

**CERTIFICATION OF CODE OF CONDUCT FOR THE BOARD OF DIRECTORS**  
**MILLS BRANCH VILLAGE COMMUNITY ASSOCIATION, INC.**

STATE OF TEXAS                   §  
   §  
COUNTY OF HARRIS           §

I, the undersigned, pursuant to §202.006 of the Texas Property Code, do hereby certify, as follows:

1. I am an Agent for Mills Branch Village Community Association, Inc., a Texas non-profit corporation;

2. The following Instruments are attached hereto:

- “Code of Conduct for the Board Of Directors”;

3. The property affected by the said Instruments is described as, to wit:

Mills Branch Village, Sections 1-6, additions in Harris County, Texas, according to the maps or plats thereof recorded in the Map Records of Harris County, Texas, under Clerk’s File Nos. J743344; L078799 as amended by N490604; M858027 as amended by N040686; N294655 as amended by N680218; N713496; and N881906, along with any amendments, replats, and supplements thereto, and any additional real property annexed into the jurisdiction of the Association;

IN WITNESS WHEREOF, I have subscribed my name on this 8<sup>th</sup> of April, 2025.

By:   
\_\_\_\_\_

**Luke P. Tollett, Agent for Mills Branch Village Community Association, Inc.**

STATE OF TEXAS                   §  
   §  
COUNTY OF HARRIS           §

BEFORE ME, the undersigned authority, on the day personally appeared Luke P. Tollett, Agent for Mills Branch Village Community Association, Inc., and being by me first duly sworn,

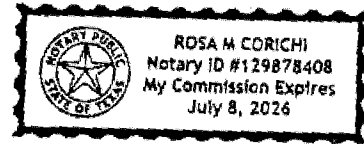
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declared that he is the person who signed the foregoing document in his representative capacity and that the statements contained therein are true and correct.

Given under my hand and seal of office this 8<sup>th</sup> of April, 2025.

*Rosa M. Corichi*

Notary Public, State of Texas



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**CODE OF CONDUCT AGREEMENT FOR THE BOARD OF DIRECTORS OF  
MILLS BRANCH VILLAGE COMMUNITY ASSOCIATION, INC.**

*Mills Branch Village Community Association, Inc., a Texas non-profit corporation, (the "Association") adopts the following Code of Conduct for all members of the Board of Directors of the Association ("Board") to adhere to during their term on the Board in order to:*

- 1) enumerate the duties owed by each Director to the Association,*
- 2) promote a high standard of ethical conduct by the Board in the performance of the Association business, and to*
- 3) promote confidence in and respect for the Board by the Members of the Association.*

*The Board is entrusted by the Members and has been selected to assume responsibilities for ensuring that the Board carries out the mandate prescribed in its Declaration of Covenants, Conditions and Restrictions, the Bylaws and the Certificate of Formation. The Board and the Members require personal and professional conduct that meets the highest standards.*

**1. Conflict of Interest:**

No Board member shall derive any personal profit or gain, directly or indirectly by reason of his or her service as a member of the Board. Board members shall conduct their personal affairs in such a manner as to avoid any conflict of interest with their duties and responsibilities as Board members. Board members should not allow personal relationships or considerations, including bias or favoritism, to influence the performance of their official duties and they should avoid situations that create a conflict of interest. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the Association and a Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest to the Board so that the Board's deliberation and voting on the issue will be informed about the conflict.
- b) Any Board member having a conflict of interest should abstain from the vote and should not use his or her personal influence to address the matter.
- c) It is every Board members obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking by each Board member. Consequently, in the event that any Board member stands to receives compensation, directly or indirectly, from any decision made by the Board, the procedures provided for contracts with board members established in Texas Property Code Section 209.0052 will be strictly adhered to.
- d) Any conflicts will be made a matter of record in the minutes of the Board meeting at which the disclosure was made, which shall also note whether the Board member with a conflict abstained from the vote.

