This includes the Restrictions and Covenants River Oaks Subdivision Units I, I Extension, II, III, IV & IV Extension, the Bylaws of Guadalupe River Oaks Property Owners Association, Inc., and all other Dedicatory instruments of the Association as that term is defined under Section 202.001(1) of the Texas Property Code. Governing documents are located on the association website at www.riveroaksnb.com.
2. **Be familiar with relevant federal and state laws** (including, but not limited to, Chapter 209 and 202 of the Texas Property Code).
3. **Serve the interests of the community.** As a Board member or Committee member there is a responsibility to serve the Association and you should always prioritize the interests of the community and never put your personal interest first.
4. **Make decisions using sound judgment.** Sound judgment should always be used when deciding on matters of the Association; consider all the available information, resources, and circumstances before making a business decision.
5. **Avoid conflicts of interest and disclose any that arise within Association business.** A conflict of interest may arise when a decision personally affects or benefits a Board member, a Board member's family member, a Committee member or Committee member's family member. When a conflict of interest arises, it must be disclosed to the Board and/or Committee and the Board member or Committee member must recuse themselves from the discussions/deliberations or vote involving the conflict, unless the provisions of Section 209.0052 of the Texas Property Code are observed or unless otherwise permitted by law.
6. **Act within the scope of your authority.** The law (local, state, federal) and the Association's governing documents provide Board members and Committee members with specific powers, duties and authority, and Board members and Committee members should not exceed the scope of the powers, duties and authority granted.
7. **Maintain confidentiality.** Board members and Committee members should never disclose any private, sensitive or confidential information to any property owner, resident, or third party. There are certain details that only Board members are privy to and should not be discussed outside executive session and as identified under Chapter 209 of the Texas Property Code, including actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Association's attorney, matters involving the invasion of privacy of owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board.

8. **Promote inclusivity and avoid bias;** discrimination in any form is never acceptable. Responsibilities should be carried out without personal judgment or favor. Board members and Committee members are prohibited from carrying out discriminatory practices based on a persons' race, religion, sex, sexual orientation, national origin, familial status, or disability.
9. **Be professional and respectful;** Board members and Committee members should always treat fellow property owners, Board members, and Committee members with respect and courtesy; professionalism and respectfulness should be the norm.
10. **Avoid harassing, threatening, or attacking others.** There is no room on the Board or a Committee for individuals that engage in inappropriate behavior. Board members and Committee members should never attack, threaten, or harass anyone, including fellow Board members or Committee members.
11. **Avoid use of or being under the influence of alcohol, drugs or controlled substances when conducting Association business.** Being under the influence of alcohol, drugs or controlled substance may hinder sound judgment and may foster harassing, threatening or aggressive behavior which may make property owners feel uncomfortable and is prohibited at all times when conducting Association business.
12. **Refrain from gossiping or creating gossip.** When conversing and/or communicating with others regarding Association matters, Board members and Committee members should refrain from gossiping or creating gossip as it relates to the board, committees, and Association business.
13. **Work within the Association's structure.** Board members and Committee members should only vote on Association matters as provided under the governing documents and as permitted by law.
 - a. The Board works as a unit and should maintain a united front even if not everyone agrees with the decision that ultimately passes. There will be differing opinions on any given issue. It is important to always speak with one voice. Even if Board members or Committee members do not agree with the decision, Board members and Committee members should support the final decision and not challenge the Board publicly.
 - b. There are day-to-day tasks and responsibilities related to Association business in which Executive Board members (e.g. President, Vice President, Secretary, and Treasurer) may discuss outside of Board meetings as permitted under state law.
14. **Communicate within the chain of distribution in a professional and respectful manner.**
 - a. Unit Directors must always include the Board on any email or communication platform that is sent or distributed to any unit.

