

CODE OF CONDUCT
FOR ADMINISTRATORS & COMMITTEE MEMBERS OF
BRENTWOOD COUNCIL OF CO-OWNERS
Adopted: August, 2023

The Board of Administrators of Brentwood Council of Co-Owners. has adopted the following mandatory policy for its Board Members and committees to provide guidance for ethical issues and to create a mechanism for addressing unethical conduct.

A. BOARD RESPONSIBILITIES

The general duties for Administrators are to enforce the Council's governing documents, collect and preserve the Council's financial resources, insure the Council's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, Administrators must:

- Regularly attend Board meetings;
- Review material provided in preparation for Board meetings;
- Review the Council's financial reports; and
- Make reasonable inquiry before making decisions.

Regular Meetings

1. Pursuant to Section 5(h) of the By-Laws of the Council, regular meetings of the Board of Administrators may be held at such time and place as shall be determined, from time to time, by a majority of the Administrators.
2. 2nd Regular meetings shall be held monthly, on the standing meeting date, which is during the 2nd week of each month for a total of twelve (12) Regular meetings held during each calendar year. If a need arises for an additional meeting to decide extraordinary or time-sensitive matters, the Board of Administrators may call a Special meeting or an Emergency meeting as provided for herein below.
3. To the extent that any item of business initiated and addressed at a Regular meeting requires additional information prior to final decision or vote by the Board, the Board may finalize its decision or vote via telephonic or electronic means (e.g. telephone, e-mail, video conference, text message) prior to the next Regular meeting. Any such decisions shall be summarized and filed with the minutes of the next open Board meeting.

Special Meetings

4. Pursuant to Section 5(h) of the By-Laws of the Council, Special meetings of the Administrators may be called by the President and must be called by the Secretary at the written request of two (2) of the Administrators. No more than one (1) Special meeting may be held during any sixty (60) day period, except upon unanimous approval of the

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Administrators, or in the event that a Regular meeting was not able to be held as normally scheduled.

5. A Special meeting may not be called to decide ordinary or customary matters or business which would typically be determined by vote of the Administrators at a Regular meeting of the Administrators, unless the Regular meeting did not occur, or the matter is time-sensitive.
6. To the extent that any item of business initiated and addressed at a Special meeting requires additional information prior to final decision or vote by the Board, the Board may finalize its decision or vote via telephonic or electronic means (e.g. telephone, e-mail, video conference, text message) prior to the next Regular meeting. Any such decisions shall be summarized and filed with the minutes of the next open Board meeting.

Notice of Meetings

7. Pursuant to Tex. Prop. Code § 82.108, meetings of the Board of Administrators must be open to unit owners, subject to the right of the Board to adjourn a meeting of the Board and reconvene in closed executive session to consider actions involving personnel, pending or anticipated litigation, contract negotiations, enforcement actions, matters involving the invasion of privacy of individual unit owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. The general nature of any business to be considered in executive session must first be announced at the open meeting. Any decisions made in executive session must be generally summarized at the next board meeting and read into the minutes.
8. Notice of Regular or Special meetings of the Board of Administrators shall be given to each Administrator, personally, by mail, telephone or e-mail, at least three (3) days prior to the day named for such meeting. In the event of emergency, reasonable notice must be provided, given the circumstances involved. For Special or Emergency Meetings, it shall be the duty of the President or Secretary to provide such notice, compliance with which may be delegated to professional Association management providers. All meeting notices shall state the time, place and purpose of the meeting, and the identity of the person or persons who have requested the meeting.
9. Pursuant to Section 5(i) of the By-Laws of the Council, any Administrator may waive notice of a meeting before or after the meeting, and such waiver, if in writing and signed by such Administrator, shall be deemed equivalent to the giving of notice. Attendance by an Administrator at any meeting of the Board shall be a waiver of notice as to that Administrator of the time and place thereof.
10. The Council, on the written request of a unit owner, shall inform the unit owner of the time and place of the next Regular or Special meeting of the Board. If the Council representative to whom the request is made does not know the time and place of the meeting, the Council promptly shall obtain the information and disclose it to the unit owner or inform the unit

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owner where the information may be obtained. Any two of the following methods shall be deemed to provide sufficient notice to the owners of the date, time and location of the next Board Meeting: (1) announcement in an open meeting; (2) posting in a conspicuous place on the common elements; and/or (3) posting on the community website.

