

Newington Community Association  
Policy on Code of Conduct and Meeting Rules

WHEREAS, Article VIII, Section 1(a) of the Bylaws of the Association state “the Board of Directors shall have power to adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;”

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the following code of conduct as its formal policy:

**SECTION 1. GENERAL DECORUM AND CONDUCT**

All members and employees of the association shall treat common areas and facilities with respect so that they can be enjoyed by all. At no time shall community members or employees of the association behave in an inappropriate or offensive manner while in common areas or facilities.

**SECTION 2. MEETING DECORUM AND CONDUCT**

A. Board of Directors and Employees of the Association

1. Board members shall exercise their best efforts to attend and be on time at all meetings or functions of the Board of Directors and shall plan to be in attendance at all times during the proceedings. Whenever a Board member knows in advance that he cannot attend a meeting, will be late for a meeting, or will have to leave a meeting early, he shall exercise his best efforts to inform the President or Community Manager in advance of the meeting.
2. There shall not be a dress code for meetings of the Association. Casual and informal clothing is perfectly acceptable attire; however, Board members and attending employees are expected to dress consistently with the Board's objective of promoting and pursuing a high standard of respect and decorum at its meetings and functions.
3. When the Chairperson calls the meeting to order, all members of the Board shall organize their reading materials pertaining to the meeting and put away any other unrelated material. All conversation with seat mates shall immediately cease, as well as any other activity which might interrupt the fluidity of the meeting or distract any member of the Board.
4. Eating of food during the meeting at the table where the Board conducts its business shall be prohibited, unless the Chairperson waives the prohibition for all members of the Board, which the Chairperson may do under special circumstances; otherwise, all eating of food during the meeting must take place in a specially designated eating area. Drinking of beverages during the meeting at the table where the Board conducts its business shall be permitted.
5. When a member of the Board wishes to speak at a meeting or function of the Board, he shall raise his hand and wait for the Chairperson to formally recognize him for the purpose of granting him the floor. No member of the Board shall speak out of order or without recognition from the Chairperson, nor shall any member of the Board engage in any activity which interrupts or distracts any member of the Board when another member of the Board has the floor for discussion purposes. The Chairperson shall not recognize any member of the Board more than once on any motion until all members of the Board who wish to

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- discuss the motion have had an opportunity to speak. At all times, the Chairperson shall determine who has the floor to speak and may impose uniform time limitations.
6. Board members shall not use inappropriate body language, or verbal tone during their debate of the issues. Any actions or comments designed to insult, demean, or attack the personal character or opinion of any member of the Board, the Board as an entity, an employee or member of management, or an invited guest shall be strictly prohibited. Board members owe a special duty of civility to the Association's membership and shall be particularly courteous to the individual members at all times during official functions of the Association.
  7. All members of the Board owe a duty of respect to the Board of Directors as an entity, particularly with respect to its formal votes and formally approved policies. If conducted civilly, robust disagreement between members of the Board is perfectly acceptable behavior and even strongly encouraged, as it is often necessary and appropriate for the development of the best decision-making process; however, once the Board formally votes on a matter, no member of the Board shall engage in any unauthorized activity which undermines the ability of the Board to successfully effectuate the results of the vote. The duty of respect owed to the Board requires dissenting members to work within the formal procedures of the Board to modify or revise the previously adopted votes or approved policies with which they disagree. Dissenting members of the Board may voice their disagreements with any such votes or policies at any official function of the Association, but must do so in a manner which shows respect for the Board as an entity.
  8. All members of the Board shall recognize that their individual behavior is a reflection upon the Board as an entity; therefore, they shall at all times refrain from any public conduct within the community which would bring the Board into disrepute.
  9. All members of the Board shall adhere to the Conflict of Interest policy.
  10. All members of the Board shall adhere to the following Confidentiality Requirements:
    - a. All members of the Board shall recognize that matters pertaining to the Association's business conducted in executive session shall be kept confidential and not disclosed to the community membership or to members of the public at large. The same applies to any written communications from legal counsel devoted as a confidential document. Board members shall not disclose confidential information (as that term is defined below) under any circumstances to any person not on the Board without the express consent of a majority of the Board voting at a duly convened meeting of the Board of Directors.
    - b. In any instance when a Board member might be confused about the confidentiality requirements and in order to minimize the possibility of inadvertent disclosure, Board members shall consult with the President before making any disclosure to any third party which might arguably release any confidential information covered by this Resolution, as that term is defined below.

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- c. All confidential information is the property of the Association. Board members shall keep in strict confidence any and all information, documentation, records and devices which contain confidential information, and upon the expiration of the Board member's term, shall return all confidential information in his possession to the Board and shall keep confidential all non-tangible confidential information.
- d. For the purpose of this policy, the term "confidential information" shall mean any information related to:
  - i. Communications with the Association's legal counsel or professional consultants.
  - ii. Pending litigation.
  - iii. Pending matters involving formal proceedings for enforcement of the governing documents or rules or regulations of the Association.
  - iv. Pending negotiations for transactions involving the Association and agreements containing confidentiality requirements.
  - v. Discussions contained within Executive Session.
  - vi. Confidential information shall not be deemed to include information:
    - 1st. that at the time of disclosure is available to the general public through public records or records of the Association which the Association must make available to the members for inspection or copy under state law.
    - 2nd. that an administrative agency or court of competent jurisdiction orders to be disclosed, provided however, that upon receipt of any order, subpoena, or summons of any kind, before providing the information of document requested the Board member shall give the Association immediate notice thereof in order to allow the Association an opportunity to protect its confidential information. The Board member shall provide all necessary cooperation for this purpose.

