

Lake Marcel Community Club

Resolution 2

Standard of Conduct for Directors, Officers, and Committee Members

1. Authority

Whereas the Board of Directors of the Lake Marcel Community Club (“the Board”) is empowered to govern the affairs of the club pursuant to Article V of the Bylaws; and

Whereas Lake Marcel Community Club is a nonprofit corporation subject to the Washington Nonprofit Corporations Act; and

Whereas RCW 24.03A.495 of that act imposes a certain standard of conduct on the Board of nonprofit corporations within the state of Washington; and

2. Purpose

Whereas the Board desires to assure that all Board actions are taken in a way that preserves those things that make the Lake Marcel community so special and to provide club members with good reason to place their trust in those they entrust to govern the club; and

Whereas the Board desires to encourage productive communication between Directors and LMCC members while protecting both Directors and Membership from harassment;

3. Specifications

Now, therefore, be it resolved that the following Standards of Conduct are hereby adopted by the Board of Directors:

- (1) Each Directors, Officers, and Committee Member of the Lake Marcel Community, when discharging the duties of a Director, Officer, or Committee Member shall:
 - a. Be governed by the desire to maintain the natural beauty, safety, and quiet enjoyment of the lake area as well as to maintain the values of the entire plat;
 - b. Act in good faith;
 - c. Act with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - d. Act in a manner the Director reasonably believes to be in the best interests of the Lake Marcel Community Club.
 - e. Engage in communication with LMCC members, when appropriate. However, there is no expectation or requirement to do so if the Director is being subjected to harassment of any kind by the member. A Director who is being subjected to such harassment may refer the member to another Director or, if that is inappropriate, terminate communication with that member and raise the incident at the next Board Meeting for inclusion in the Minutes.

4. Scope and Intent

This resolution shall remain in effect until otherwise rescinded, modified, or amended by the number of directors required by the articles or bylaws to take action under RCW [24.03A.565](#).