

WYNDEMERE HORIZONTAL PROPERTY REGIME RESOLUTIONS 1-5

Ethical and Fiduciary Responsibilities of Wyndemere COA Board Members

The following resolutions were discussed and approved by the Wyndemere Board of Directors:

1. Board members shall not bring a motion to vote on issues that are pending advice from, or legal interpretation by, the Board's legal counsel.
2. Board members shall:
 - a. recuse themselves from all discussions related to an issue if a possible conflict of interest is present;
 - b. recuse themselves from voting on issues presenting a conflict of interest, or the potential of such conflict;
 - c. not be present for such discussions, or voting, if a conflict of interest is apparent or could be construed as such in the future.
3. Wyndemere COA does not have a fiduciary obligation or responsibility to repair property that is designated as owner responsibility per Wyndemere's Master Deed or Bylaws. Should the Board of Directors authorize payment for any such repairs, the action will be considered an act of malfeasance, and Board members approving such payment may face removal by the Owners.
4. The Wyndemere Board is permitted to seek advice or interpretation of law from the Board's legal counsel when deemed necessary. Such contact may be agreed upon by a majority of the Board or, if the Board cannot agree, it may be initiated solely by the Board President. To minimize annual legal expenses, only the Board President, or his/her directed designee, shall be permitted to contact legal counsel.
5. The Wyndemere Board shall:
 - a. conduct all Owner voting, whether in-person or by proxy, using a confidential method. Owners shall not be asked, or required, to vote by a show of hands.
 - b. provide a **dedicated** operator when using a software viewing or voting platform. To avoid confusion, Board members may not share their duly elected duties by serving as the operator of such a platform.

Motion to Adopt by Simon Mikhael; Seconded by Laurel Fasciano.

VOTE:	YES	NO	ABSTAIN	ABSENT
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Cheryl Tuba President	X			
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Laurel Fasciano Vice President	X			
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Virginia Ruhmkorff Secretary/Treasurer	X			
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Simon Mikhael Director	X			
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Wendy Redd Director	X			
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Unanimously adopted at the meeting of the Wyndemere Board of Directors on August 15, 2024.

ATTEST:

Virginia Ruhmkorff
Secretary/Treasurer

8.15.2024
Date