

BOARD OF DIRECTORS and COMMITTEE MEMBERS CODE OF CONDUCT

The Board of Directors (BOD) of the Crimson View Homeowners Association, Inc., (CVHOA) has approved the following Code of Conduct for its members and all committee members in order to assure that Board and Committee Members maintain a high standard of ethical conduct in the performance of the Association's business, and to assure that the home and lot owners of Crimson View maintain confidence in and respect for the entire Board and all Committee Members.

- 1. Board and Committee Members shall act in the best interests of the Association as a whole.** Board and Committee Members serve for the benefit of the entire community, and shall, at all times, strive to do what is best for the Association as a whole. Board/Committee Members shall not use their positions as such for private gain. **For example:**
 - a. No Board or Committee Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking a financial relationship with the Association.
 - b. No Board or Committee Member shall seek preferential treatment by the Board, by any of the Committees, or by any of its contractors or suppliers.
 - c. No Board or Committee Member shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.
 - d. No Board or Committee Member shall receive any compensation from the Association for serving on the Board. Reimbursement of Board authorized or approved expenses shall not be considered compensation.
 - e. No Board or Committee Member shall misrepresent facts to advance a personal cause.
 - f. No Board or Committee Member shall use his/her position to enhance his/her financial status through the use of certain contractors or suppliers.

The above list of examples is offered for illustration purposes only and is not intended to be exclusive.

- 2. Board and Committee Members shall comply with governing documents and relevant laws.** Board and Committee Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Articles of Incorporation, the Covenants, Conditions and Regulations, the By-laws, the DRC Guidelines, the DRC and LC Charters, and any other governing documents of the Association. Board or Committee Members shall be familiar with all such documents. Board or Committee Members shall likewise comply with and make decisions that are consistent with all applicable laws, including but not limited to, refraining from discriminating against any person on the basis of race, color, religion, national origin, gender, family status, or mental or physical disability.
- 3. Board and Committee Members shall set high standards for themselves as Association members.** Board and Committee members shall hold themselves to the highest standards as members of the Association, and shall in all ways comply with the provisions of the Association's governing documents.

4. **Board and Committee Members shall work within the Association's framework and refrain from unilateral action.** Board and Committee Members shall at all times work within the Association's framework and abide by the Association's governing documents. The Board and Committees shall conduct business in accordance with state law and the Association's governing documents, and shall act upon decisions duly made. No Board or Committee Member shall act **unilaterally to approve, deny, alter or condition approval contrary to such decisions.** Toward that end, no Board or Committee member shall seek to have a contract implemented that has not been duly approved by the Board and signed by the President, nor promise anything not approved by the Board to any contractor, supplier, or otherwise.
5. **Board and Committee Members shall behave professionally at all meetings.** Board/Committee Members shall conduct themselves at all meetings, including board meetings, annual meetings of the members, and committee meetings, in a professional and businesslike manner. Personal attacks against other Board Members, Committee Members, Association members, residents, officers, management, or guests are not consistent with the best interests of the community and will not be tolerated. Language at meetings shall be kept professional. Though differences of opinion are inevitable, they are to be and must be expressed in a professional and businesslike manner.
6. **Board and Committee Members shall maintain confidentiality when appropriate.** Board/Committee Members shall at all times maintain the confidentiality of all legal, contractual, personnel, and management matters involving the Association. Board/Committee members shall also maintain the confidentiality of the personal lives of other Board/Committee members, Association members, residents, and management staff.
7. **Board and Committee Members shall disclose conflicts of interests.** Board/Committee Members shall immediately disclose to the Board any perceived or potential conflict of interest regarding any aspect of the business operations of the Association.
8. **Board and Committee Members shall refrain from defaming anyone in the community.** Board Members and Committee shall not engage in defamation, by any means, of any other Board/Committee Member, Association member, resident, or management staff member. The Association shall deem any Board/Committee Member who engages in defamation to be acting outside the scope of his authority.
9. **Board and Committee Members shall refrain from harassing Association members or residents.** Board or Committee Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board/Committee Member, Association member, or resident. The Association shall deem any Board or Committee Member who harasses, threatens, or otherwise attempts to intimidate other Association members or residents to be acting outside the scope of his/her authority.
10. **Board or Committee Members shall refrain from interfering with management staff and contractors.** No Board or Committee member shall interfere with the duties of management staff or any contractor executing a contract in progress. All communications with contractors must go through one designated Board Member or management, or must otherwise be in accordance with Board policy.

VIOLATIONS OF CODE

Violations of the Code of Conduct shall be brought to a **Hearing Board**, which shall be comprised of all Board Members not in violation and called by the highest ranking Board member. Upon convening, the Hearing Board may elect, at its sole discretion, to appoint as Advisory Hearing Members, other Association Members, as well as the Association attorney, manager, and/or accountant. Any Board or Committee Member who violates this Code of Conduct understands and agrees that the Board may issue a written reprimand or ask him/her to resign from the Board and/or Committee following the hearing before the Hearing Board wherein a majority of the Hearing Board finds the member in violation. Further, the Board or Committee Member agrees to resign upon being so asked.

By virtue of his/her signature below, the individual Board and/or member agrees to abide by this Code of Conduct during his/her entire tenure as a Board or Committee member.

Signed:

Date:

Printed Name:

Meaning of Terms used in this document:

Board of Directors — BOD

Crimson View Homeowners Association — CVHOA

Covenants, Conditions and Regulations — CC&R's — Caliber Web site documents section

By-Laws — Caliber Web site documents section

Design Review Committee — DRC

Landscape Committee — LC

DRC and LC Charters — Caliber Web site documents section

DRC Guidelines — Caliber Web site documents section