

Board Member Code of Conduct

Lely Country Club Property Owners Association

The Board of Directors of the Lely Country Club Property Owners Association (The “Association”) is dedicated to upholding the highest ethical standards in its decision-making processes and the management of the Association’s assets and the quality of life for its residents. To ensure transparency and accountability, the Board has adopted a Code of Conduct that provides guidance on ethical conduct in the performance of Association business and fosters trust among residents.

The Code of Conduct is based on the following principles and guidelines:

****Membership Conduct:****

Board members shall refrain from using their positions for personal gain, including soliciting or accepting gifts, gratuities, favors, entertainment, loans, or any monetary value from individuals seeking to obtain contractual or other business or financial relations with the Association. Full disclosure of such transactions to the Board of Directors and the membership is mandatory.

Board members shall not provide bid specifications, including costs, labor, materials, or components, to any contractor or vendor prior to receiving a Request for Proposal (RFP) from the Association.

Board members shall not accept any gift or favor intended to influence their decisions or actions on official matters.

Board members shall recuse themselves from voting on matters involving vendors with whom they personally conduct business.

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****1. Compensation:****

Board members will not receive any compensation from the Association for their board duties, except for reasonable reimbursement of expenses incurred on behalf of the Association.

****2. Political Contributions:****

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

****3. Defamation:****

Board members will refrain from making any written, verbal, or visual statements that defame any other board member or resident of the Community Association.

****4. Misrepresentation:****

Board members will not intentionally misrepresent facts to residents of the community for any reason, including to advance personal causes or influence the community to pressure the Board to support a board member’s personal agenda.

****5. Professional Conduct:****

Board members will conduct themselves with utmost respect towards all board members, management company personnel, and homeowners. Board members, whether in person or via email correspondence, will refrain from publicly or privately ridiculing, using profanity, or engaging in any behavior deemed unprofessional by others. The President or their designated successor will be the sole authorized representative of the Association.

****6. Authority:****

Board members will exercise their authority responsibly and within the bounds of the Association’s rules and regulations.

No board member, except for the President and Board Member Liaisons appointed by the Executive Committee, may exercise any authority to direct another board member, contractor, agent, or employee of the Association. Board members’ authority is limited to voting on policies and business of the Association and participating in board meetings, unless otherwise designated by the President and/or the Executive Committee.

****7. Confidentiality:****

Board members are expected to maintain the confidentiality of other board members' and residents' personal lives.

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****Leave of Absence for Felony Investigation:****

Board members under investigation for a felony will be granted a leave of absence from the Board of Directors during the investigation and trial period. Conviction of a felony will result in immediate resignation as a Board member or officer of the Association.

Board members will consistently support the decisions of the majority, irrespective of their personal position at the time of the vote.

****Political Affiliations:****

Board discussions and deliberations will be conducted in a manner devoid of any political affiliations.

****Fiduciary Duty:****

Board members will diligently uphold their fiduciary duty to the Association, in addition to their duties of care, loyalty, and confidentiality.

****Removal for Three Consecutive Absences:****

A Board member who misses three (3) regular Association meetings, commencing with the Annual meeting and continuing through the subsequent Annual meeting, will be subject to removal by the majority vote of the other Board members.

Board members are bound by confidentiality obligations to the Association, which extend beyond their tenure on the Board. These obligations will persist even after they cease serving on the Board.

Consequences for violations may include any legal or equitable remedies available to the Association, as well as immediate resignation from the Board. If a Board member refuses to resign after violating the code of conduct, the remaining Board members may convene to determine whether the code of conduct has been breached. If the majority of the Board determines that the code of conduct has been violated, the finding will be recorded in the meeting minutes and will carry the same effect as the Board member's formal resignation.

No provision of this Agreement may be rescinded, altered, or amended without a majority vote (2/3 vote) of the members of the Board of Directors.

Director Name (Printed)

Signature

Date