

**CODE OF CONDUCT
FOR
BOARD OF DIRECTORS**

1. In determining an appropriate code of conduct for the Board of Directors we must recognize that more than one solution or viewpoint may emerge for any given issue. The Board of Directors will use their best efforts at all times to make decisions that are consistent with high minded principles to protect and enhance the property values of the residents, to promote the general welfare of the Community, to consider themselves a trustee of the organization and to do their best to ensure that the property is well maintained, financially secure and consistently operated in the best interest of those they serve.
2. It is clearly understood that a board member shall not use their position for private gain. Each board member shall place the Association interest before their personal interest. Board members will not solicit or accept, directly or indirectly, any gifts, gratuities, favors, entertainment, loans, or any other things of monetary value from a person who is seeking to obtain contracts, business or financial relations with the Association.
3. As a responsible board member, no individual shall make promises of any kind that have not been approved by the Board of Directors as they relate to any contractor, subcontractor, or supplier during negotiations of a contract. No board member will misrepresent facts to the membership of the Corporation for the purpose of advancing a personal cause or influence the Community to place pressure on the board to advance a board member's personal cause.
4. Board members shall not receive any compensation from the Association for acting in the capacity as a board member. No board member may use any funds being held for Association business for personal use. Board members shall not hold the position of Committee Chairs or work in any capacity for the Association where compensation is given.
5. All board members shall refrain from engaging in any writing, publishing, or speech making that defames any other member of the board or resident of the community. No board member shall communicate individually or directly with an outside group or the media without first disclosing that they are not speaking or writing on behalf of the Board of Directors.
6. Board members shall respect the confidentiality of information exchanged in executive sessions. They shall neither disclose confidential information without proper board authorization, nor use such information to advance personal, financial or other private interests and personal agendas.
7. Each board member shall respect and support the decisions made by the majority of the board, approach all issues with an open mind, and be prepared to make the best decision for everyone involved. Board members will not meet individually with each other to discuss association business in any form without the prior notification of all Board members.
8. Business shall be conducted in an open manner at all times in accordance with the governing documents and applicable laws.
9. Board members shall fully disclose any conflicts of interest they may have on any Association matter. It is the duty of each director to advise the other directors of any potential conflicts of interest before any decision is made or action taken by the board. No agent, employee or family member of a board

member shall enter into a contract with the Corporation without previous disclosure of such interest to the board.

10. Each director shall perform the responsibility of his/ her position on the basis of what is in the best interest of the Association and free from the influence of private considerations. No director shall participate in any decisions or actions for which he/ she has an actual or apparent conflict of interest that would tend to impair his/her judgment or action.
11. No board member will interfere with a contractor implementing a contract in progress. All communications with contractors will go through management or be in accordance with policy.
12. The Board of Directors has adopted the Rights and Responsibilities for a Better Community that details a Policy and Governance model for the community. Individual board members will not interfere with the system of management as established by the board and management. This also includes a noninterference policy with the duties of any staff member of the Corporation.
13. Board members shall support a positive and constructive work place environment for employees and businesses dealing with the Association. Board members shall recognize their special role in dealing with employees so as not to create the perception of a hostile environment, undue stress or inappropriate direction to staff.
14. All board members will fulfill their fiduciary duty to the Association, understand the Association's governing documents, and obey applicable state and local laws.
15. Board members shall prepare themselves for all meetings; listen courteously and attentively to discussions; and focus on the business at hand. They shall refrain from interrupting other speakers, making personal comments not germane to the business of the body, or otherwise interfering with the orderly conduct of meetings. It is expected that all members of the Board of Directors will make every effort to attend all regular, special and executive board meetings.
16. Board members will be homeowners in good standing at the time of election and will remain current on their assessment at all times during their term.

Any Board Member who, after due process has been found to have violated any part of this Code of Conduct, will be subject to potential ramifications or censure by the Board of Directors as directed by legal counsel for the Association.

No provisions of this Agreement may be rescinded, altered, and/ or amended without unanimous vote of the members of the Board of Directors.

I, _____, do solemnly swear or affirm that to the best of my abilities I shall faithfully discharge the responsibilities entrusted to me as a member of the Board of Directors of Charleston Bay Community Home Owners Association and shall uphold all the By-laws, Declaration, Covenants and Policies pertaining thereto and to uphold the Code of Conduct.

Sworn this _____ day of _____, 2013.

Signature