## **2. Confidentiality:**

Board members are reminded that confidential financial matters, personnel matters, and other matters concerning the Association, its agents, staff, and contractors are confidential. Other confidential matters may be included in the Board member materials or discussed from time to time in meetings. Board members must safeguard and protect such confidential information and should not disclose such confidential information to anyone that is not a member of the Board. Members must keep Board deliberations and any and all information, whether verbal or in the form of documents, electronic communications, or in any other form or format, which comes into their possession or knowledge as a Board member confidential, and take care to safeguard and protect such information and ensure that such documents and information is not published or accessible to anyone who is not a Board member. The obligation to maintain confidentiality remains in effect following the end of a Directors service on the Board as to confidential information obtained during the Directors service.

## **3. Voting:**

Board members have a fiduciary duty to cast their votes in a manner that is in the best interests of the Association. If any member is unable to act in the best interest of the Association or has a personal interest in any matter because a conflict of interest, the Board member should disclose the issue and abstain from voting on the issue.

## **4. Active participation:**

Board members are expected to exercise the duties and responsibilities of their positions with integrity, unity, and care. This includes:

- a) Acting within the boundaries of their authority as defined by law and the governing documents of the Association.
- b) Attending and participating in all meetings and communications to the best of their ability.
- c) Being prepared to discuss the issues on the agenda, and reading in advance, all background material relevant to the topics to be discussed.
- d) Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all discussions, as well as supporting actions of the Board members even when the Board member personally did not support such action.
- e) Placing the best interests of the Association above personal interests, the interests of any particular homeowner, or the interests of a faction of homeowners.
- f) Representing the organization in a positive and supportive manner at all times and in all places.
- g) To strive to ensure that the Association's finances are well managed.

- h) Showing respect and exercising courtesy in all meetings; refraining from speaking out of turn.
- i) Allowing management to act within their framework of their day-to-day business operations and policies established by the Board.
- j) To resign from the Board if the Board member determines that he or she can no longer fulfill the provisions and objectives set forth in this Code of Conduct.

#### **5. Prohibition of Harassment:**

The Association strives to maintain a workplace that is free from discrimination and harassment. Any Board member who engages in discriminatory or harassing conduct is subject to censure and potential removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and confidentially by the Board and the management company. The Board should treat their colleagues and the staff with courtesy and respect, without harassment, physical or verbal abuse. Any form of retaliation by a Board member against any other Board members, advisor, contractor, agent, Member, or residents will be deemed as a form of harassment and misconduct. All Board members shall represent the highest standards of ethical conduct towards all individuals.

#### **6. Public Statements:**

When making public statements or writings, including speaking to the media, posting on social media sites or the internet, or speaking to any other person or entity outside of the Board, Board members must clearly disclose whether they are speaking on their own behalf or on behalf of the Association or Board. A Board member is not entitled to speak on behalf of the Association or Board unless a majority of the Board has authorized that Board member to do so.

Further, a Board member is not entitled to discuss Association business in a public forum, unless authorized by a majority of Directors. If a Director makes public representations, purporting to be on behalf of the Association, or discussing Association business, without Board approval, such conduct constitutes a breach of that Director's duty to the Association, and can invite liability to the Association and that Director.

#### **7. Electronic Communications:**

Board members may communicate via electronic means, such as email; however, Board members shall utilize an email account that is private and is not accessible to anyone besides the Board member.

## 8. Governing Documents:

This Code of Conduct is for the purpose of promoting best practices and serving the best interests of the Association. This Code of Conduct does not replace or supersede the Association's governing documents, dedicatory instruments, or Texas law all of which remain in full force and effect.

Each Board member is obligated to read and sign the provisions of this Code of Conduct. Each Board member pledges to carry out in a trustworthy and diligent manner the duties and obligations associated with his or her role as a Board member and abide by this Code of Conduct. ***Each Board member understands that failure to abide by this Code of Conduct could create the basis for personal liability to the Director who knowingly commits the breach, and may result in removal from the Board.*** This Code of Conduct may be amended by the Board from time to time in the Board's sole discretion. To the extent required by law, amendments to the Code of Conduct shall be disclosed publicly.

EXECUTED on this the 19<sup>th</sup> day of MARCH, 2024.

By: , Director

Print Name: JEANY R. KAUEBER

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# Pages 7  
04/09/2025 08:44 AM  
e-Filed & e-Recorded in the  
Official Public Records of  
HARRIS COUNTY  
TENESHIA HUDSPETH  
COUNTY CLERK  
Fees \$45.00

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.



*Teneshia Hudspeth*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

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