

Ransom Oaks Community Corporation
Board of Directors
Code of Ethics

I. GENERAL STANDARDS

A. Representation

1. Directors and committee members shall represent the interests of the entire community in exercising his/her duties. All decisions made on behalf of the Association must be made with the best interests of the Association in mind.
2. Directors and committee members may not misrepresent facts in order to achieve any measure of personal gain, or gain for any other person or special interest group.
3. Directors and committee members may not represent the Board or committee they serve in written or verbal communications with members or other entities unless authorized by an affirmative vote of the majority of the Board or committee.
4. Directors and committee members may make no promise or representation of anything not approved by a majority of the Board of Directors to any person, contractor, subcontractor or supplier.
5. Directors and committee members may never exercise authority as a Board member or committee member except when acting in a Board or committee meeting or as delegated by the Board or its President.

B. Due Professional Care

1. Directors and committee members must exercise due professional care in the performance of duties.
2. Directors and committee members must observe the business judgment rule by exercising the same degree of care and skill as normally used by others in a similar position and business.
3. Directors and committee members shall undertake only those responsibilities and assignments that they can reasonably expect to perform with competence.
4. Directors and committee members must endeavor to familiarize themselves with Association business, have a working knowledge of the governing documents and rules and regulations, and regularly attend scheduled meetings. Members shall participate by voting on issues before the board or committee.
5. Directors and committee members agree to abide by all published rules and regulations of the Association and are responsible for setting a standard and a tone for behavior that is in the best interest of the Association.

6. Directors and committee members will not divulge confidential matters relating to attorney/client privilege.

7. Directors and committee members will not interfere with a contractor implementing a contract in progress. All communications with contractors will go through management or be in accordance with policy.

8. Directors and committee members will not interfere with the system of management established by the Board, to wit that day-to day supervision of the General Manager is performed by the Community Manager, the General Manager supervises all employees.

9. Directors and committee members will respect and maintain the confidentiality of a property owner's file and the personnel records of any employee.

C. Professional Courtesy

1. Board and committee members will exhibit professional courtesy to all Association members and community association management professionals, and shall not engage in any writing, publishing, or speech making that defames any other member of the Board, committees, staff or resident of the community.

2. Board and committee members shall not interfere or supervise association or management company employees, unless a contract exists with a management company that authorizes such actions.

3. Board and committee members may not interfere with contractual relationships between community management professionals and contractors.

4. Board and committee members will protect the confidentiality of the personal information of other Board members, committee members, residents, employees and management professionals.

D. Use of Association Funds

1. No director or committee member may use or encumber Association funds or property for their personal use or benefit.

2. Directors and committee members may be reimbursed for expenses incurred on behalf of the Association provided the expenses are approved by the Board of Directors in advance, and receipts are submitted by the party seeking reimbursement.

II. CONDUCT AT MEETINGS

A. Communication

1. The language used at Association and committee meetings will be considerate and professional at all times. Personal attacks or use of profanity is prohibited.
2. Board and committee members will respect and support the majority decisions of the Board and committees.
3. Approach all Board and committee issues with an open mind, and be prepared to make the best decisions for the community.
4. Do nothing to violate the trust of those who elected or appointed members to the Board or of those we serve.

B. Rules of Order

1. Board and committee members will follow parliamentary procedure as appropriate for a small body or organization.

C. Attendance

1. Any member of the Board of Directors or committee who has three (3) consecutive unexcused meeting absences shall automatically resign their position on the Board or committee.

III. CONFLICTS OF INTEREST

A. General

1. Directors or committee members must not allow any outside influence to interfere with exercising their duties in the best interest of the Association.
2. Any director or committee member that may have a potential conflict of interest with regard to a business transaction must disclose, in writing, the potential conflict to the other directors or committee members.
3. Any director or committee member that has an actual conflict of interest with regard to a business transaction must disclose, in writing, the conflict to the other directors or committee members and abstain from voting on the issue or exerting any influence on the other voting members of the Board or committee.

B. Related Entities

1. Any engagement of a company or individual that is related to any Board or committee member, or any relative of a Board or committee member, must be properly disclosed prior to any such engagement. The disclosure shall be in writing and the related member shall abstain from voting on issues affecting the company or individual.
2. A Board or committee member who is also engaged in the practice of another profession shall not provide these other professional services to the Association

while serving as a Board or committee member if the performance of such services is likely to result in a potential or actual conflict of interest.

IV. GIFTS AND CONTRIBUTIONS

A. Gifts

1. It shall be the policy of the Association to discourage the acceptance by directors and committee members of gifts, entertainment, or other favors from existing or prospective clients, vendors, or suppliers.
2. Gifts of nominal value (worth less than \$150.00) given as a token of friendship or upon special occasions such as a holiday are acceptable.
3. Cash gifts of any amount are not acceptable.
4. Any gift intended to influence a decision by a board or committee member, or to create an atmosphere of indebtedness toward the bearer is not acceptable.

B. Contributions

1. The Association will not make any contributions to any political parties or political candidates.

V. UNLAWFUL ACTIVITY

A. General

1. Any Board or committee member under investigation for a felony offense shall request a leave of absence from their Association duties during the investigation or trial period.
2. Any Board or committee member convicted of a felony offense will voluntarily resign from his or her position.

VI. ENFORCEMENT

A. Complaints

1. Complaints against any Board or committee member, which allege conduct inconsistent with the foregoing resolution, must be made in writing to the President of the Board of Directors. If the complaint is against the President, complaints will be submitted to the Vice President or the Community Manager.

B. Review Period

1. The Board President, Vice President, or Community Manager, after ascertaining the validity of the complaint, shall convene an executive meeting within thirty (30) days of receipt of a complaint to discuss the alleged activity with the accused member.
2. The Board shall attempt to gather all facts relevant to the alleged misconduct.

Once satisfied that the information presented is sufficient to make a determination in the matter, the Board will excuse the accused member and decide what action, if any, may be appropriate to resolve the matter.

C. Findings

1. The Board shall issue its written finding with respect to the alleged misconduct within seven (7) days after the executive session held pursuant to Section B, Number 2, above.

D. Sanctions

1. Should the Board find that a breach of the Association's Code of Ethics was committed by a Board or committee member, the Board may impose appropriate sanctions, consistent with the Bylaws of the Association. Such sanctions could include censure or removal of the member from the Board or committee.

I have read and agree to abide by this Code of Ethics:

Name Board/Committee Position

Date