

AUDUBON TRACE CONDOMINIUM ASSOCIATION –
BOARD MEMBER CODE OF CONDUCT POLICY

The 2022-2023 Audubon Trace Condominium Association Board of Directors has approved and adopted the following Code of Conduct Policy for its Board members effective August 1, 2022.

This policy is intended to set forth the protocols and expectations related to each Board member's fiduciary duties to the Association and is intended to help ensure that each Board member will act in a trustworthy, diligent, honest, and ethical manner while serving on the Board. Upon becoming elected or appointed to the Board each Board member shall be subject to this Policy. Each current Board member of the Association will be provided a copy of this Policy. Each current Board member shall provide a signed copy of this policy to the Audubon Trace Manager as verification of his/her acceptance and agreement to be bound by this Policy.

The following principles and guidelines constitute the Code of Conduct:

Members of the Board will conduct themselves in a respectful manner to other members of the Board, ATCA Management, and staff and homeowners. Board members will not publicly or privately ridicule anyone. The President or his/her appointed designee is the only individual authorized to speak on behalf of the Association.

No Board member, except for the President, will have or will be vested with any authority to direct a member, contractor, agent, or employee of the Association. The authority of Board members is limited to their ability to participate in Board meetings, offer their opinions on ATCA issues, and vote upon policies of the Association as presented to the Board, unless they are specifically authorized to act on behalf of the Association.

No Board member shall interfere with the system of property management established by the Board of Directors of the Association.

Confidentiality of other Board members' personal lives, all resident's and owners' personal lives, and all ATCA employees' personal lives will be protected by the Board of Directors.

Any Board member who is under investigation for or charged with the commission of a felony will be required to take a leave of absence from the Board of Directors during the investigation and trial period (if there is a trial). If a Board member pleads guilty to or is convicted of a felony, that Board member will be deemed to be immediately removed as a member of the Board of Directors or as an officer of the Association and stripped of all authorities (example- check signing) and duties that the Board member held.

A Board member will at all times subsequent to a vote of the Board, support the decision of the majority of the Board, regardless of the position that Board member took at the time of the vote.

Discussions and deliberations of the Board shall be free of any political affiliations.

A Board member will at all times uphold his/her fiduciary duty to the Association in addition to upholding a duty of care, a duty of loyalty, and a duty of confidentiality.

A Board member who misses three (3) regular Board meetings during any fiscal year, beginning with the first Board meeting of the fiscal year up to the Annual meeting, shall be subject to removal by a majority vote of the other members of the Board.

No Board member shall use his/her position for private gain, for example: No Board member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person, company, or vendor who is seeking to obtain contractual or other business or financial relations with the Association.

No Board member shall accept a gift or favor made with the intent of influencing decisions or action on any official matter.

No Board member shall receive any compensation from the Association for acting as such, other than normal reimbursement for expenses on behalf of the Association, and only if said expenses were incurred by the Board member with the prior knowledge and approval of the Board.

No Board member shall engage in any writing, publishing, email, blogging, or speech making that defames, criticizes, or ridicules any other Board member, or any ATCA resident or owner, or any employees or third-party vendors of the Association.

No Board member will knowingly misrepresent facts to the owners and residents of the community for the purpose of advancing a personal cause, or to persuade the community to try to pressure the Board into adopting a Board member's personal cause.

No Board member nor his/her agent or employee or family member shall enter into a personal services contract with the Association without previous disclosure of such interest to the Board.

No Board member will seek to have a contract implemented with any person, corporation, or vendor that has not been duly approved by the Board.

No Board member will say or do anything that appears to interfere with a contractor who is at ATCA and is implementing a contract in progress. All communications with contractors will go through the Manager or be in accordance with an adopted policy.

No Board member will harass, threaten, or attempt through any means to control or install fear or reluctance in an Association contractor.

No Board member shall act independently in matters related to the Association and its members or have interactions with vendors or potential vendors. Board members must always represent themselves as Board members when acting with authority on behalf of the Board or the Association.

Board members are expected to act at all times and make decisions that are in the best interest of the Association and its members as a whole, and not the interests or desires of only a group or part of the members.

The Association will make no contributions to any political party or political candidates.

No Release of Confidential Information

Board members are responsible for protecting the Association's confidential information, including both attorney-client privileged information and documents and executive session Board meeting information and documents. As such, no Board member may use the Association's confidential information for the benefit of himself/ herself/themselves or his/her/their relatives, nor shall they share any confidential information obtained as a Board member with any non-Board members or third parties (other than agents, representatives, employees, or attorneys of the Association who also are bound to maintain the confidentiality of the information received), or generally disseminate any confidential information obtained as a Board member to any non-Board members or third parties.

"Confidential Information" includes, without limitation:

Private or personal information about any Association member or any resident of the Association.

Private or personal information about any Association employee or personnel.

Disciplinary action taken or proposed against any Association member.

Information about any Association member's financial records and account.

Negotiations and formation of contracts with vendors, contractors or service providers.

Any legal matter in which the Association is or may be involved.

Board members may not discuss with any person who is not a Board member the merits of a pending legal matter in which the Association is involved, other than with management and the Association's legal counsel. Failure to follow this restriction may constitute a waiver of the attorney-client privilege and could result in the Association's loss of its legal protection for confidential information. No Board member has the authority to waive the Association's attorney-client privilege, except with the advance written approval of the Board.

The Board has the authority to adopt rules regulating the conduct of attendees at Board and member meetings. As such, the Board has the authority to regulate the recording of Board or Association meetings by any persons (Association members, directors, or otherwise).

No one may electronically record a Board meeting or any portion of a Board meeting without the prior knowledge and consent of the Board.

Any Board member who violates any of the provisions of this Code of Conduct shall be deemed to be acting outside the course and scope of their authority, and may be subject to discipline in accordance with the Association's governing documents, including, without limitation:

- 1 Censure
2. Removal as an officer of the Board or removal as a Committee Member
3. Recall by the membership (for Board members)
4. Legal Action.

Any Board member who violates this Code of Conduct agrees by his/her signature that the Board of Directors may seek injunctive relief against him/her and agrees to pay all of the Association's legal fees and all legal costs and expenses incurred by the Association in its enforcement effort.

No provision of this Policy can be rescinded, altered, or amended without a majority of the vote of the members of the Board of Directors.

I have read the Association's Code of Conduct Policy, and I understand that I have duties to the Association. As such, I understand that I will be in breach of such duties if I divulge confidential information to persons who are not on the Board of Directors. I further understand that these duties extend into the future so that I will be bound by this confidentiality requirement even after I no longer serve on the Board of Directors, particularly as it pertains to legal matters.

In addition to any other remedies that may be available to the Association in law or in equity, any Board member who violates this Code of Conduct or refuses to sign the Code of Conduct agrees to immediately resign from the Board. In the event a Board member refuses to resign after violating this Code of Conduct, then the remaining Board members may vote to determine whether the Code of Conduct has been violated. If a majority of the Board determines that the Code of Conduct Policy has been violated, then such finding shall be entered into the minutes and the decision shall have the same impact as if the Board member in violation has submitted a formal resignation.

By my signature below, I acknowledge and agree that I have read the Code of Conduct Policy, understand the Policy, and agree to abide by the Association Board of Directors Code of Conduct and its requirements.

Name

Unit Number

Date