

PARK WASHINGTON CONDOMINIUM ASSOCIATION

BOARD OPERATING POLICY

Per the Park Washington Condominium's Association's (PWCA) Adoption and Amendment of Policies, Procedures and Rules and Regulations Policy, the PWCA may adopt a new policy at any time by a majority vote of the Directors presented at any meeting to the Board.

The PWCA adopts the following Board Operating Policy effective this 26th day of AUGUST, 2014, pursuant to the requirement of the Colorado Common Interest Ownership Act, section C.R.S. 38-33.3-209.5(1)(b)(IV) and to allow the PWCA to conduct proper business of the PWCA.

Any terms not identified in this policy shall hold the meaning in the Declaration of the PWCA. The Board of Managers shall hereinafter be referred to as Board or Board members, and Owners shall be referred to as "Members".

BOARD GOVERNING STYLE & VALUES

The Board will govern lawfully, with an emphasis on (a) encouragement of diversity in viewpoints, (b) strategic leadership (c) clear distinction of Board and *management or contractors* roles, (d) collective rather than individual decisions, and (e) governing proactively rather than reactively. Accordingly:

1. The Board will cultivate a sense of group responsibility. While the expertise of individuals may be used to enhance the Board's understanding of issues, such expertise will not be used to substitute for the judgment of the Board. Once a decision of the Board has been made, all board members shall uphold the decision.
2. The Board will direct and control PWCA in accordance with its governing documents and through the careful establishment of broad written policies.
3. The Board will enforce upon itself whatever discipline is needed to govern with responsibility and in a professional manner. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continual development of governance capability. Although the Board can change its policies at any time, it will scrupulously observe those currently in force. The Board will allow no officer, individual or committee of the Board to hinder or be a Reason for not fulfilling its commitments
4. All policies of the Board are contained in this document, and they remain in effect, until amended or deleted by Board action.
5. The Board will orient new Board members in the Board's governance process and these policies, and will have periodic discussion of process improvement.
7. The PWCA activities, with the exception of personnel, legal or potential legal nature, shall be open and accessible to reasonable scrutiny by its "Members."
8. The PWCA will not discriminate on the basis of race, creed, national origin, religion, age, disability, political affiliation, sex, sexual orientation, gender expression, or marital, parental or military status.

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BOARD MEMBERS' CODE OF CONDUCT

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Board members must demonstrate loyalty to the interests of the PWCA, unconflicted by loyalties to Management, employees, contractors, personal relationships with other Board members, or any personal interests as an owner and "Member" of PWCA.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility. See the Conflict of Interest Policy.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the PWCA, except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - B. When the Board is to decide upon an issue about which he/she has a conflict of interest, that Board member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote but also from the deliberation.
 - C. To maintain Board integrity, no Board member may financially benefit from their position while serving in his/her Board position.
 - D. Board members must not use their Board positions to obtain employment for themselves, family members or close associates.
1. Board members must not attempt to exercise individual authority over the organization, its employees or contractors.
 - A. Board members' interaction with management or contractors must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - B. Board members' interaction with owners, the public, media or other entities must recognize this limitation and that Board members are not to speak for the Board, except to repeat explicitly stated Board decisions.
 - C. Except for participation in Board deliberation about management or contractors, Board members will not publicly express individual judgments of performance.
4. A Board member aware of credible information that suggests that a Board policy has been violated, by either the Board, management or contractors, has an affirmative obligation to bring the concern to the Board's agenda for review.
5. Board members must respect the confidentiality appropriate to issues of legal or "personnel" matters.

