

**FAIRLINGTON ARBOR CONDOMINIUM COUNCIL OF CO-OWNERS
ADMINISTRATIVE RESOLUTION NO. 26-_____**

(Code of Conduct and Conflict of Interest Policy)

WHEREAS, Article IV, Section 3(f) of the By-Laws (“Bylaws”) of the Fairlington Arbor Condominium Council of Co-Owners (“Council”) empowers the Board of Directors (“Board”) to make and amend rules and regulations to assist the Board in administering its powers and duties;

WHEREAS, for the benefit of protection of the Council, and its co-owners and members, the Board of Directors formally adopts this binding resolution to regulate the decorum and conduct of the members of the Board of Directors and the co-owners, and to prevent conflicts of interest.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts the following Code of Conduct and Conflict of Interest Policy.

I. CONFLICTS OF INTEREST

A. BOARD OF DIRECTORS

- i. All Board members shall conduct themselves in an ethical and businesslike manner.
- ii. Board members (including directors, officers and agents) must represent unconflicted loyalty to the interests of the members of the entire Council. This accountability supersedes any conflicting loyalty such as that to any advocacy or interest groups, or membership on other Associations or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the Council’s services.
- iii. Under no circumstances shall any Board member solicit a gift or gratuity of any sort from any vendor or professional serving the Council (or attempting to obtain business from the Council). Any member of the Board who receives an unsolicited gift or gratuity must promptly disclose the receipt of the gift or gratuity at a duly convened meeting of the Board. The Board shall then decide on the public record whether the member of the Board should return the gift, turn it over to the Council, or, if the gift is of innocuous consequence or nominal value, keep the gift. This prohibition does not cover situations where members of the Board meet with a vendor or professional to discuss business matters of the Council at times when it would be ordinary to eat breakfast, lunch, or dinner and the vendor or professional pays for the meal. Such circumstances shall be considered ordinary and acceptable acts of professional courtesy on the part of the vendor or professional.
- iv. Board members must avoid any fiduciary conflict of interest or nepotism conflicts in accordance with state laws and/or the Council documents. No member shall participate, through decision, approval, disapproval, recommendation, the rendering of advice or otherwise, in any Board matter in which the member, the member's family, or an organization which the member serves as an officer or employee, has a financial or property interest. If a Board member has any conflict of interest, or concerns or personal concerns which compete with his or her fiduciary duty, or any potential conflict of any sort, then he or she must disclose such interest, concern, or potential conflict on the record at the time that any relevant agenda item is addressed by the Board of Directors.

- v. Board members shall not, without prior collective Board approval, make any promises or commitments to contractors, vendors, legal, or other parties who are engaged with or seek to engage with the Council in business.
- vi. Board members owe a fiduciary duty to the Council, which requires them to consider only the best interests of the Council when they vote on any matter and to exclude any other interest from their consideration. Members shall conduct themselves in a manner that not only avoids impropriety but also the appearance of impropriety. Members shall avoid any action which might result in, or create the appearance of:
 - (1) Using membership on the Board for personal gain.
 - (2) Giving unjustified preferential treatment to any person or organization
 - (3) Adversely affecting the confidence of the co-owners in the integrity of the Board.
- vii. Board members may not attempt to induce individual authority over the Council except as explicitly set forth in Board policies.
- viii. In keeping with the role of stewards of the Council's interests, Board members shall not appear on behalf of the private interests of third parties before the Board or any committee.

II. CONFIDENTIALITY

- A.** Council Board members shall respect the confidentiality of information exchanged in executive sessions and information which is otherwise privileged under the Act and Board policy. They shall neither disclose confidential information without proper legal authorization, nor use such information to advance personal, financial or other private interests. The same applies, but is not limited to any written communications from legal counsel denoted as a confidential document. Board members shall not disclose confidential information under any circumstances to any person not on the Board or the Management Agent of the Council without the express consent of a majority of the Board voting at a duly convened meeting of the Board of Directors.
- B.** For the purpose of this Resolution, the definition of "confidential information" means any information discussed in executive session or any information related to:
 - i.** communications with the Council's legal counsel or professional consultants;
 - ii.** pending or probable litigation;
 - iii.** pending matters involving formal proceedings for enforcement of the governing documents or rules or regulations of the Council;
 - iv.** pending negotiations for transactions involving the Council, including contract bids and agreements containing confidentiality requirements;
 - v.** Council's financial records, except as stated in item a below;
 - vi.** employment records or personnel matters;
 - vii.** co-owners' assessment obligations to the Council;
 - viii.** matters which the disclosure of which would be in violation of law; or
 - ix.** information that is deemed proprietary by another entity.

