

The Island Park Village Association & Timbers Condominium Association

Formally Adopted April 17, 2010

BOARD MEMBER SELECTION & DESIRED ATTRIBUTES

Note: *Timbers Condominium Association Directors represent all of the owner/members of the Timbers Condominium Association – 3234 timeshares and the 6 wholly-owned condominiums.*

Island Park Village Association Directors represent all of the owner/members – 166 lot owners 3234 timeshares and the 6 wholly-owned condominiums.

The board of directors and Association's general membership desire to attract individuals from that membership who have skills and abilities to benefit the board of directors in their responsibilities of setting or recommending policy regarding the business of the Association.

The members of the board of directors are chosen by:

- A. A vote of the members in person or by proxy at the annual meeting of the membership; or
- B. When a position on the board is vacated by a director prior to his or her term of office, the bylaws state that the remaining directors may choose a successor director who will fill the unexpired term of the departing director.

Attributes of desirable board members are:

1. Is current in payment of assessments and other charges.
2. Is not in violation of the protective covenants of the Association.
3. Does not have an overriding conflict of interest with the Association.
4. Is proficient with the use of computers.

It is desirable for a director to be able to use a word processing program such as "Word," a spreadsheet such as "Excel," and the receipt and sending of e-mails, including the ability to receive and send attachments. Directors whose proficiency in these computer skills is poor should be willing to make the time and effort to improve these skills.

5. Has adequate time to serve on the board.

There are usually 4 meetings per year, normally held on a Friday and Saturday in the months of December, April, July and September; however there may be a need for a special meeting or conference call in between those meetings. Director's are expected to read promptly all printed material and e-mails received from other members, directors, the management company and the resort's general manage. Directors should have sufficient time to take telephone calls or read and/or send e-mail relating to the resort on a daily basis. It is recognized that there will be short periods of time the director will not be available on a daily basis, but the director is expected to immediately read communications and promptly respond as appropriate when returning from brief periods of absences.

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DUTIES, RESPONSIBILITIES, & CODE OF CONDUCT OF A BOARD MEMBER / DIRECTOR

It is the duty and responsibility of a board member, referred to as a director, to be trustworthy and diligent in carrying out the obligations of his or her role as a director. Directors must focus on the development of broad policies that govern the implementation of association plans and purposes. The director's role is separate and distinct from the role of the Resort General Manager and representatives of the management company who determine the means of operating the resort following standard business practices of the industry and implementing new or revised board policies.

Directors need to understand that their primary duties are:

1. To contribute to defining of the organization's mission and its governance.
2. To carry out the functions of director and/or officer as stated in the bylaws.

Director's attributes are:

1. Become familiar with all governing documents of the Association.
2. Attend all meetings of the board and committees on which they serve including face-to-face meetings at the resort or other locations, and/or conference call meetings.
3. Be prepared to discuss the issues and business to be addressed at scheduled meetings by reviewing the agenda and all background material prior to attending the meeting.
4. Work with and respect the opinions of the other directors and management representatives, and to leave their personal prejudices out of all discussions.
5. Act for the good of the Association and to represent the interests of all members and others served by the associations.
6. Represent the associations and owners in a positive and supportive manner at all times.
7. Observe parliamentary procedures and to display courteous behavioral conduct in all board, committee and owner meetings.

8. Refrain from intruding on work and administrative issues that are the responsibility of management, except to monitor work in progress and results.
9. Avoid a real or perceived conflict of interest between their position as a director and their personal lives, including the use of their position as a director to the advantage of his or her friends or business associates. When a real or perceived conflict becomes apparent, the board member must acknowledge the conflict before the board and refrain from discussing and voting on matters related to that conflict.
10. Support in a positive manner all actions taken by the board of directors. Board members must respect the majority vote and not be pro-active discrediting the majority rule. However, if the board member believes the majority has ruled on an issue that a board member believes is illegal, unethical, unfair, or detrimental to the best interest of the resort, the board member has the duty and right to express that position in the minutes or as an attachment to the minutes. The dissenting position must be respected by all other board members. The dissenting board member should not behind the scenes attempt to discredit the majority rule.
11. To remain current in the payment of all Association fees due and be an example to other members.
12. Participate in:
 - a. The annual strategic planning meeting;
 - b. Board self-evaluation programs; and
 - c. Board development workshops, seminars, and other educational events that enhance their education and abilities as a director.
13. Commit sufficient time as a director and/or officer to perform the required duties associated with the office of director and/or officer.
14. Respect and keep sensitive board information confidential.
15. A board member shall not voice a degrading comment on current or past directors, management company employees, or IPVR employees. Furthermore, if a board member is participating in any formal or informal meeting when someone voices a degrading comment regarding any current or past director, management company employee, or an IPVR employee, the board member is expected to take action to immediately stop that type of bantering.
16. If a board member believes a current or past director, management company employee, or IPVR employee has committed improper behavior or performance, that board member is expected to bring the matter to the attention of the board and request a review to be done in executive session.

17. Take prompt action to respond to board and association management business and communications, including review and comment on all reports and materials related to activities of the board in preparation for meetings of committee or task force responsibilities.

18. The director shall not interfere with the operation of the resort. The director shall not direct or infer direction to any IPVR employee or IPVR vendor. If the director observes some action that the director believes is not to the best interest of the resort, the director shall inform the president who is the liaison to the management for action. If the president is not readily available and the action requires immediate attention by the management company, the director shall report the observation to the management company and the board. If the observation is safety related where it is obvious could harm people, is life threatening to people, or could cause significant material damage to the IPVR, the director may intervene to prevent the event from occurring, but must immediately report the situation and actions taken to the IPVR management company and the board.