

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
THE CONTINENTAL RANCH COMMUNITY ASSOCIATION**

9150 N. Coachline Blvd.  
Tucson, AZ 85743  
(520) 297-7600

**COMMITTEE CODE OF CONDUCT RESOLUTION**

WHEREAS, the Board of Directors ("Board") of the Continental Ranch Community Association, Inc. ("Association") is empowered to establish committees of the Board pursuant to Article IV, Section 4.7.9 of the First Amended and Restated Bylaws ("Bylaws"); and

WHEREAS, it is the intent that this Resolution govern all Committees of the Association created (now existing or to be formed) by the Board. Such Committees shall also be subject to their respective Committee Charters and the General Standards for All Committees in addition to this Resolution. Nothing in this Resolution supersedes or revokes the Committee Charters; and

WHEREAS, this Resolution shall supersede all prior Resolutions by the Board of Directors as pertaining to code of conduct and behavior for Committees of the Board. This Resolution is concurrent with and does not supersede the general Code of Conduct that is applicable to all Members and residents in the Association;

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors approves the following Committee Code of Conduct Policy to be followed by any Committees (whether currently existing or to be formed).

**COMMITTEE CODE OF CONDUCT**

1. **Applicability.** This Code of Conduct applies to all persons in attendance at all meetings of the Association Committees, including the Committee Members and Chairperson(s). This Code of Conduct will have the same force and effect as though it was set forth in the Association Declaration (per Article 6.3 of the Association Declaration).

2. **Committee Members shall comply with Association Governing Documents and relevant laws.** Committee Members shall use their best efforts at all times to make reasonable decisions that are within the scope of the Committee Charter and consistent with the Declaration, Bylaws and other governing documents of the Association. Committee Members shall use their best efforts to be familiar with all such documents. Committee Members shall likewise comply with and make decisions that are consistent with all applicable laws, including, but not limited to refraining from discriminating against any person on the basis of race, color, religion, national origin, gender, family status, or mental or physical disability.

3. **Committee Members are strictly prohibited from harassment or intimidation** of any other Committee Members, Board Members, employees, homeowners or residents of the Association. Harassment or intimidation includes (but is not limited to) verbally or physically

abusive actions, threatening or otherwise disruptive behavior, and use of inappropriate language. The Association shall deem any Committee Member who behaves in a harassing, belligerent, abusive, or threatening manner or otherwise attempts to intimidate other Committee Members, Board Members, employees, homeowners or residents of the Association, to be acting outside the scope of his/her authority as a Committee Member.

4. **Committee Members shall refrain from defaming anyone within the Association.** Committee Members shall not engage in defamation, by any means, of other Committee Members, Board Members, employees, homeowners or residents of the Association. The Association shall deem any Board Member who engages in defamation to be acting outside the scope of his/her authority as a Board Member.

5. **Committee Members shall behave professionally at meetings.** Committee Members shall conduct themselves at all meetings, including Committee meetings, Board meetings, and annual meetings in a professional and businesslike manner. Personal attacks against other Committee Members, Board Members, Officers, management staff, Members or guests are not consistent with the best interest of the community and will not be tolerated. Though differences of opinion are inevitable, they must be expressed in a professional and businesslike manner.

6. **Committee Members shall work professionally with Management Staff and Contractors.** Committee Member shall conduct themselves in a collaborative and professional manner with management staff or any contractor as is necessary to perform consistent with the Committee's Charter.

7. **Violations of the Code of Conduct.** Violations of the Code of Conduct may be brought to the Board of Directors by any Committee Member, Director, Owner, Association employee, or contractor and should be presented in writing. Any Committee Member who violates this Code of Conduct agrees that the Board of Directors may take the following action:

- a. Upon receipt of written complaints about any Committee Member, at an executive session meeting of the Board of Directors, the Board President will present the offending Committee Member(s) with a written list of violations of this Code of Conduct that the offending Committee Member(s) has allegedly engaged in. The Board will then discuss the applicable violations and request that the violations cease.
- b. If the offending Committee Member(s) continues to violate the Code of Conduct after the above Executive session Board Meeting within a (90) ninety-day period, then the Board of Directors will discuss the alleged offending Committee Member's violation of the Code of Conduct at an Open meeting of the Board of Directors. The Board of Directors may also direct the Association or its community manager (or through the Association's legal counsel) to send the alleged offending Committee Member an official Letter of Censure. The Letter of Censure will list out the violations of the Code of Conduct and will also list the ramifications if the

alleged offending Committee Member(s) continues to violate the Code of Conduct.

- c. If, after a Letter of Censure has been issued to the offending Committee Member, the offending Committee Member continues to violate the Code of Conduct, then the Association will have no choice but to engage in the following:
- i. Issue penalties against the Member, including suspension of the Member's right to access the Common Area for up to thirty (30) days and/or assess monetary fines of up to one hundred dollars (\$100) per violation, in the discretion of the Board; or
  - ii. Hold an open Board Meeting for the Board to vote to remove the offending Committee Member from service on the Committee for a period of up to (1) one-year, as the Board reserves the right to appoint any Committee Member and may dismiss any Committee Member; or
  - iii. File a breach of fiduciary duty lawsuit against the alleged offending Committee Member.

### **CERTIFICATION**

I HEREBY CERTIFY that the foregoing is true and correct and was regularly presented to and adopted by the Board of Directors for the Association and that such Resolution supersedes previous Resolutions and guidelines regarding this matter.

IN WITNESS WHEREOF, Continental Ranch Community Association, an Arizona nonprofit corporation, has executed this Committee Code of Conduct as of the day and year first above written.

**CONTINENTAL RANCH COMMUNITY ASSOCIATION**  
an Arizona nonprofit corporation

By: PB  
Its: Peggy Bracken, President

Date: 11-17-22