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6. Board members must support the legitimacy and authority of the final decision of the Board on any matter, irrespective of the his or her personal position on the issue.
7. No individual Board member has any more or less decision making authority than any other Board member. Decisions shall be made by a majority of the Board in accordance with the Bylaws.
8. Board members shall treat other board members, "Members" and those living within the building as well as management or contractors with respect.
10. As PWCA has professional management that has been given appropriate authority through a contract, no Board member shall serve in lieu of management with other contractors hired by the Board to perform specific projects for PWCA.
9. Preparation and Attendance - Board members will prepare for Board and committee meetings and will participate productively in discussions. Board members are expected to attend Board meetings. Unexcused absence from more than three (3) of the Board's ten (10) regularly scheduled meetings in a given year will constitute that Board member's resignation from the Board.

BOARD COMMITTEE PRINCIPLES

Board Committees shall be those committees established and members appointed by the Board, to assist the Board in carrying out its governance role. Board committees are not to interfere with delegation from the Board to the management or contractors.

Accordingly:

1. Board Committees may not speak or act for the Board except when formally given such authority, typically for specific and time-limited purposes.
2. Board committees most commonly assist the Board by undertaking activities not delegated to the management or contractors by preparing policy alternatives and implications for Board deliberation, or by performing specific monitoring functions.
3. This policy applies to Committees/groups formed by Board action, whether or not the group includes non-Board members.

BOARD FINANCIAL POLICY

To maintain fiscal responsibility, the Board shall require at least three (3) bids for any work to be performed for PWCA costing \$1,500.00 or more. Written request for proposal (RFP) shall be prepared for all requested bids in order to ensure that all potential bidders have the same information. Sufficient time will be allocated to all members of the Board to review all bids in writing before deliberating on a decision.

In keeping with good financial practices, a review shall be made by all members of the Board of all contracts prior to the President signing a approved contract. The Board may determine that based on the nature and complexity of any particular contract that it is in the best interests of PWCA to have the attorney

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review the contract as well prior to approval of the full Board.

BOARD CONDUCT OF MEETING POLICY

Meetings are for the purpose of addressing and conducting PWCA business. While "Members" are invited and encouraged to attend all meetings, except executive session meetings, Board members do have to comply by the following policy for conduct of meetings.

1. Unless an issue of security or safety, the Board shall not conduct business via any means other than at a scheduled meeting.
2. Place of Meetings. Meetings shall be held at Park Washington Condominiums or at such other place as may be designated by the Board.
3. Agenda for Meeting. The order of business at all meetings of the Board shall be at the discretion of the Board as described in the agenda for that meeting. Said agenda must be posted no later than five (5) days prior to a meeting. The Board may add items on the agenda at the meeting and may deny a member's request to place an item on the agenda.
4. Agenda Item Materials. All materials relative to the agenda shall be distributed by the Manager no later than five (5) days prior to a meeting.
5. Chair of Meetings. At any meeting, the President of the Board or any other Board member designated by the Board shall act as Chair of the meeting.
6. Conduct at Meeting. The conduct at meetings shall be as follows:
 - A. All "Members" are allowed to attend meetings of PWCA, except for executive sessions as allowed by state law.
 - B. Board members shall encourage and at no time discourage any "Member" from attending any meeting.
 - C. Each "Member" must be recognized by the Chair to speak.
 - D. Each "Member" shall identify themselves and their address.
 - E. Each "Member" must speak in a calm manner and conduct themselves with respect to all those in attendance. Profanity, shouting and name calling of any kind are prohibited by the Board members or members at large.
 - F. Any person present at the meeting who is disruptive may be given a warning by the Chair of the meeting. The Board can make the decision that the disruptive person has to leave for the meeting to proceed. The Chair can also contact law enforcement to have the disruptive person removed from the meeting.

In the event of conflict between the Board Operating Policy and the provisions of the PWCA Declaration, the Articles of Incorporation and the Bylaws, and the provisions of the Board Operating Policy, the provisions of the PWCA Declaration, the Articles of Incorporation and the Bylaws shall prevail in that order.

The undersigned President of PWCA hereby signs to confirm that the above policy was adopted by the Board of Directors on the 26th day of AUGUST, 2014.

Signature, President

Printed Name

Date

SEP 08 2014,

CHRISTOPHER A. STUMPF