Confidential information shall not be deemed to include information:

1. that at the time of disclosure is available to the general public through public records or records of the Council which the Council must make available to its co-owners for inspection or copy under the Act. Co-owners may also access information electronically via the Council's website and if they have requested, from the Council, via emails. Non-Council members may not access Council records without Board permission except for state mandated Resale Disclosure Packets and New Resident Welcome Packets distributed by the Board of Directors.
 2. 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 or document requested, the Board member shall give the Board immediate notice thereof in order to allow the Board an opportunity to protect its Confidential Information. The Board member shall provide all necessary cooperation for this purpose.
- C. 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 be consulted and a majority Board approval will be necessary 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.
- D. All confidential information is the property of the Council. 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 Council as well as any confidential all non-tangible confidential information, within ten (10) days from the end of their term. Return of confidential information includes transfer of all log-in information for Board member email address and website information.

III. CONDUCT AT MEETINGS

- A. Board members shall exercise their best efforts to prepare for, attend, and be on time at all meetings or functions of the Council and shall plan to be in attendance at all times during the proceedings which includes being present by telecommunication means. Whenever a Board member knows in advance that they cannot attend a meeting, will be late for a meeting, or will have to leave a meeting early, they shall exercise best efforts to inform the President in advance of the meeting.
- B. When the President calls the meeting of the Board of Directors to order, all members of the Board and meeting attendees shall silence any cell phones, beepers, or other forms of telecommunication equipment which might interrupt the fluidity of the meeting.
- C. Meeting attendees shall not use inappropriate language or verbal tone during discussions. All Co-Owners, including Board Members, shall be expected to promote and engage in civil discourse during meetings and speak to all attendees with respect.
- D. Any co-owner may record any portion of any open meeting of the Council by audio or visual means, provided the co-owner does the following:

- i. Provides 24 hours' written notice in advance of the start of a meeting of the coowner's intention to record the meeting. Written notice may be in letter or email form and directed to the Board or its management representatives.
- ii. Complies with all requests of the Chair presiding over the meeting concerning the placement and use of the equipment to prevent interference with the proceeding and view of other attendees.
- iii. The Chair presiding over the meeting may announce to all attendees that the meeting is being recorded at any time during the meeting and may post notices within the meeting area advising attendees that the meeting is being recorded by audio or visual means.
- iv. Meetings are open only to co-owners; accordingly, any recording of a meeting of the Board, Committee or membership produced by a co-owner may not be used, edited, or distributed in any manner to any non-co-owner. This restriction prohibits distribution of the recording on any internet website, app or social media platform, communications platform or any other digital or other location to include, but not limited to, the co-owner's personal website or social media site(s) without the prior written permission of the Board of Directors.

Enacted this _____ day of _____, 2026.

By: _____
Board President

FOR ASSOCIATION RECORDS

I hereby certify that a copy of the foregoing Policy Resolution was reasonably published or delivered to the Fairlington Arbor Condominium Council of Co-Owners on this ____ day of _____, 2026.

By: _____
Vladimir Vidaurre, General Manager

**FAIRLINGTON ARBOR CONDOMINIUM COUNCIL OF CO-OWNERS
ADMINISTRATIVE RESOLUTION NO. 26-_____**

(Code of Conduct and Conflict of Interest Policy)

Duly adopted at a meeting of the Board of Directors held _____

_____.

Motion by: _____ Seconded by: _____

VOTE:	YES	NO	ABSTAIN
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_____	_____	_____
Director		

_____	_____	_____
Director		

_____	_____	_____
Director		

_____	_____	_____
Director		

_____	_____	_____
Director		

ATTEST:

Secretary

Date

Resolution effective: _____, 20____.