



**SAHHALI SHORES AT NESKOWIN CONSOLIDATED OWNER'S ASSOCIATION (COA)
PROCEDURAL RESOLUTION
DIRECTORS' PERSONAL PROPERTY AND COMMUNICATION**

WHEREAS, The Board of Directors of the Association has the authority to, and desire to, define director communication conduct and protect volunteer directors' personal property and,

WHEREAS, ORS 65.357 General Standards for directors; (1) A director shall discharge the duties of a director, including the director's duties as a member of a committee: (a) In good faith; (b) With the care an ordinary prudent person in a like position would exercise under similar circumstances; and (c) In a manner the director reasonably believes to be in the best interests of the corporation. And,

WHEREAS, The Board of Directors has a Fiduciary Duty to the members of the Association which includes a Duty of Care and a Duty of Loyalty, and,

WHEREAS Bylaws 8.1 Powers. The Board of Directors shall have power to: (a) Adopt and publish rules and regulations governing the...personal conduct of the members... And,

WHEREAS, The Association does not pay or reimburse for use of directors' telephones, cell phones, tablets, printers, computers, other electronic devices or personal email, phone accounts or electronic services and,

WHEREAS, The Board of Directors finds that the protection of directors' personal property and defining communication conduct is of benefit to the association and,

NOW, THEREFORE, BE IT RESOLVED, that all directors' electronic devices, personal email and phone accounts and so on, are the exclusive ownership and dominion of that director and,

NOW, THEREFORE BE IT FURTHER RESOLVED, that all communication received from an owner, director or entity outside the association will not be shared with any owner or anyone outside the association without the consent of the Board of Directors.

12th December, 2017

Dated this _____ day of _____

(signature of *Scott Walker*)

Scott Walker, President

Attest:

(Signature of *Sherri Brown*)

Sherri Brown, Secretary