



## CODE OF CONDUCT AND ETHICS CONTRACT FOR BOARD MEMBERS

### **(A) Financial Ethics:**

1. Board members shall not solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other thing of value from a person who is seeking to obtain contractual or other business or financial relations with the Association, or from any person whose intent it is to influence any decision or action on any official matter.
2. Board members shall not use their position to enhance their financial position or undertakings.
3. Board members or their agent or employee or family member shall not enter into a personal service contract with the Association without previous disclosure of such interest to the Board and Association Members.
4. Any potential conflict of interest shall be disclosed to the Board and Association Members.
5. No board member shall vote in an official capacity upon any measure, which would lead to his/her special private benefit, or which the board member knows would lead to the special private benefit of a relative, or of a business associate.
6. Board members shall not receive any compensation from the Association for acting as such, except for mileage reimbursement for Association business. Board members may receive the same compensation for work normally paid to other individuals when that Board member must perform labor or other work outside of Board duties due to the unavailability of any other person to perform the work for example: having to perform snow and ice maintenance at the subdivision mailbox area which is paid work.
7. Board members shall not use their position to personal political advantage or contribute Association funds or favors to any political party or political candidate.

### **(B) Business Ethics:**

1. Board members shall not violate the trust of those they serve.
2. Board members shall represent the interests of all people served by this Association and not favor the interests of any particular group or person inside or outside of this Association.
3. Board members shall not use their position on this Board for personal advantage or for the advantage of their friends or supporters.
4. Board members shall approach issues with an open mind, prepared to make the best decisions for all members.

5. Board members shall pledge to focus their efforts on the Association's mission, not on personal goals.
6. Board members shall not exercise their authority as a board member except when acting in a meeting with the full board or as delegated by the board.
7. Board members shall not interfere with the duties of any staff member nor harass, threaten, or attempt through any means to control or instill fear in a member of the staff.

**(C) Ethical Relations Among Persons:**

1. Board shall not engage in any writing, publishing, or speech making that defames any other member of the Board, Association Member, or resident of the community.
2. Language at Board meetings will be kept professional. Personal attacks against Members, residents, officers, and directors are not consistent with the best interest of the community and is not permitted.

**(D) Information and Disclosure Ethics:**

1. The Board will disclose all information about its actions through open meetings and by making readily accessible Association business and financial records and Board meeting agendas and minutes as required by *Virginia Statute 55.510*.
2. The Board will treat all Association Members of the community even-handedly and without favoritism.
3. When any dispute arises between the Board or Board member and any Member, the Board will comply with due process procedures.

**(E) Privacy Ethics:**

1. Board members shall not violate the confidentiality of a Member's file maintained by the Association, unless required by law. Board members shall not discuss a Member's status, lot status, account records, violation records, or any other information concerning a member, with any person, neighbor, friend, relative, other than Board or pertinent committee members.
2. Board members shall not discuss executive meeting topics until those topics have disseminated to the membership.
3. Board members shall not discuss the private lives, personal information, personality conflicts, etc of another Board member to any person, neighbor, friend, etc.

**(F) Accountability Ethics:**

1. Any Board or Committee member who is unable to fulfill adequately the duties of the position in a timely manner shall resign or request a leave of absence.
2. Any Board member who violates this code of conduct agrees that the Board of Directors may seek injunctive relief against him/her and agrees to pay the attorney's fees incurred by the Board in that enforcement effort. The Board member also agrees that the Board will be relieved of posting bond as

a condition to its injunctive remedy and further agrees to abide by all provisions set forth in the Henselstone Woods Property Owners' Association By-Laws and Virginia Statutes.

3. Any Board member under investigation for a felony will take a leave of absence from the Board of Directors during the investigation and trial period. Any Board member convicted of a Felony will voluntarily resign from his/her position as a member of the Board of Directors.
4. New Board of Directors members will stand and face the community at the Annual Membership Meeting and will raise their hands and agree to abide by this Code of Ethics and will sign the Code of Ethics. Any Board member who fails to sign this Code of Ethics shall voluntarily resign from his/her position as a member of the Board of Directors immediately. No Member of the Association shall qualify as Director who refuses to sign this Code of Ethics as per *Article VI. Section 2* of the Associations' amended By-Laws.
5. This Code of Conduct will be kept posted in an accessible location and will be made part of the Association Disclosure Packets for distribution, and copies will be made available to all Association Members.

Accepted and Acknowledged by the Board of Directors' of the Henselstone Woods Property Owners' Association, Inc.

On the 10<sup>th</sup> day of **June** in the year **2016**:

#### Signed Copies On File

**Charles McGlothlin, President**  
**Carol Brown, Vice President**  
**Margaret Rhodes, Treasurer**  
**Eleanor Strickland, Secretary**  
**Mike Bridge, Officer at Large**

