

## **Board of Director Code of Conduct**

The Mayan Seaside Property Owner's Association (MSPOA) has adopted the following Code of Conduct that all Board members/Directors are required to adhere to:

### **1) Prohibition Against Private Benefit**

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board.

### **2) Prohibition Against Discrimination and Harassment**

The MSPOA strives to maintain an environment that is free from discrimination and harassment. All forms of harassment are prohibited. Any Board member who engages in discriminatory or harassing conduct towards other Owners, staff or contractors is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board.

### **3) Confidentiality\***

Board members are reminded that confidential financial, personnel and other matters concerning the organization, staff or contractors may be included in Board materials or discussed from time to time. Board members should not disclose such confidential information to anyone until it is officially released and only distributed by the MSPOA Secretary unless otherwise explicitly stated by the Owner, all Owner communications with the Board or a Board Member are confidential and can be only shared with current Board Members.

\*Survives tenure as Board Member

### **4) Communication**

The Board of Directors do not support any independent vehicle of communication for Board members to present their own personal thoughts, views and opinions of this Board and/or to discuss any Board business or slander the Board in anyway. Only the MSPOA Secretary may distribute board and community information on behalf of the board unless previously agreed upon by a majority of board members.

### **5) Active Participation**

Board members are expected to exercise the duties and responsibilities of their positions with integrity and care.

This includes:

- ☐ Making attendance at all meetings of the Board a high priority.
- ☐ Abiding by the letter and spirit of our governing documents (Covenants, Bylaws and Articles).
- ☐ Being open to all owners in our community, unless an owner has violated the MSPOA Communication Standards or is a member not in good standing.
- ☐ Responding, as quickly as possible, to requests issued by the Board between Board meetings.
- ☐ Debating/discussing resolutions in an orderly fashion using a "round robin" approach.
- ☐ Inviting opinions and input from Owners when appropriate.
- ☐ Considering correspondence between Board members as confidential until formerly published by the MSPOA Secretary. Board members cannot distribute correspondence themselves.
- ☐ Being prepared to discuss the issues and business on the agenda, having read all background material relevant to the topics at hand.
- ☐ Cooperating with and respecting the opinions of fellow Board members and leaving personal prejudices out of all Board discussions.

## Board of Director's Code of Conduct

- ☐ Approaching each Board meeting and each director with civility
- ☐ Supporting actions of the Board even when the Board member personally did not support the action taken.
- ☐ Putting the interests of the community above personal interests.
- ☐ Representing the organization in a positive and supportive manner at all times and in all places.
- ☐ Showing respect and courteous conduct in all Board, committee, and community meetings.
- ☐ Refraining from intruding on administrative issues that are the responsibility of Committees, except to monitor the results and ensure that procedures are consistent with Board policy.
- ☐ Observing established lines of communication and directing requests for information or assistance to the appropriate Board member or Board Officer.

Recognizing the important responsibility, I am undertaking in serving as a member of the Board of Directors of MSPOA, I hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct.

Violation of any terms and conditions of this Board Code of Conduct could result in removal of the Board Member in violation. Refer to policies and procedures regarding Board Member Removal from Office.

SIGNATURES:

---

---

BOARD MEMBER: \_\_\_\_\_

DATE SIGNED

---

---

WITNESS: \_\_\_\_\_

DATE SIGNED

Note: Reference to Director or Board Member are interchangeable within these documents