

March 11, 2022

Creekside Village of Los Gatos Homeowner's Association

NOTICE OF BOARD MEMBER COMMITMENT AND PLEDGE POLICY REVIEW
&
BOARD MEETING GUIDELINES

Dear Member:

Please see the attached board commitment pledge to be approved at the January 2022 meeting.

Sincerely,

Board of Directors
Creekside Village of Los Gatos Homeowner's Association



Grayson Community Management

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Board Meeting Guidelines

A. Notice and Agenda

a. **Generally.** The Association's Board of Directors may only conduct Association business at a properly noticed and agendized meeting of the Board. All Association business must be conducted at an Open Meeting of the Board, except for those items of business appropriate for Executive Session (i.e., litigation and/or conference with legal counsel; review of formation of contracts; member discipline; personnel matters; foreclosure of liens; and meeting with a member at the members request regarding payment of assessments).

b. **Notice.** Notice of a scheduled Board Meeting, along with the accompanying agenda, must be provided to the Members at least FOUR (4) days prior to an Open Meeting, and at least TWO (2) days prior to an Executive Session Meeting. Notice may be provided by first-class mail or posting the agenda in a designated location in the Common Area.

c. **Agenda.** The Board must establish its agenda for each meeting in advance, and post that agenda with the notice of the meeting. The Board may only act upon the Association business identified on the agenda. Meeting agendas are established by the President of the Board.

B. **Open Forum / Member Comment.** All Members may attend and observe any Open Meeting of the Board. Every Open Meeting shall have an "Open Forum" period in which Members in attendance may address the Board regarding any item of Association business. Each Member may address the Board for up-to two minutes during the Open Forum.

C. **Minutes.** The Association shall keep minutes of every Board Meeting. Draft minutes of Open Meetings shall be available to Members within 30 days of the meeting. Minutes, draft minutes, or summary minutes of Open Meetings shall be distributed to any Member upon request and upon reimbursement of the Association's costs for providing the documents.

D. **Board Action.** Association business shall be decided by the vote of a majority of a quorum of the Board present at any meeting.

E. **Director Conduct.** With respect to serving as an elected Director, all Directors shall:

a. Sign and adhere to the "Board Member Commitment and Pledge";



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b. Directors shall make reasonable attempts to attend all Board meetings in person or via telephone. Directors will come prepared to meetings by reviewing the agenda and related materials before the meeting;

c. Directors shall behave professionally at all meetings and be polite, kind, and considerate to all persons participating in the meeting including directors, members, management staff and guests. Directors shall speak only when recognized by the president/chairperson and address only the topic at hand, which is placed on the meeting agenda. Profanity, personal attacks, offensive comments or insults, harassment, threats or intimidation tactics against directors, members, management, and guests will not be tolerated. Directors shall not be disruptive, unruly, or non-cooperative. Any director engaging in any inappropriate behavior will be asked to leave the meeting.

d. Directors shall not engage in personal attacks, profanity, offensive comments or insults, harassment, threats or intimidation tactics against directors, members, management, contractors, or vendors through any form of communication including but not limited to electronic mail. Directors shall not speak on behalf of the Board or the Association without prior authorization from Board as a collective body;

e. Directors are fiduciaries of the Association and shall act in the best interest of the Association and the community as a whole, foregoing personal interests and agendas. No Director may disclose confidential Association business or documents unless specifically authorized by the Board.

f. Directors shall perform their duties in good faith, in the best interest of the Association and with the care that an ordinarily prudent person in a like position would use under similar circumstances

F. Member Conduct. Members in attendance at any Board Meeting shall:

a. Speak only when recognized during the Open Forum, or when otherwise recognized by the President (or other Director or Officer who has been delegated the authority to chair the meeting). During the Open Forum Members may address the Board for up-to two minutes, unless a longer timeframe is expressly authorized by the President or meeting chair;

b. Members in attendance at any Board Meeting shall refrain from engaging in profanity, personal attacks, offensive comments or insults, harassments, threats or intimidation tactics against Directors, Members, management, guests, or other attendees. Any Member engaging in



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inappropriate behavior or interrupting the Board's ability to conduct business shall be asked to leave the meeting. Any members that continue to harass, discriminate, shame, insult, scare, intimidate or threaten board directors or any other members in anyway will be reported to the local authorities and legal action will be taken against the offending members.

These Guidelines were adopted January 20, 2022 at a duly noticed Board Meeting at which a quorum was present.



President, Creekside Village of Los Gatos Homeowner's Association

Scott A Brown

Mar 11, 2022

Print Name



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BOARD MEMBER COMMITMENT AND PLEDGE

I, _____, recognizing the fiduciary responsibility I am undertaking in serving as a member of the Board of Directors of Creekside Village of Los Gatos Homeowner's Association and cognizant of the duty of undivided loyalty a director owes to the corporation on whose Board of Directors he or she serves, do hereby pledge to carry out in a diligent and trustworthy manner the powers, duties and obligations of my role as a Board member.

MY ROLE

I acknowledge that my primary role is to exercise my powers and perform my duties as a Director in accordance with the requirements of the Business Judgment Rule and in that regard to (1) understand, support and ensure fidelity to the provisions of the corporation's governing documents, (2) to understand, support and foster the mission and vision of the corporation as articulated by the Board of Directors as a collective body, and (3) to carry out the functions of a Board member and, if I am elected or appointed to an office of the Association, the functions of an officer.

I understand that, if I am an officer of the Association, I have no independent authority in such role and have only such authority as is granted or delegated to me by the Board of Directors.

My role as a Board member will focus on participation with the other Board members in the development of the rules, procedures and policies of the Association and to exercise my independent judgment concerning its business and affairs, acting always in a spirit of cooperation and mutual respect and in a manner I believe is in the Association's best interests. It is my fiduciary duty to always put the Association's interests above my own personal interests and desires and those of others including family members, friends and associates.

MY COMMITMENT

I will exercise the powers and duties of my office as Director in good faith and with integrity, fidelity to the corporation and reasonable care. When appropriate I will make inquiry of others whom I believe has particular knowledge, experience and/or expertise in matters before the Board.



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I PLEDGE TO

- Maintain a congenial and respectful working relationship with the other Board members.
- Keep up to date on the law as applicable to the Association.
- Act prudently and with informed judgment when deliberating on corporate matters and when voting on particular issues that come before the Board.
- Complete all assignments given me in a diligent and timely manner.
- Respect the confidentiality of sensitive information and matters that come before the Board and especially keep strictly confidential any information disclosed or communications made in an executive session of the Board.
- Speak for the Board or for the Association only when expressly authorized to do so by the Board as a collective body.
- Disclose to the Board timely and diligently any fact or matter that may be perceived to be a conflict of interest.

If, for any reason during my term as a member of the Board of Directors I find that I am unable for any reason to carry out the foregoing commitments, I agree to resign my position on the Board of Directors.

Dated: _____

(Signature)



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