- b. Committee members must always include the Board on any communication that is sent or distributed to any unit.
 - c. Communication should be directed to those that are directly responsible on a need-to-know basis, which means that not all communication needs to be sent to all Board members or Committee members. There are times when only certain Board members or Committee members have a need to know based on the subject matter (i.e. a complaint received by the Park Committee involving a trespasser or a request for a hang tag for the park would not be sent to the Building Control Committee ("BCC") or any other Association Committee because the subject matter is not within its tasks and authority).
 - d. The Board President is the managing officer and must always be informed which means the President must be copied on all communications pertaining to Association business (exceptions include communications between the BCC and property owners regarding requests/approvals/denials pertaining to construction/improvements or any other matters approved by the Board. However, the BCC should report on approvals/denials or any issues in their Committee report to the Board).
- 15. Respond to emails, phone calls, and web contact inquiries in a reasonable time frame.** Every effort should be made to respond to Association business within a timely manner.
- a. If a Board member or Committee member does not know the answer to a specific question or needs more time to respond to the communication, a courtesy response should be provided to let the person know the message has been received and a response to the inquiry will be provided as soon as is administratively feasible.
- 16. Represent the neighborhood and Association by following the Association rules and regulations.** The Guadalupe River Oaks community looks to Board members and Committee members as the representatives of the neighborhood. If Board members and Committee members disregard the rules, then property owners may think they can do the same. As a Board member and/or Committee member, *you do not receive special treatment*. There is a higher expectation for Board members and Committee members to follow the rules and Board members and Committee members are expected to set a good example for all other members of the community.

II. Enforcement

1. Committee member violations:

All complaints or allegations of code of conduct violation(s) must be submitted through official channels. Complaints/allegations against a Committee member will be submitted to and reviewed by the Board. The Board shall vote on whether the complaint/allegation

constitutes a potential violation. Committee member complaints may be reviewed during executive session, and if, by a majority vote of the Board, a Committee member is found to have violated any portion of this Code of Conduct, the following actions may be taken as determined in the sole and absolute discretion of the Board:

- A. A private Board discussion may be held with the individual; or
- B. The Committee member will be removed from his/her position on the applicable Committee.

2. Board member violations:

All complaints or allegations of code of conduct violation(s) must be submitted through official channels. Complaints/allegations against a specific Board member will be submitted to and reviewed by the other Board members. The other Board members shall vote on whether the complaint/allegation constitutes a potential violation. Board member complaints may be reviewed during executive session, and if, by a majority vote of the other Board members, a Board member is found to have violated any portion of this Code of Conduct, the following actions may be taken as determined in the sole and absolute discretion of the Board:

- A. A private Board discussion may be held with the offending Board member; or
- B. A vote may be held to remove the Board member as permitted under the Association's governing documents and/or Chapter 22 of the Texas Business Organizations Code.

[Signature Page Follows]

CERTIFICATE OF PRESIDENT

I, Teresa meckel, President of Guadalupe River Oaks Property Owners Association, Inc., do hereby certify that at a meeting of the Board of Directors of the Association duly called and held on the 17th day of March, 2024, with at least a quorum of the members of the Board being present and being duly authorized to transact business, the foregoing Code of Conduct was duly adopted and approved by majority vote of the members of the Board.

TO CERTIFY WHICH WITNESS my hand on this 19th day of March, 2024.

GUADALUPE RIVER OAKS PROPERTY OWNERS ASSOCIATION, INC.

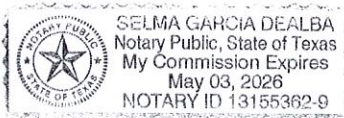
By: Teresa Meckel

Printed: Teresa Meckel

Its: President

THE STATE OF TEXAS §
 §
COUNTY OF Comal §

BEFORE ME, the undersigned notary public, on this 19 day of March, 2024 personally appeared Teresa Meckel, President of Guadalupe River Oaks Property Owners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purpose and in the capacity therein expressed.



[Signature]

Notary Public in and for the State of Texas

**Filed and Recorded
Official Public Records
Bobbie Koepf, County Clerk
Comal County, Texas
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Bobbie Koepf