

**Wicksfield Homeowners Association Incorporated**  
**Policy Resolution Number #1 2022-05-19**  
**Code of Conduct for Board Members**

**WHEREAS**, 81-302, Powers of unit owners' association of DELAWARE UNIFORM COMMON INTEREST OWNERSHIP ACT (DUCIOA) (17) the Association, more particular the Executive Board (Board of Directors) may exercise any other powers necessary and proper for the governance and operation of the association.

**NOW, THEREFORE BE IT RESOLVED** that the Board hereby imposes the attached Code of Conduct for Leadership Policy as it applies to the Board and Committee Members and that the undersigned Board members Homeowners Association hereby certify that the following is true and correct copy of a Resolution of the Board as of this 19 May 2022.

Motion By: TERENCE DAVIS

Seconded by: William Miller

[Signature]

Bill Miller, President

☒ YES

NO

Abstain

Absent

[Signature]

Terence Davis, Vice President

☒ YES

NO

Abstain

Absent

[Signature]  
Kai Wilkins, Treasure

YES

NO

Abstain

☒ Absent

[Signature]

Kim Baker, Secretary

☒ YES

NO

Abstain

Absent

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**Scope of Leadership:** The Wicksfield Homeowners Association Board and Committee Members.

**Purpose:** This Code of Conduct is meant to provide a basic framework of how the Board of Director (BOD) and the Architecture Review Committee (ARC) interact with each other, Homeowners, the Property Manager and service providers. The BOD & ARC are expected to act in the best interest of the homeowners within Wicksfield Subdivision and serve for the benefit of the entire community.

**Nominees to the Board shall:**

**Comply with the following to serve on the Wicksfield Board**

Demonstrate assessment account in good standing without an outstanding balance or account in collections at the time of nomination in order to serve. Maintain assessments in good standing for duration of serve term.

May not have outstanding homeowner violations beyond 30 days of violation notice at the time of nomination in order to serve

**Members of the Board and Committees shall:**

**Comply with the governing documents**

Strive to make reasonable decisions that are consistent with the bylaws and other governing documents of the Association and be familiar with all such documents.

**Work within the Association's framework and refrain from unilateral actions**

Abide by the systems of management established by the Association's governing documents and shall act upon duty made and no BOD or ARC Member shall act unilaterally or contrary to such decisions.

**Behave professionally at meetings and performing their duties**

Conduct themselves at all meetings in a professional manner and businesslike manner. Meetings will be conducted in accordance with "Roberts Rules." Language at meetings shall be kept professional. Thought differences of opinion inevitable, they must be expressed in a professional and businesslike manner.

**Maintain Confidentially**

Maintain the confidentiality of all legal, contractual, personnel and management matters involving the Association including that of BOD & ARC Members, Homeowners and Property Management staff not to addressed in open meetings. This includes to spouses, friends, homeowners, non-homeowners, and contractors.

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### **Code of Conduct for Board Members**

#### **Disclose conflicts of Interest**

Immediately disclose any perceived or potential conflict of interest regarding any aspect of operations of the Association.

#### **Refrain from harassing or defaming anyone in the community**

Not in any way harass, or threaten, intimidate, or engage in defamation by any means any Board, Committee, Owner or management staff member, The Association shall deem any BOD & ARC Member who engaged in any of the above behavior to be acting outside the scope of their authority.

Refrain from interfering with the community association management staff and contractors. Shall not interfere with the duties of community Association staff or any contractor executing a contract in progress. All communications must go through the designated Committee, designated Board Member and or community manager or must otherwise be in accordance with Board policy or Committee Charters.

#### **Not use their positions as such for private gain, for example – *the following restrictions are not inclusive.***

- To solicit or except, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or anything of momentary value from a person who is seeking a contractual or other business or financial relationship with the association.
- To seek preferential treatment by the Board, any of its committee or any contractors or suppliers
- To accept a gift or favor made with the intent of influencing a decision or action on any official matter.
- To receive any compensation from the Association for serving on the Board or Committee.
- To willingly misrepresent facts to advance a personal cause or influence the community for personal cause.
- To use their position to personally benefit by using certain contractors or suppliers.