

BRAELOCH HOMEOWNER'S ASSOCIATION, INC.
CODE OF CONDUCT
FOR BOARD MEMBERS

The BRAELOCH HOMEOWNER'S ASSOCIATION (The "Association") Board of Directors will use its 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 the following code of conduct for its members in order to guide and maintain a high standard of ethical conduct in the performance of Association business and to ensure that the residents maintain confidence in and respect for the entire Board.

The following principles and guidelines constitute the code of conduct:

- No individual shall use their position as a Board member for private or personal gain inclusive of and not limited to the following actions:
 - 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.
 - 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] from the Association.
 - No Board member shall accept any gift or favor made with the intent of influencing decisions or action on any official matter.
 - No Board member shall enter into a contractual agreement with any vendor, contractor or sub-contractor currently under contract with the Association without a disclosure to the board and should abstain from any decisions involving said vendor.
 - Board members must disclose any conflicts of interest before any action is taken between Braeloch HOA involving another neighborhood or organization where they are also a board member or committee member.
- 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.
- The Association will make no contributions to any political parties or political candidates.
- No Board member shall engage in any writing, publishing, or speech making that defames any other member of the Association Board or resident of BRAELOCH HOMEOWNER'S ASSOCIATION.

- No Board member shall willingly misrepresent facts to the residents 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.
- Members of the Board will conduct themselves in a respectful manner to other members of the Board, Management Company personnel and homeowners. Board Members will not publicly or privately ridicule anyone. The President or his/her appointed designee is the only individual authorized to speak on behalf of the Association.
- 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. The authority of Board members is limited to the vote upon policies of the Association and participation in the meetings of the Board.
- No Board member shall interfere with the system of management established by the Board of Directors of the Association.
- No Board member shall interfere with duties of any staff member of BRAELOCH HOMEOWNER'S ASSOCIATION and its Management Company.
- Confidentiality of other Board member's personal lives, all resident's personal lives as well as employee's personal lives will be protected by the Board officers. This includes any and all information regarding violations, which are confidential.
- 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 Board member has taken at the time of the vote.
- Discussions and deliberations of the Board shall be free of any political affiliations.
- Board members must be impartial at all times and are not permitted to endorse any candidates running for board positions.
- 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.
- A Board member who misses three (3) 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 ([ARTICLE VII Section 1.d](#)).

I understand that I have various duties to the Association and that I will be in breach of such duties if I divulge confidential information to persons who are not on the Board of Directors. 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 on the Board of Directors.

[Note](#): Legal and disciplinary enforcement of the Code of Conduct is pending legal review, and may be added here at a future date.

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

This Agreement should be re-ratified annually at the beginning of every new term of the Board of Directors.

Approved 2024-04-11