Cancellation of Meetings

11. A Regular meeting may be cancelled (and subsequently rescheduled by the non-cancelling Administrators) upon signed written request by of a majority of the Administrators, which must be provided to all Administrators no later than forty-eight (48) hours prior to the scheduled meeting, except in the case of unanticipated weather or emergency. No cancellation will be considered valid unless it contains at least five (5) alternative future rescheduling dates within the next fourteen (14) days on which the meeting may be rescheduled. The cancelling Administrator(s) shall commit to appear for the re-scheduled meeting on whichever of dates is chosen by the non cancelling Administrators. Failure by any cancelling Administrator to appear at such a re-scheduled meeting shall be considered an unexcused absence. In the event a Regular meeting must be re-scheduled pursuant to this paragraph, the President and the Secretary of the Board of Administrators shall re-schedule such meetings at such a time as may be attended by all Administrators.

Board Attendance Policy

12. All Administrators shall endeavor to attend all meetings of the Board of Administrators. If an Administrator has an irreconcilable conflict with a scheduled meeting, that Administrator shall provide a written request for excused absence to all Administrators no less than twenty-four hours prior to the meeting. The absent Administrator may still appear by any audible method of communication, including telephonic or electronic means (e.g. telephone, video conference), provided the absent Administrator can hear and be heard by all other Administrators present. No more than one (1) absent Administrator may appear by electronic or telephonic means per meeting. Any Administrator who accrues unexcused absences at two (2) consecutive Regularly scheduled meetings during a calendar year agrees, as a condition of acceptance of their position on the Board, to resign upon the written request of a majority of the remaining Administrators.

Alternative Methods of Meeting

13. In extraordinary circumstances (which are defined as the inability of a quorum of Administrators to attend a Regular or Special Meeting or any of its re-schedule dates), or upon an Emergency basis as provided herein, a meeting of the Board may be held by any audible method of communication, including telephonic or electronic means (e.g. telephone, video conference) only if: (A) notice of the meeting has been given as required; and (B) each Administrator may hear and be heard by every other Administrator. However, no such alternative method of meeting may include voting on a fine, damage assessment, appeal from a denial of architectural control approval, or suspension of a right of a particular Council

member before the member has an opportunity to attend a Board meeting to present the member's position, including any defense, on the issue.

Routine Matters

14. Routine day-to-day management decisions may be decided by a simple majority vote of the Board, which may occur via telephonic or electronic means (e.g. telephone, e-mail, video conference, text message). Routine day-to-day matters shall include communication with the Council's management company or Attorney, and clarification of decisions already made by the Board, but shall expressly exclude actions or decisions on new matters.

Action Taken Without a Meeting

15. Any action taken by the Board without a meeting must comply with Tex. Prop. Code § 82.108, which provides that the Board may act by unanimous written consent of all Administrators, without a meeting, if: (A) the Board action does not involve voting on a fine, damage assessment, appeal from a denial of architectural control approval, or suspension of a right of a particular council member before the member has an opportunity to attend a board meeting to present the member's position, including any defense, on the issue; and (B) a record of the board action is filed with the minutes of board meetings.

Emergency Meetings

16. An Emergency meeting may be called by the President of the Council, or by any two Administrators other than the President, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to wait for the Regular meetings and provide notice as required by § 82 of the Property Code. Pursuant to § 3.251 of the Tex. Bus. Org. Code The occurrence of a catastrophic event is an example of an Emergency. An Emergency meeting may be held via telephonic or electronic means (e.g. telephone, e-mail, video conference, text message).
17. Any action taken by the Board at an Emergency meeting shall be summarized and filed with the minutes of the next open Board meeting.

B. PROFESSIONAL CONDUCT

Administrators and committee members must conduct all dealings with contactors, vendors and employees with honesty and fairness, and safeguard information that belongs to the Council.

18. Self-Dealing. Self-dealing occurs when Administrators or committee members make decisions that materially benefit themselves or their relatives at the expense of the Council. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly,

no Administrator or committee member may:

- a. Solicit or receive any compensation from the Council for serving on the Board or any committee;
- b. Make promises to contractors or vendors without prior approval from the Board;
- c. Solicit or receive any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the Council;
- d. Seek preferential treatment for themselves or their relatives; or
- e. Use Council property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the Council.

