

THE CROSSROADS AT MINGUS
HOMEOWNERS ASSOCIATION



P. O. Box 1122 Clarkdale, AZ 86324
crossroads.mingus@gmail.com

Code of Conduct Policy

Board of Directors and Committee Members

The Crossroads at Mingus Homeowners Association (the "Association") Board of Directors and Committee Members, together described herein as "Board Members", will use their best efforts at all times to make decisions that are consistent with high principles, and to maintain, protect, and enhance the value of the Association assets and quality of life.

The Board of Directors has approved this Code of Conduct Policy for the Board of Directors and any and all Committee Members (the "Board Members") in order to guide and maintain a high standard of ethical conduct in the performance of the Association business and to ensure the homeowners maintain confidence in and respect for the entire Board Members.

The following principles and guidelines constitute the Code of Conduct Policy.

- 1) No individual shall use their position as a Board Member for private or personal gain inclusive of and not limited to the following actions:
 - a) No Board Member shall solicit or accept, directly or indirectly, any gifts, gratuity favor, entertainment, loan or anything of monetary value, from a person who is seeking to obtain contractual or other business or financial relations with the Association, unless full disclosure is made to the Board of Directors and the membership of the Association;
 - b) No Board Member may provide any bid specifications including but not limited to costs, labor, materials and or components, to any contractor or vendor prior to said contractor or vendor receiving a Request for Proposal (RFP) or Request for Quote (RFQ) from the Association;
 - c) No Board Member shall accept any gift or favor made with intent of influencing decisions or action on any official matter;
 - d) No Board Member shall enter into a contractual agreement with any vendor, contractor or sub-contractor currently under contract with the Association;
 - e) No Board Member shall receive any compensation from the Association for acting as a Board Member, other than normal reimbursement of expenses on behalf of the Association;
 - f) No Board Member shall engage in any writing, publishing, or speech making that defames any Board Member or homeowner of The Crossroads at Mingus Homeowners Association;

- g) No Board Member shall willingly misrepresent facts to the homeowners of the community for any reason, including but not limited to advancing a personal cause or influencing the community to place pressure on the Board to advance a Board Member's personal cause;
 - h) Board Members shall abide by the Conflict of Interest Policy.
- 2) Members of the Board will conduct themselves in a respectful manner to other Members of the Board, Management Company (if one exists) personnel, and homeowners. Board Members will not publicly or privately ridicule anyone.
 - 3) The President or his/her appointed designee is the only individual authorized to speak on behalf of the Association.
 - 4) No Board Member, except for the President, will assume or is vested with any authority to direct a Member, contractor, agent or employee of the Association.
 - 5) The authority of Board Members is limited to the vote upon policies of the Association and participation in the meetings of the Board.
 - 6) No Board Member shall interfere with the system of management established by the Board of Directors of the Association.
 - 7) No Board Member shall interfere with duties of any *staff* member of The Crossroads at Mingus Homeowners Association or its Management Company, if one exists.
 - 8) Confidentiality of other Board Members' personal lives, all homeowners' personal lives as well as employees' personal lives, will be protected by the Board Members.
 - 9) No Board Member shall disclose any information that may come into their possession (verbal or written) that has proprietary, confidential, or privilege status without the express written authority or approval of the *entire* Board of Directors.
 - 10) Any Board Member under investigation for a felony will be given a leave of absence from the Board during the investigation and trial period.
 - 11) Being convicted of a felony will be deemed immediate resignation as a Member of the Board of Directors or as an officer of the Association.
 - 12) A Board Member will at all times subsequent to a vote, support the decisions of the majority of the Board regardless of the position that that Board Member has taken at the time of the vote.
 - 13) Discussions and deliberations of the Board shall be free of any political or religious affiliations.
 - 14) 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.
 - 15) A Board Member who misses three (3) consecutive regular Association meetings beginning from the Annual meeting to the subsequent Annual meeting shall be subject to removal by the majority vote of the other members of the Board of Directors.

- 16) The Association will make no contributions to any political parties or political candidates.
- 17) A Board Member agrees to be bound by the standards of conduct for Directors of a Corporation, as set forth in the Articles of Incorporation, Declaration, Bylaws, and the Arizona General Standards for Directors, A.R.S. 10-3830, which requires that Board members discharge their duties as a Board member in good faith, within the scope of the authority given to them under the governing documents and statutes, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

I understand I have various duties to the Association and I will be in breach of such duties if I divulge confidential information to persons who are not on the Board of Directors or Committee Members. 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 as a Board of Director or Committee Member.

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

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

BOARD OF DIRECTORS

/s/ Carol J Schmitt 8/8/2024
 President Date

/s/ Wes Benley 8/8/2024
 Vice President Date

/s/ Dolly Harvey 9/5/2024
 Treasurer Date

/s/ Michael Schneider Jr. 8/8/2024
 Architectural Committee Chair/Member at Large Date

/s/ Mallory Denzler 8/8/2024
 Board of Director Member at Large Secretary Date

COMMITTEE MEMBERS

/s/ John Tobias 8/8/2024
Committee Member at Large Date

/s/ Colleen Tobias 8/8/2024
Committee Member at Large Date

/s/ David Wild via email dated 8/6/2024
Committee Member at Large Date

Committee Member at Large Date