

**AMENDMENT TO BYLAWS OF
SHEA PATIO VILLAS HOMEOWNERS ASSOCIATION**

WHEREAS, Article XIII of the Bylaws of the Shea Patio Villas Homeowners' Association ("Association") provides that amendments may be via vote of a majority of a quorum of Members.

WHEREAS, the Association's Board of Directors ("Board") proposes the Bylaws be amended to include qualifications to be on the Board of Directors.

WHEREAS, Article V, Section 5.6 of the Bylaws provides that those Members present in person or by absentee ballot at a properly noticed meeting of the Members consisting of one-fourth (1/4) of the total Members of the Association constitutes quorum.

NOW, THEREFORE, the Member, having met in a duly noticed open Special Meeting of the Members, in which a quorum was present, and by affirmative vote of at least a majority of a quorum of Members, hereby adopt the following Amended Bylaws.

ARTICLE VI

Section 6.14. Disqualification of Prospective and Current Directors. Board Members shall not be (1) more than thirty (30) days delinquent in the payment of any assessments or other charges, including attorney fees and costs, (2) in violation of the Declaration of Covenants, Conditions and Restrictions, Articles of Incorporation, Bylaws, Architectural Guidelines, or any other Rules and Regulations ("Governing Documents") of the Association, or (3) in breach of the Association's Code of Conduct for Board Members below. A Member in violation of any requirement herein shall be disqualified from serving on the Board of Directors for the Association.

Section 6.15. Code of Conduct for Board Members.

1. Board Members shall act in the best interests of the Association as a whole. Board Members serve for the benefit of the entire community, and shall, at all times, strive to do what is best for the Association as a whole.

2. Board Members shall not use their positions as such for private gain, for example:
- No Board Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with the Association.
 - No Board Member shall seek preferential treatment by the Board, any of its committees, or any contractors or suppliers.

- No Board Member shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.
- No Board Member shall receive any compensation from the Association for serving on the Board.
- No Board Member shall willingly misrepresent facts to advance a personal cause or influence the community to advance a personal cause.
- No Board Member shall use his/her position to enhance his/her financial status through the use of certain contractors or suppliers.

3. Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Declaration, Bylaws, and other governing documents of the Association, and to be familiar with all such documents. Board 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.

4. Board Members shall set high standards for themselves as Association representatives. Board Members shall hold themselves to the highest standards as members of the Association, and shall in all ways comply with the provisions of the Association's governing documents and relevant law.

5. Board Members shall at all times work within the Association's framework, refrain from unilateral action, and abide by the system of management established by the Association's governing documents and the Board. The Board shall conduct business in accordance with relevant law and the Association's governing documents, and shall act upon decisions duly made, and no Board Member shall act unilaterally or contrary to such decisions. Toward that end, no Board member shall seek to have a contract implemented that has not been duly approved by the Board, nor promise anything not approved by the Board to any contractor, supplier, or otherwise.

6. Board Members shall behave professionally. Board Members shall conduct themselves at all meetings, including Board meetings, annual meetings of the members, and committee meetings, in a professional and businesslike manner. Personal attacks against other Board Members, Association members, residents, officers, management, or guests are not consistent with the best interests of the community and will not be tolerated. Language at meetings shall be kept professional. Though differences of opinion are inevitable, they must be expressed in a professional and businesslike manner.

7. Matters pertaining to the Association's business conducted in executive session or closed meetings of the Board shall be kept confidential and not disclosed to the owners and residents in the Association or to non-members of the public at large. The same applies to written communications from legal counsel. Board Members shall not disclose confidential information under any circumstances without the prior approval of the Board.

8. Board Members shall disclose any potential conflict of interest in any board meeting and may recuse him or herself from Board decisions when required by law.

9. Board Members shall not defame or disparage any other Board Member, Association member, resident, vendor, Association agent or third-party.

10. Board Members shall not harass, threaten, or otherwise intimidate any other Board Member, Association member, resident, vendor, Association agent, or third-party.

11. Board Members shall refrain from interfering with management staff and contractors without prior approval of the Board. No Board Member shall interfere with the duties of management staff or any contractor executing a contract in progress without prior approval of the Board. All communications with contractors must go through one designated Board Member or management or must otherwise be in accordance with Board Policy.

Certificate of Adoption

I HEREBY CERTIFY that the foregoing is true and correct and was regularly presented to and adopted by the Members at a duly noticed open meeting of the members called and held for that purpose.

DATED this 24th day of April, 2023

SHEA PATIO VILLAS HOMEOWNERS ASSOCIATION



By:
Its: President