19. Good Standing. No Member not in good standing with the Association may serve as an Administrator. A Member shall be considered to be in good standing if that Member has paid all monthly assessments, special assessments, costs or fees due and owing on their Member account (including special fees such as pet fees, storage fees or indoor bicycle storage fees).

20. Confidential Information. Administrators and committee members are responsible for protecting the Council's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no Administrator or committee member may disclose confidential information. Confidential information includes, without limitation:

- a. Private personal information of fellow Administrators and committee members, private personnel information of the Council's employees;
- b. Disciplinary actions against members of the Council;
- c. Assessment collection information against members of the Council; and
- d. Legal disputes in which the Council is or may be involved. Administrators may not discuss such matters with persons not on the Board without the prior approval of the Council's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

21. Misrepresentation. Administrators and committee members may not knowingly misrepresent facts. All Council data, records and reports must be accurate and truthful and prepared in a proper manner.

22. Interaction with Employees. To ensure efficient management operations, avoid conflicting instructions from the Board to management and avoid potential liability, committee members and Administrators shall observe the following guidelines:

- a. The President of the Board shall serve as liaison between the Board and management and provide direction on day to day matters;
- b. Except for the President, committee members and Administrators may not give direction to management, employees or vendors;
- c. Administrators may not contact management after hours unless there is an emergency representing a threat of harm to persons or property;
- d. If Administrators or committee members are contacted by employees with complaints,

the employees shall be instructed to contact management or to address the Board as a whole;

- e. No Administrator may threaten or retaliate against an employee who brings information to the Board regarding improper actions of a Administrator or committee member;
- f. Administrators and committee members are prohibited from harassing or threatening employees, vendors, Administrators, committee members, and owners, whether verbally, physically or otherwise.

23. Proper Decorum. Administrators and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board or committee, they must act with respect and dignity and refrain from making personal attacks or accusations. Accordingly, Administrators and committee members must focus on issues, not personalities, and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the Council. Administrators shall act in accordance with Board's decisions and shall not act unilaterally or contrary to the Board's decisions.

C. WHEN CONFLICTS OF INTEREST ARISE

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Administrators and committee members should immediately bring any such situation to the attention of management and the Board. If appropriate, the Board will seek guidance from the Council's legal counsel.

- 24. Disclosure & Recusal. Administrators and committee members must immediately disclose the existence of any conflict of interest, whether their own or others. Administrators and committee members must withdraw from participation in decisions in which they have a material interest.
- 25. Violations of Policy. Administrators and committee members who violate this Code of Conduct are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:
 - a. Censure;
 - b. Removal from committees;
 - c. Removal as an officer of the Board, request for resignation from the Board, recall by the membership;
 - d. Legal proceedings; and
 - e. In the event of repeated violations, removal from the Board.

Prior to taking any of the actions described above, the Board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the Administrator/committee member believed to be in violation, confer

with the Council's legal counsel, and present its findings and recommendations to the Board for appropriate action. The Board shall endeavor to meet with the Administrator/committee member in executive session prior to imposing disciplinary action against that person. Any Administrator found to be in violation of this code more than once in any calendar year agrees, as a condition of acceptance of their position on the Board, to resign upon written request of a majority of the remaining Administrators.

D. COUNCIL CONTRACTS

26. The Council may only enter into a contract with a current Council Board member, or a person related to a current Council Board member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, or a company in which a current Council Board member has a financial interest, or a company in which a person related to a current Council Board member within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, has a financial interest only if the following conditions are satisfied:
- a. The Council member, relative, or company bids on the proposed contract and the Council has received at least two other bids for the contract from persons not associated with the Board member, relative, or company, if reasonably available in the community;
 - b. The Board member:
 - i. Is not given access to the other bids;
 - ii. Does not participate in any Council discussion regarding the contract; and
 - iii. Does not vote on the award of the contract;
 - c. The material facts regarding the relationship or interest with respect to the proposed contract are disclosed to or known by the Council Board member and the Board, in good faith and with ordinary care, authorizes the contract by an affirmative vote of the majority of the Board members who do not have an interest governed by this subsection; and
 - d. The Board certifies that the other requirements of this subsection have been satisfied by a resolution approved by an affirmative vote of the majority of the Board members who do not have an interest governed by this subsection.

