

CODE OF CONDUCT  
*for*  
BOARD MEETINGS AND MEMBER MEETINGS  
*for*  
MEMORIAL BEND CIVIC ASSOCIATION, INC.

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THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

I, Susan Croley, Secretary of Memorial Bend Civic Association, Inc. ("Association"), certify that at a meeting of the Board of Directors of the Association ("Board") duly called and held on the 17<sup>th</sup> day of September, 2019, with at least a quorum of the Directors being present and remaining throughout, and being duly authorized to transact business, the following Code of Conduct for Board Meetings and Member Meetings ("Code of Conduct") was approved by not less than a majority of the Directors in attendance.

WHEREAS, pursuant to the dedicatory instruments (as same is defined in the Texas Property Code) of Memorial Bend subdivision, the Board hereby adopts this Code of Conduct for the purposes of establishing a uniform and systematic procedure regarding the conduct of Board meetings and Member meetings; and

WHEREAS, reference is made to the Second Superseding Declaration of Restrictive Covenants, Restrictions and Conditions of Memorial Bend Subdivision, filed of record under Clerk's File No. U191970 of the Official Public Records of Real Property of Harris County, Texas ("Declaration") for all purposes, and any and all capitalized terms used herein shall have the meaning set forth in the Declaration, unless otherwise specified in this Code of Conduct; and

WHEREAS, in the event of a conflict between the terms of this Code of Conduct and any previously adopted rules and/or policies addressing the required conduct at Board meetings and Member meetings as set forth herein, this Code of Conduct shall control.

NOW, THEREFORE, IT IS RESOLVED, that the following Code of Conduct is hereby adopted by the Board:

1. Meetings of the Board must be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly authorized by a majority of a quorum of the Board.
2. Directors, Members, and other attendees at any meeting must treat each other in a courteous and respectful manner at all times.
3. Communication must be business-like, without anger or the threat of action, and without raising the voice.
4. Vulgar or profane language will not be tolerated.

5. Verbally abusive or threatening behavior, either verbally or by conduct, will not be tolerated.
6. A Member must refrain from interrupting another person who is speaking at a meeting.
7. If a Member unreasonably disrupts a meeting, the Board has the authority, after an initial warning, to cause that Member to be removed from the meeting.
8. To promote the free flow of ideas and open discussions during a Board meeting, there may be no audio or video recording of the proceedings, either by a Director, a Member in the audience, or a Member addressing the Board. In the event a Member refuses to stop recording upon a request from the Board, the Board may: (i) ask the Member to leave the meeting; (ii) adjourn the meeting, or (iii) adjourn into a closed session to conduct the remainder of the Board meeting excluding the Member who refuses to stop recording; provided however, that other Members present may be entitled to attend the closed session. This provision shall not prohibit an open meeting from being held by electronic or telephonic means as permitted by the Amended and Restated Bylaws of the Association ("Bylaws").
9. Pursuant to the Bylaws, the Board may adjourn a regular or special meeting of the Board and reconvene in a closed executive session in order to consider certain allowable matters. Following an executive session, any decision made in executive session must be summarized orally and placed in the minutes, in general terms, without breaching any privacy or privilege of any Member involved.

Invalidation of any one or more of the provisions contained in this Code of Conduct shall in no way affect the other provisions contained in this Code of Conduct or any of the other dedicatory instruments governing Memorial Bend subdivision, which shall remain in full force and effect.

*[The remainder of this page is intentionally left blank.]*

I hereby certify that I am the duly elected and acting Secretary of the Association and that this Code of Conduct was approved by not less than a majority vote of the Board of Directors as set forth above and now appears in the books and records of the Association, to be effective upon recording in the Official Public Records of Real Property of Harris County, Texas.

TO CERTIFY which witness my hand this 15 day of October, 2019.

MEMORIAL BEND CIVIC ASSOCIATION, INC.

By: Susan L. Croley

Printed: Susan L. Croley

Its: Secretary

THE STATE OF TEXAS     §  
  §  
COUNTY OF HARRIS     §

BEFORE ME, the undersigned notary public, on this 15<sup>th</sup> day of OCTOBER 2019 personally appeared SUSAN CROLEY, Secretary of Memorial Bend Civic Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same for the purpose and in the capacity therein expressed.

Gaytri Thakral  
Notary Public in and for the State of Texas

