

EXHIBIT “A-8”

WOODBIDGE

PROCEDURES FOR REVIEW OF

BOARD MEMBER CONDUCT POLICY

Preamble:

Pursuant to the Preamble of the Woodbridge Board of Directors Code of Conduct Policy (the “Code”), the Board of Directors (the “Board”) has established these Procedures for Review of Board Member Conduct Policy for review of Board member potential conduct violations, if such is needed based upon actions, comments, inappropriate social postings, or any other activity that falls outside the understanding and spirit that the Code embodies.

Complaint:

Any complaint must be prepared in writing by the individual bringing the complaint and is to be addressed to the President of the Board. If the complaint is of the President of the Board, then the complaint should be addressed to the Vice President of the Board. Should the Vice President have a complaint of the President of the Board, then the complaint should be addressed to the Secretary of the Board. The complaint should indicate specifically what aspects of the Code are being brought into question. In addition, the complaint should include materials that directly support the allegation(s), if such exist. The President, or Vice President, whichever the case may be, will review the complaint letter.

Upon review, the complaint may be deemed frivolous or inconsequential, or does not contain sufficient information to take any further action and can be dismissed at that point in time. In such case, the complainant will be notified of such decision in writing.

Should the complaint contain merit, based upon behaviors as outlined in the Code, the President may call for an informal meeting with the individual and the Board to resolve the matter being brought forth.

If resolution to the complaint is not forthcoming during the informal meeting, then the Board shall in Executive Session, fully, completely, and fairly address the complaint as presented with the affected Board member discussing (i) situation, (ii) circumstances occasioning the complaint, (iii) justification for action by the Board member among other elements, and (iv) discuss and take actions regarding the Board member.

Potential Actions:

Depending upon the circumstances brought forth regarding the Board member complaint, the remaining Board members, may, in their sole discretion, take the following actions against the offending Board member:

- Upon determination of no merit, dismiss the complaint with no further action;
- Provide a private, written reprimand to the Board member regarding the action noted, indicating that a repeat of such behavior shall result in a request to resign from the Board;
- Request the Board member resign voluntarily from the Board based upon actions taken immediately of their own accord;
- Call for a vote of no confidence that may result in the removal of that Board member based upon the result of the vote taken at a duly called meeting of the Association occasioned by such action;
- Should the Board member continue with conduct outside the Code after removal from the Board; (i) Specific Assessments may be applied to the Board member's account as outlined in the Association's fining policy, and (ii) include referring the situation to legal counsel; and
- Any combination of actions so agreed to by the remaining Board members.

NOTE – this procedure does not eliminate nor circumvent the intent of Texas Property Code 209.00591, HB2761. This procedure is an internal policing mechanism only to ensure integrity and ethical action by those individuals elected to represent the interests of the Association in a fair, impartial and appropriate fashion.