

Code of Ethics and Conduct for Villaggio's Board of Directors, Nominees for the Board and Staff Members

Statement of Commitment

In establishing policy for and on behalf of the Home Owners Association (**HOA**) Members*, I am a custodian in trust of the HOA's assets. The members recognize the need for competent and committed elected Board Members and Staff to serve their organization and have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication, and support.

Therefore, as a Board Member/Director/Staff of *the HOA*, or as a nominee to be a Board member, I acknowledge and commit that I will observe a high standard of ethics and conduct as I devote my best efforts, skills and resources in the interest of the **HOA** and its members. I will perform my duties as a Board Member/Director or staff member in such a manner that members' confidence and trust in the integrity, objectivity and impartiality of the **HOA** are conserved and enhanced. To do otherwise would be a breach of the trust which the membership has bestowed upon me.

Upon declaring candidacy, having already been being elected or appointed to the board, or a staff member, I shall certify in writing to the secretary of the association I have read the association's declaration of covenants, articles of incorporation, bylaws and current written rules and policies, that I will work to uphold such documents and policies to the best of my ability; and that I will faithfully discharge my fiduciary responsibility to the association's members.

* [Note: Reference to "Member" or "Members" throughout this document pertains to the Directors of the **HOA**. Reference to homeowners is in lower case, i.e., "member", "members" or "membership"]

Ethical Guidelines

General

- I will always hold the betterment of the membership of the organization as my priority, including during all participation in discussions and voting matters.
- I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
- It is my responsibility to contribute to the Board of Directors any suggestions of ways to improve the organization's policies, standards, practices or ethics.
- I will not abuse my position as a Board Member or member of the staff by suggesting to any association member that I am entitled to or expect any special treatment beyond that which is afforded a regular member of the organization.
- I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.
- If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion.
- I understand that the following activities are considered by the organization to be conflicts of interest, and that conflicts of interest are not limited to the following situations:
 - Where a Director or staff member makes a decision or does an act motivated by other or additional considerations than "the best interests of the organization;"
 - Where a Director or staff member learns of an opportunity for profit which may be valuable to him/her personally or to another organization of which he/she is a member, or to other

persons known to the Director or staff member where a Director or staff member, in any circumstance as related to the organization, puts his/her personal interests ahead of the best interests of the organization.

Information

- I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a Board Member or staff member, and that is not generally available to the membership.
- I will be alert to information which the organization can use to develop improved policies and strategies.
- I will protect the organizations information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it.
- I will maintain confidentiality of all information which the Board deems ought to be kept confidential.

Resources

- I will be mindful of resources which are in my trust on behalf of the organization, and will help establish policies which ensure the maximization of secure and protected resources.
- I expect to be reimbursed for legitimate expenses incurred by myself for the sake of the organization. I will keep all such expenses reasonable and justifiable and will discuss expenses which may be in question with the organization's President.

Gifts and Hospitality

- Should business associates or others offer me gifts, favors, or benefits on a personal basis because of the business the organization does with them, I will recognize that such offers may be an effort to secure advantage from me, and I will reject such offers on the basis that it is against the organization's policy to accept gifts from business contacts. The most I will accept will be normal promotional handouts of a nominal value.
- I will not routinely accept the hospitality of suppliers of services or vendors to the **HOA**. For example, when meals are taken with suppliers of services or vendors to the **HOA**. I will pay for as many meals as do my colleagues.

Moral

- I will not use abusive language towards any member, individual, volunteer or another participant.
- I will not be in possession of or use illegal drugs on or at the **HOA's** property.
- I will not show discourtesy or rudeness to a fellow participant, member or volunteer.
- I will not verbally, physically or visually harass of another member, individual, participant or volunteer.
- I will not use actual or threatened violence toward any individual or group.
- I will not purposely endanger the life, safety, health or well-being of others.

Enforcement & Penalties

- The President is responsible for enforcing the Code of Ethics policy. All complaints concerning a possible Code of Ethics violation shall be made in writing to or by the President with a copy provided to the complainant.

- The President shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.
- If this initial attempt at resolution is not successful, the President shall appoint the Association’s attorney to investigate the complaint who shall submit a written report to the President within 30 days.
- The Attorney’s finding may be appealed in writing to the Board of Directors for consideration at the Board’s next regular meeting for a final determination of finding. The final decision shall be delivered in writing to the complainer and complainant.
- Penalties for violations shall be:
 - In accordance with the Association’s documents and all applicable municipal, county, state and federal law.
 - Excluding the Director or staff member from portions of all future meetings and discussions which relate to the confirmed conflict of interest.

Delegation

- Should the President be the subject of a written complaint, the Vice President shall perform the duties normally assigned to the President in this matter.

Affirmation

I have read and accept **HOAs** Code of Ethics for Board Members and staff members, and agree to be bound by all the Terms, Conditions, Policies and Procedures contained within.

Date

Printed Name of Director, Nominee or Staff Member

Signature of Director, Nominee or Staff Member