

Board Member Code of Conduct Policy

STATE OF TEXAS

COUNTY OF HARRIS

This Board Member Code of Conduct Policy (the "Policy") is adopted by Williamsburg Settlement Maintenance Association, a Texas Non-Profit Corporation.

NOW THEREFORE, the Association hereby adopts and agrees to use all reasonable judgment to follow and acknowledge the following Board Member Code of Conduct Policy, Duties, Responsibilities and Guiding Principles:

The Board of Directors agrees to the following Code of Conduct Policy to ensure efficient, effective transaction of Association meetings and decisions:

- 1) All members of the Board of Directors have an obligation to conduct themselves in a businesslike, ethical and appropriate manner that serves the best interest of the Association as a whole.
- 2) All members of the Board of Directors have an obligation to maintain decorum, and refrain from speaking until recognized by the meeting chair.
- 3) All members of the Board of Directors have an obligation not to interrupt anyone who validly has the floor or otherwise disrupt the meeting.
- 4) All members of the Board of Directors have an obligation to abide by time limits set by the meeting chair for comment.
- 5) All members of the Board of Directors have an obligation to refrain from engaging in personal attacks on any other member of the Association or any Board member.
- 6) All members of the Board of Directors have an obligation to refrain from using other members' names when speaking and must address remarks to the meeting chair.
- 7) All members of the Board of Directors have an obligation to respect each person's right to one, and only one, opportunity to speak on an issue, subject to the discretion of the meeting chair.
- 8) All members of the Board of Directors have an obligation to, at all times, behave with common courtesy and civility, and refrain from the usage of abusive, threatening, accusatory, rude, or crude language.

The Board of Directors acknowledges the following Duties.

- 1) Duty of Care: Board members will be expected to use the same level of care that any prudent person would exercise, in a like position, under similar circumstances. Board members are expected to employ such due diligence as is reasonably necessary to make informed decisions.
- 2) Duty of Loyalty: Board members will be expected to place the interests of the Association above personal interests, and not use elected positions for personal gain.
- 3) Duty of Confidentiality: Board members will be expected to refrain from disclosing personal information about a member of the community, if such becomes known as a result of conducting business on behalf of the Association.
- 4) Duty of Obedience: Board members will be expected to support the decision of the majority of the Board. While some Board members may not agree with the decisions made by the majority of the Board, all are expected to abide by them and will refrain from engaging any activity that serves to undermine or sabotage those decisions.
- 5) Duty of Authority: Board members will manage the affairs of the Association within the authority granted by the governing documents, as well as state and federal law. Board members are expected to attend scheduled Board meetings regularly, demonstrate adequate preparation, and be well advised on topics of business to be deliberated and decided.

The Board of Directors acknowledges the following Responsibilities:

- 1) The Board of Directors will exercise sound business judgment regarding the financial well-being of the Association.
- 2) The Board of Directors will make decisions regarding money and policy which benefit the entire community, not specific groups.
- 3) The Board of Directors will refrain from acting unilaterally or making representations that have not been decided collectively by a quorum of the Board, unless specifically given authority to do so by quorum of the Board.
- 4) The Board of Directors will rely on the advice and recommendations of professionals.

The Board of Directors acknowledges the following Guiding Principles:

- 1) The Board of Directors will respect the diverse viewpoints of others in the Association and will respond positively to suggestions and criticisms.
- 2) The Board of Directors will not endorse any charity, religion, or political party nor make any contributions to such groups on behalf of the Association.
- 3) The Board of Directors will know and understand the governing documents of the Association, and will accurately convey authoritative, firsthand information to the best of their ability.
- 4) The Board of Directors will conduct the affairs of the Association in a transparent manner.
- 5) The Board of Directors will encourage policies, events, and neighborly interaction that foster a sense of community.
- 6) The Board of Directors will balance the needs and obligations of the community as a whole with those of individual homeowners.

EFFECTIVE DATE: September 22, 2020



Signature

Williamsburg Settlement Maintenance Association
Association

9/22/2020
Date