

SANDS MCCORMICK TOWNHOMES CODE OF CONDUCT FOR BOARD MEMBERS

Sands McCormick Townhomes Association (“Association”) is a nonprofit corporation. Board members have a duty to act in the best interests of the corporation. Because of their responsibility to the membership, Board members should act in accordance with the following code of conduct:

1. Board members shall use their best efforts at all times to make reasonable decisions that are consistent with the Declaration, Bylaws, and other governing documents of the Association, and to be familiar with all such documents. Board members shall likewise comply with and make decisions that are consistent with all applicable laws.
2. Board members represent the Association, not just their own interests. When evaluating options of the Association, Board members should consider what option is in the best interest of the Association as a whole, and not just the specific interest of the Board member.
3. Decisions of the Board should be made by the Board of Directors as a whole, rather than by individual directors, unless the Board has assigned certain power to a specific Board member. As such, a Board member should not take action on behalf of the Association unless specifically authorized by the Board to take such action, or specifically given the power by the Board to take such action.
4. The primary duty of the Board of Directors is to establish policies and procedures for the Association. Subject to the Board’s responsibilities for operational policies and procedures, Board members shall refrain from unreasonably interfering with Association contractors’; employees’, or committee members’ performance of tasks delegated to them by the Board of Directors.
5. Individual Board members should not make statements on behalf of the Board of Directors or on behalf of the Association unless so directed by the Board.
6. At all Board meetings, Board members must act in a professional manner, offering courtesy in speaking and in listening to other Board members and following the direction of the President of the Board. Personal attacks against other Board members or individuals in attendance at Board meetings will not be tolerated.
7. Board members shall not engage in defamation, by any means, of any other Board member, Association member, resident, contractor, employee, vendor, or anyone else acting on behalf of the Association. Board members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board member, Association member, resident, contractor, employee, vendor, or anyone else acting on behalf of the Association.

8. Information received by Board members relating to any legal actions, enforcement matters, collection matters, or advice from an attorney will not be shared with other members of the Association but will remain confidential to protect the privacy of the individuals involved and to protect attorney-client privilege. This duty of confidentiality is perpetual, and, therefore, extends beyond the Board members' term as Director.
9. Board members shall not use information obtained while serving on the Board for personal use, personal gain, or in a manner that goes against the interests of the Association as a whole.
10. No Board member shall solicit or accept a gift or favor made with the intent of influencing a decision or action on any official matter. If a Board member has a conflict of interest on any matter being considered by the Board, the Board member will disclose the conflict of interest, and the Board will follow the requirements of the Nonprofit Corporation Act when addressing any conflicting interest transactions.
11. Board members are leaders in the community and should strive to serve as exemplary members of the Association. Board members should promptly pay their annual membership dues to the Association. Board members should comply with the documents governing their Lot, including, but not limited to, the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Sands McCormick Townhomes ("Declaration" or "CC&R's") governing the Lot, the use of the Lot, and the payment of assessments.
12. Board members agree to fully comply with and support the enforcement of all CC&R's, By-Laws and Rules and Regulations of both the SMTA and MRPOA.
13. Candidates for the Board as well as Board members must be current in the payment of dues and fines.

As a Board member or prospective Board member of the Association, I have read and understood the code of conduct for Board members, as set forth above.

Dated this _____ day of _____, 20__.

Name: _____

Signature: _____

Adopted by the Board, December 27, 2017