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STONEBRIDGE HOME OWNERS' ASSOCIATION, INC.
14801 Stonebridge View Drive, North Potomac MD 20878

The Role of an HOA Board Director: Responsibilities, Impartiality, and Code of Ethics

The governing documents of The Stonebridge Homeowners Association, Inc. establish the Board of Directors as a corporate body entrusted to preserve and protect the value, desirability, and harmony of all properties in the community. Every individual Director serves as a fiduciary for the entire 779-home community and is bound by the signed Model Code of Ethics to act impartially for the common good.

⚖️ Core Responsibilities (What a Director SHOULD Do)

- **Serve the Overarching Collective Good:** Strive at all times to serve the best interests of the association as a whole, regardless of personal interests. Directors represent all 779 homes, balancing the structural and operational needs of both single-family and townhome sectors without favoritism.

- **Exercise Sound Business Judgment:** Use sound judgment to make the best possible business decisions for the association, taking into consideration all available information, circumstances, and resources. Act in good faith, in a manner the director reasonably believes to be in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

- **Act Within Defined Authority:** Strictly operate within the boundaries of board authority as defined by federal, state, and local laws, as well as the association's Declaration of Covenants and By-Laws (Governing Documents)

- **Perform Duties Without Sectional Bias:** Perform all corporate duties without bias for or against any individual, neighborhood sector, or group of owners/non-owner residents. Rules, architectural guidelines, and maintenance resources must be enforced and allocated blindly and uniformly.

- **Maintain Transparency and Resident Inclusion:** Provide clear opportunities for residents to comment on upcoming decisions facing the association, and ensure that community-wide elections are conducted in an open, fair, and well-publicized manner.

- **Disclose Conflicts of Interest:** Immediately disclose to the full Board, in writing or on the record at a Board meeting, any personal or professional relationships with any company or individual who has, or is actively seeking to have, a business relationship with the association. A director with a disclosed conflict shall recuse himself or herself from discussion and voting on the matter giving rise to the conflict.

- **Maintain Solidarity (Speak with One Voice):** Always speak with one voice, supporting all duly adopted board decisions—even if a member was in the minority regarding actions that did not obtain unanimous consent.

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🚫 Prohibited Conduct (What a Director SHOULD NOT Do)

- **Weaponize the Position for Personal or Sectional Gain:** Never use a director position or decision-making authority for personal gain, or to seek an unfair advantage over another owner or resident. A Director is not a lobbyist for a single neighborhood section and cannot target a specific sector (such as townhomes) with arbitrary scrutiny or disproportionate bias.

- **Compromise Financial Integrity:** Never spend unauthorized association funds for personal use or benefit. A director shall not accept gifts, gratuities, loans, or favors from any contractor, vendor, bidder, or other person doing or seeking to do business with the Association, or from any person seeking Board action. Items of nominal value (under $50) offered to a director as a neighbor, such as a thank-you note or food shared at a community event, are not excluded.

- **Engage in Personal Attacks or Harassment:** Never make personal attacks on colleagues, staff, or residents. Directors are strictly prohibited from harassing, threatening, or attempting to control or instill fear in any board member, owner, employee, or contractor.

- **Breach Corporate Confidentiality:** Never reveal confidential information provided by contractors, legal counsel, or the Association's management, or share information with third parties bidding for association contracts, unless specifically authorized by the board. Never disclose confidential homeowner account information, personnel matters, or details of pending or threatened litigation. Never make unauthorized promises to a contractor or bidder.

- **Violate Executive Session Privacy:** Never reveal to any owner, resident, or third party the discussions, decisions, and comments made at any meeting of the board properly closed or held in executive session.

- **Misrepresent Facts or Law:** Never misrepresent known facts in any issue involving association business, and never advocate or support any action or activity that violates a law or regulatory requirement.

Summary By resolution of the Board, each Board member is required to comply with the Code of Ethics. The Code of Ethics supersedes any personal allegiance to a single geographic housing sector.

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BOARD OF DIRECTORS CODE OF ETHICS ACKNOWLEDGMENT

Fiduciary and Ethical Commitment

By signing below, I formally acknowledge that as a sitting member of the Board of Directors for The Stonebridge Homeowners Association, Inc., I serve as a corporate fiduciary for the entire 780-home community. I understand that my primary duty is to act in good faith, with sound business judgment, and for the collective benefit of all residents, balancing both single-family and townhome sectors without sectional bias or geographic favoritism.

I certify that I have read, understand, and agree to strictly abide by the integrated Stonebridge Board Director Responsibilities and Model Code of Ethics. I understand that any violation of these ethical standards—including targeted housing sector bias, personal harassment of colleagues, or breaches of executive session confidentiality—constitutes a breach of my fiduciary duties to the Association and may result in censure, removal from officer positions, committee assignments, or other corrective action as the Board deems appropriate.

Director's Identification:

Name (Printed): Richard Bell-Irving _____

Address: Richard Bell-Irving _____

Signature: DocuSigned by: Richard Bell-Irving 49B8AACF970D45E... _____ Date: 11/11/2026 _____

Resources: Community Associations Institute (CAI). CAI 2021 Update Document (PDF Download)

This Code of Ethics is a Board policy adopted by resolution under the Board's powers in Article V, Section 3 of the By-Laws, at a duly noticed meeting with a quorum (Art. V §13).