

## **Board of Directors - Code of Conduct**

The Board of Directors of the Villas at Blackberry Run Association has the obligation and duty to make decisions for the entire community, as outlined in *Amended By-laws Article 3 (c) Powers and Duties* and is responsible to set a standard and a tone for behavior that is conducive to the best interests of the entire community. Each Board member, whether elected under Section 3.3 and/or appointed per Section 3.5 or Article IV of the *Amended By-laws*, *assumes a position of trust* upon election or appointment *and agrees to strive to avoid even the appearance of impropriety in conducting the business of the Association in order to ensure and maintain the Community's confidence in its elected representatives.*

*All members of the Board of Directors shall remain obligated by the duties imposed by the Code of Conduct.*

When representing the homeowners, Board members pledge themselves to protect and promote the interests of their homeowners and homeowner's association. This obligation of absolute fidelity to the association's interest is primary, but it does not relieve Board Members of their obligation to treat all parties fairly and honestly.

Board members shall not knowingly, during or following the termination of their professional relationship with the Board, 1) reveal confidential information of the residents; or 2) use confidential information of the residents to the disadvantage of the residents.

Board members shall, consistent with the generally accepted duties of their office, competently manage the property of homeowners with due regard for the rights, responsibilities, benefits, safety and health of residents.

Board members will not seek nor accept special favors from Association contractors or potential contractors or suppliers. Special favors are those services or products not made generally available to other community members. Board members shall not accept any gifts, fees, commissions, rebates, or profit in any way on expenditures, services or activities made for and on behalf of the homeowner's association.

Board members may not attempt to exercise individual authority over the business of the Association except as explicitly set forth in the Association's governing documents or policies, or as authorized by the Board.

1. Board members recognize the lack of authority vested in them as individuals in their interactions with the management company, other contractors, Community members, and the public, except where explicitly authorized.
2. Board members will endeavor at all times to express their individual opinions in a responsible manner, without causing undue harm to the Association, Community, contractors, or their relationships with other Board Members or to place the Association at a legal disadvantage.

Board members shall not recommend or suggest to the homeowner's association the use or services of another organization or business entity in which they have a direct interest without disclosing such interest at the time of the recommendation or suggestion.

Board members will use their best efforts at all times to make decisions that are consistent with high principles.

No promise of anything can be made to any subcontractor, supplier, or contractor during negotiations, unless approved by the Board as a whole.

Conduct at Board Meetings will be kept professional. Personal attacks against owners and Board members are prohibited and are not consistent with the best interest of the community.

It is understood that differences of opinion will exist. They should be expressed in a clear and business-like fashion.

Board members may not knowingly misrepresent any facts to anyone involved in anything with the community that would benefit himself/herself in any way.

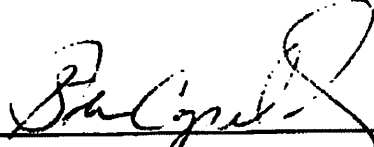
contractors or suppliers. Any potential or actual conflict of interest must be disclosed to the Board of Directors.

Board members shall demonstrate loyalty to the interests of the Community as a whole. This loyalty supersedes any conflicting loyalty to individual Community members or the personal interest of any Board member.

Board members will be properly prepared for Association Meetings.

Failure to abide by the Code of Conduct may result in removal from office of the Board of Directors. The Board's corrective action in a particularly serious case may consist of counseling, warning, or censuring the offender upon a majority vote of the Board. In event of a particularly serious violation of this Code of Conduct by a board member, such Board Member can be removed by a majority vote of members of the Association represented in person or by proxy at a duly constituted meeting of members at which such action is an announced agenda item.

This resolution is adopted this 1<sup>st</sup> day of February at an open Board Meeting where a quorum of the Board was present and will become effective immediately. Upon approval, each new Board Member will be required to agree to this Code of Conduct as noted by the signatures below. At the first Board Meeting following the Annual Meeting each year, all Board Members will certify agreement with the Code of Conduct by signing below:

STAN CURELANO  President

Paul Staudacher VP

'Manhunk' Secretary

Lendi Krzyzowa Treasurer

Cheyl Stafford Director AT Large