



Code of Conduct for MOA Directors

Whereas, the Board of Directors ("Board") of Michaywe Owners Association "(MOA)" has the authority and responsibility to make decisions for the benefit of the entire community, and

Whereas, the Board wishes to ensure that it and its individual members ("Directors") maintain a high standard for ethical conduct in the performance of MOA's business, and to ensure that MOA Members maintain confidence in and respect for the entire Board;

Now, Therefore, **BE IT RESOLVED THAT** the MOA Board of Directors hereby adopts the following rules of conduct, standards of behavior, ethics, and enforcement procedures that are applicable to all members of the Board:

A. Directors shall act in the best interests of MOA as a whole.

Directors serve for the benefit of the entire community, and shall at all times, strive to do what is best for MOA as a whole. Directors shall not use their positions as such for private gain, for example:

1. No Director shall solicit or accept, directly or indirectly any gift, gratuity, favor, and entertainment, loan of any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with MOA.
2. No Director shall seek preferential treatment by the Board, any staff member, any of its committees, or any contractors or suppliers.
3. No Director shall accept a gift or favor made with the intent of influencing a decision or action on any official matters.
4. No Director shall receive any compensation from MOA for serving on the Board.
5. No Director shall willingly misrepresent facts to advance a personal cause or influence the community to advance a personal cause.
6. No Director shall use his/her position to enhance his/her financial status through the use of certain contractors or suppliers.
7. No Director shall undertake those responsibilities and assignments that he/she cannot reasonably expect to perform with professional competence. He/she will exercise due professional care in the performance of their duties.

The above list of examples is offered for illustration purposes only, and is not intended to be inclusive.

B. Directors shall comply with governing documents and relevant law.

Directors shall use their best efforts at all times to make reasonable decisions that are consistent with the governing documents of MOA, and to be familiar with all such documents. Directors shall likewise comply with and make decisions that are consistent with all applicable laws, including but not limited to refraining from discriminating against any person on the basis of race, color, religion, natural origin, gender, family status, or mental or physical disability

C. Directors shall set high standards for themselves as Association members.

Directors shall hold themselves to the highest standards as Members of MOA, and shall in all ways, comply with the provisions of MOA's governing documents.

D. Directors shall work within MOA's framework and refrain from unilateral actions.

Directors shall at all times work within MOA's framework and abide by the system of management established by MOA's governing documents and the Board. The Board shall conduct business in accordance with state law and MOA's governing documents, and shall act upon decisions duly made, and no Director shall act unilaterally or contrary to such decisions. Toward that end, no Director shall seek to have a contract implemented that has not been duly approved by the Board, nor promise anything not approved by the Board to any contractor, supplier or otherwise.

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- E. Directors shall not knowingly misrepresent facts.
Directors shall not knowingly misrepresent facts in order to achieve any measure of personal gain for themselves, or any affiliated persons or companies from which he/she may benefit. All decisions and representation made to MOA must be made with the best interest of MOA in mind.
- F. Directors shall behave professionally at meetings.
Directors shall conduct themselves at all meetings, including Board Meetings, Annual Meetings, Committee Meetings and other meetings of the members, in a professional and businesslike manner. Personal attacks against other Directors, Association Members, Association Management & Staff or guests are not consistent with the best interests of the community and will not be tolerated. Language at meetings shall be kept professional. Though differences of opinion are inevitable, they must be expressed in a professional and businesslike manner
- G. Directors shall maintain confidentiality when appropriate.
Directors shall at all times maintain the confidentiality of all legal, contractual, personnel and management matters involving MOA. Directors shall also maintain the confidentiality of the personal lives of other Directors, Association Members, and Association Management & Staff.
- H. Directors shall disclose conflicts of interest .
 1. Directors shall immediately disclose in writing to the Board any perceived or potential conflict of interest regarding any aspect of the business operations of MOA.
 2. No Director, the Director's extended family, or any employee of the Director's employer may accept unearned fees or other forms of remuneration that may actually be or appear to be a conflict of interest. Any engagement of a company or individual that is related to any member of the MOA Board in any way must be disclosed to the MOA Board in writing.
 3. A Director who is also engaged in the practice of another profession shall not perform such other services for MOA while serving as an MOA Board member, if the performance of such services is likely to result in a perceived or real conflict of interest.
 4. Any dealings with related parties must immediately be fully disclosed to the MOA Board Chairperson and abstentions and/or recusal must be entered on all voting and discussion issues relating to the contractors.
- I. Directors shall refrain from defaming anyone in community.
Directors shall not engage in defamations, by any means, of any other Director, Association Members, or Management Staff Member. MOA shall deem any Director who engages in defamations to be acting outside the scope of his/her authority as a Director.
- J. Directors shall refrain from harassing Association Members.
Directors shall not in any way harass, threaten, or otherwise attempt to intimidate any other Director, Association member or management staff member. MOA shall deem any Director who harasses, threatens or otherwise attempts to intimidate other Directors, Association members or management staff members to be acting outside the scope of his/her authority as a Director
- K. Directors shall refrain from interfering with management, staff, and contractors.
No Director shall interfere with the duties of management, staff, or any contractor executing a contract in progress. All communications with contractors must go through one designated Director or management staff member, or must otherwise be in accordance with Board policy.
- L. A Director shall not use any funds being held for MOA business for their own personal use.
All funds must be segregated either through bank accounts or accounting records.



I have read the above MOA Policy on CODE of CONDUCT for MOA DIRECTORS dated December 28, 2010 and agree to abide by its declarations.

Signature: _____ Date: _____

Signature: _____ Date: _____

Signature: _____ Date: _____

Signature: _____ Date: _____

Signature: _____ Date: _____

Signature: _____ Date: _____

Signature: _____ Date: _____

This policy was approved by the MOA Board of Directors at their regular meeting on Tuesday December 28, 2010 at which a quorum was present.