

ROLLING HILLS CONDOMINIUM OWNERS ASSOCIATION

POLICY RESOLUTION NUMBER 94-81

**RULES OF CONDUCT FOR THE BOARD OF TRUSTEES
AND MEMBERS OF ALL ASSOCIATION COMMITTEES**

WHEREAS, Article V, Section 1 of the By-Laws states in pertinent part that "the Affairs of the Association shall be governed by a Board of Trustees"; and

WHEREAS, Article V, Section 10 of the By-Laws states in pertinent part that "the Board of Trustees shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the Association and the operation and maintenance of a residential Condominium project and may do or cause to be done all such other lawful acts and things as are not by law, by these By-Laws or otherwise, directed or required to be done or exercised by members of the Association or owners of units, or by others"; and

WHEREAS, the Board of Trustees in the course of exercising the aforesaid powers and duties as set forth in the Master Deed and Bylaws, considers, discusses and decides upon matters, including by way of example, and not limited to, employing non-employee and employee personnel to assist the Board of carrying out its duties and responsibilities, and entering into contracts to obtain sanitation, snow removal, maintenance, insurance and fiscal and management services on behalf on the Association; and litigation on behalf of the Association; and

WHEREAS, the Board of Trustees has determined that it is essential to the proper discharge of its duties and responsibilities that the Board must be able to exercise free and independent judgment with respect to exercising those powers and duties to manage the property, affairs and businesses of the Association, and

WHEREAS, the Board of Trustees has determined that it is essential to the proper discharge of its duties and responsibilities; and necessary to enable the Board to draw upon the experience and expertise of the members of the Association; and to encourage participation in the affairs and business of the Association by all Association members, that the Board imposes upon itself rules of conduct governing the relationship among the members of the Board of Trustees; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees adopts this Rules of Conduct resolution setting forth the following rules for self-governance:

1. After the Board of Trustees reaches a decision by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is established, that decision shall be deemed the "decision of the Board of Trustees." Thereafter, no Trustee, and no member of any committee established by the Board of Trustees, shall publicly take any action which is contrary to the decision of the Board of Trustees.

2. No Trustee, and no member of any committee established by the Board of Trustees, will initiate any communications with the unitowners and residents of the Association without prior notice to the Board of Trustees; and without submitting all written communications to the Board of Trustees for prior approval; and without receiving prior approval of the Board of Trustees.

3. No Trustee, and no member of any committee established by the Board of Trustees, will represent to anyone that such person speaks for or have the approval to speak for the Board of Trustees on any issue unless in fact such person has received that specific authority from the Board of Trustees.

4. No Trustee, and no member of any committee established by the Board of Trustees, will divulge or disseminate any information obtained during any meeting of the Board of Trustees to anyone outside of the Board meetings without prior approval of the Board of Trustees.

5. All Trustees, and all members of any committee established by the Board of Trustees, agree that they will work within the procedures established by Robert's Rules of Order and these Rules of Conduct ~~as~~ adopted by the Board of Trustees.

6. All Trustees, and all members of any committee established by the Board of Trustees, will respect the authority of the Board of Trustees on all actions taken by the affirmative

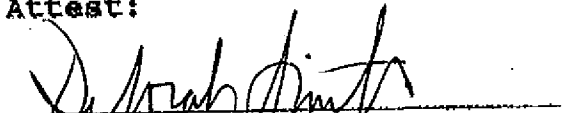
vote of a majority of the Board of Trustees. No Trustee, and no member of any committee established by the Board of Trustees, shall use or attempt to use any of the resources of the Association to take or cause to take any action which is contrary to a decision of the Board of Trustees. No Trustee, and no member of any committee established by the Board of Trustees, shall contact any person or firm employed by or performing services for the Association in order to take or attempt to take any action which is contrary to a decision of the Board of Trustees. No Trustee, and no member of any committee established by the Board of Trustees, shall interfere with any person or firm employed by, or performing services for, the Association, in the performance of their services to the Association.



David Shuch,

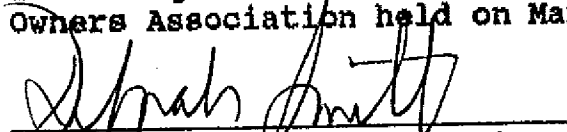
President

Attest:


Deborah Smith, Secretary

CERTIFICATION

I hereby certify that the foregoing Resolution was duly adopted at a meeting of the Board of Trustees of Rolling Hills Condominium Owners Association held on March 21, 1994.


Deborah Smith, Secretary

BY: Michael Bellerio
Michael Bellerio, President

ATTEST:

BY: John Mateychick
John Mateychick, Secretary

STATE OF NEW JERSEY)
COUNTY OF SUSSEX) SS:

I CERTIFY that on February 13, 1995, John Mateychick personally came before me, and this person acknowledged under oath, to my satisfaction, that:

- (a) this person is the Secretary of Rolling Hills Condominium Association, Inc., the corporation named in this document;
- (b) this person is the attesting witness to the signing of this document by the proper corporate office who is Michael Bellerio the President of the corporation.
- (c) this document was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Trustees;
- (d) this person knows the proper seal of the corporation which was affixed to this document; and
- (e) this person signed this proof to attest to the truth of these facts.

John Mateychick
John Mateychick, Secretary

Signed and sworn to before me on February 13, 1995.

Alan Y. Lowcher, Esq.
NOTARY PUBLIC

Record and return to:
Alan Y. Lowcher, Esq.
40 West Washington Avenue
Washington, New Jersey 07882

HELEN C. ACKERMAN
SUSSEX COUNTY CLERK
OFFICE-NEWTON, N.J.
REC'D & RECORDED
95 MAR 27 AM 11:13

HELEN C. ACKERMAN
SUSSEX COUNTY CLERK
NEWTON, N.J.

95 MAR -3 AM 9:54

RECEIVED