B. General Meeting Rules

- 1. Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meeting in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Association, the Code of Virginia, and this policy.
- 2. Discussion Topics. Meeting discussions should be limited to association business only and further should be limited to items contained within the agenda.
- 3. Agenda Time Limitations. All agenda items are limited in time by the Chairperson, however the Chairperson has the option to extend time.
- 4. Community Forum Speakers. Members that want to speak during the community forum must raise their hand and be recognized to speak by the Chairperson. Members are limited in time to two minutes as long as the community forum time has not expired. If all members wanting to speak have been given the opportunity and there is additional time left, the Chairperson may recognize a member for an

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- additional two-minute period. Any member not able to speak in the time allowed may choose to submit their comments to the board in writing or via email.
5. Member Comments/Questions During Meetings. Members shall confine their questions or comments to the community forum. However, member input maybe sought by the Chairperson on any agenda topic.
  6. Meeting Civility. Meeting discussions shall remain civil and maintain proper decorum. Members shall not engage in behavior including, but not limited to, personal insults, attacks, raised voices, unpleasant tones, or harassment of any kind.
  7. When any meeting is called to order, attendees of the meeting shall turn off any cell phones, beepers, or other forms of telecommunications equipment which might interrupt the fluidity of the meeting or cause a distraction. If special circumstances warrant the use of such equipment, then user of such equipment shall make arrangements with the meeting Chairperson to obtain permission to do so prior to the meeting being called to order.

**SECTION 3. MISCELLANEOUS**

- A. The use of pronouns throughout this Resolution are meant to be interchangeable. The use of the term "he" includes "she" and vice versa.
- B. The Board partners with the Community Manager to ensure that the needs of the Community are met. They recognize the Community Manager is the primary point of communications between the Board and vendors and between the Board and the community members. Board members have a duty of loyalty and respect to NCA, its employees or members of management, and other Board members. No Board member will interfere with the system of management established by the Board. Management reports to the Board President and all concerns with management should be channeled through the Board President.
- C. Existing and future community leaders, including persons running for election to the Board of Directors will be given a copy of this Code of Conduct and will be asked to sign that they have received it, have read it and agree to abide by it.

**SECTION 4. CODE OF CONDUCT VIOLATION ENFORCEMENT**

- A. Common Area and Facilities Violations
  1. The Board of Directors, by majority vote, can ask members to cease any behavior in common areas or facilities that the Board of Directors deems offensive.
  2. If the community member does not immediately cease such activities the Board of Directors may seek legal action.
- B. Meeting Violations
  1. The President shall have the unilateral authority to enforce the code of conduct or may do so in response to the un-seconded request of any other member of the Board if the President agrees with the request. The first step of enforcement shall consist of the President issuing a call to order to the particular community member, who then must obey the directive immediately.
  2. In any instance of a flagrant or repeated violation of this code of conduct, the President may unilaterally issue a ruling to that effect against the offending community member and may require the offender to leave the premises of the

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meeting. Any such ruling shall not be appealable by the offending member and must be immediately obeyed, unless another member of the Board wishes to appeal the President's ruling, in which case the appeal shall be open to debate and vote of the Board.

C. Board of Directors Conduct Violations

1. Enforcement by the President.

- a. The President shall have the unilateral authority to enforce the code of conduct or may do so in response to the un-seconded request of any other member of the Board if the President agrees with the request. The first step of enforcement shall consist of the President issuing a call to order to the particular board member, who then must obey the directive immediately.
- b. In any instance of a flagrant or repeated violation of this code of conduct, the President may unilaterally issue a ruling to that effect against the offending board member and may require the offender to leave the premises of the meeting. Any such ruling shall not be appealable by the offending member and must be immediately obeyed, unless another member of the Board wishes to appeal the President's ruling, in which case the appeal shall be open to debate and vote of the Board.
- c. The President may issue a private written reprimand to a board member, highlighting the offending behavior and asking that corrective action be taken. Private reprimands shall not be voted on or published in meeting minutes but may be discussed in Executive Session as a violation of the rules.

2. Enforcement by the Board.

- a. The Board may choose to enforce this resolution by any of the following means:
  - i. The Board may issue a Public Censure as a means to publically reprimand an offending board member. In addition, the Board may opt to remove an offending board member from an officer position or committee membership.
  - ii. The Board may suspend a board member from meeting of the Board of Directors for a maximum of two months.
  - iii. The Board may initiate the removal of a board member as provided for in the Newington Community Association By-Laws.
- b. Any Board member who violates this code of conduct, agrees that the Board of Directors may seek injunctive relief against him/her and agrees to pay the attorney's fees incurred by the Board in that enforcement effort. The Board shall not take any such enforcement action against any Board member until the Board votes on the public record to cite the member of the Board with a flagrant or repeated violation of the code of conduct cited herein. The Board must then provide the Board member in question with written notice of the alleged violation and an opportunity to be heard on the matter at a duly convened meeting of the Board. Once the Board concludes this process, it may vote to impose or pursue any of the enforcement actions cited above.