E. CONFIDENTIALITY

27. Without limitation, all information obtained, examined, learned or discussed by any Administrator or committee member concomitant with their position, or learned or discussed at an Executive Session of the Board of Administrators shall be treated as privileged and confidential, and all Board Members have a duty to ensure that such matters are not publicly discussed until such information becomes part of the Council's public record. As a condition of acceptance of their position on the Board, all Administrators agree that any Administrator who knowingly and intentionally violates Board confidentiality must resign upon written request of a majority of the remaining Administrators. The Administrators further acknowledge that the defense of any possible claims or lawsuits caused by said breach may not

be covered by the Council's Directors & Officers insurance, and that any Administrator in breach of confidentiality may not be entitled to indemnification/reimbursement by the Council for any damages incurred as a result of their actions.

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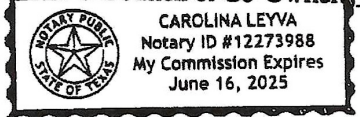
Dated: 8/16/23

Sue C. Haynie
Board Member Sue C. Haynie

STATE OF TEXAS §
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 16th day of August, 2023, by Sue C. Haynie, as Board Member of Brentwood Council of Co-Owners, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

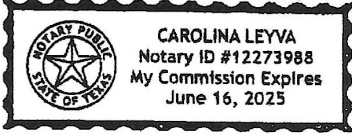
Dated: 8/17/23

[Signature]
Board Member Carl Carreira

STATE OF TEXAS §
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 17th day of August, 2023, by Carl Carreira, as Board Member of Brentwood Council of Co-Owners, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

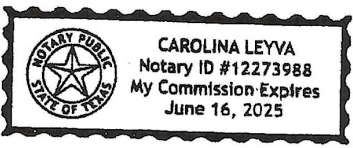
Dated: 8/18/2023

[Signature]
Board Member Loren Kristick

STATE OF TEXAS §
COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 18th day of August, 2023, by Loren Kristick, as Board Member of Brentwood Council of Co-Owners, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

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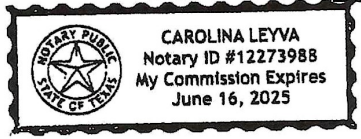
Dated: 8/22/2023

Janice E. Nixon
Board Member Janice E. Nixon

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COUNTY OF HARRIS §

ACKNOWLEDGMENT

This instrument was acknowledged before me on the 22nd day of August, 2023, by Janice E. Nixon, as Board Member of Brentwood Council of Co-Owners, _____, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

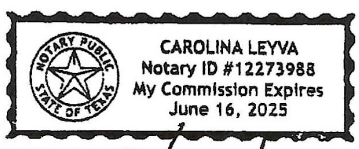
Dated: 8-22-23

[Signature]
Board Member Alfred J. Kahn

STATE OF TEXAS §
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ACKNOWLEDGMENT

This instrument was acknowledged before me on the 22nd day of August, 2023, by Alfred J. Kahn, as Board Member of Brentwood Council of Co-Owners, _____, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

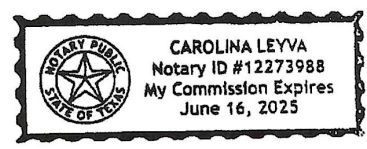
Dated: 8/16/23

[Signature]
Board Member Thorunn Helgason

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ACKNOWLEDGMENT

This instrument was acknowledged before me on the 16th day of August, 2023, by Thorunn Helgason, as Board Member of Brentwood Council of Co-Owners, _____, on behalf of said corporation.



[Signature]
Notary Public in and for the State of Texas

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Pages 12
09/15/2023 11:29 AM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
TENESHIA HUDSPETH
COUNTY CLERK
Fees \$58.00

RECORDERS MEMORANDUM
This instrument was received and recorded electronically
and any blackouts, additions or changes were present
at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or
use of the described real property because of color or
race is invalid and unenforceable under federal law.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in
File Number Sequence on the date and at the time stamped
hereon by me; and was duly RECORDED in the Official
Public Records of Real Property of Harris County, Texas.



Tenesha Hudspeth
COUNTY CLERK
HARRIS COUNTY, TEXAS