

**PINE CREEK VILLAGE ASSOCIATION, INC.
CODE OF CONDUCT AND EMAIL COMMUNICATION
POLICY AND PROCEDURES**

SUBJECT: Adoption of rules and procedures related to the conduct of Board Members, committee members, voting delegates and neighborhood representatives.

AUTHORITY: The Declaration, Bylaws and Articles of Incorporation of the Association and Colorado law.

EFFECTIVE DATE: 23 August 2022

RESOLUTION: The Association hereby adopts the following rules and procedures related to the conduct of the Board of Directors (also known as Board Members), Committee Members, Voting Delegates and Neighborhood Representatives.

A. Application. This Code of Conduct applies to all the Board of Directors (also known as Board Members), and referred to as “Directors”, as well as all Committee Members, Voting Delegates, and Neighborhood Representatives, and any other committee members or officers of the Association, which are collectively referred to as “Committee Members” and individually referred to as “Committee Member”.

B. Code of Conduct. Each Director and each Committee Member shall adhere to the following:

1. Each Director acknowledges their fiduciary duty to the Association and will exercise their power and duties in good faith and in a manner they reasonably believe to be in the best interest of, and with the utmost loyalty to, the Association and owners.

2. Directors acknowledge their duty of loyalty to the Association and to Board decisions. Directors and Committee Members will support decisions made by the Board and will not make statements undermining those decisions.

3. Directors and Committee Members commit to diligence and will make their best efforts to attend all Board or Committee meetings or working sessions preferably in person but in all cases at least by telephone or other electronic means, if available. If attending by telephone or other electronic means, each Director or Committee Member must identify themselves and any other party who is present with them and capable of hearing the information exchanged at the meeting or session.

4. Directors and Committee Members commit to reviewing all meeting materials prior to any given meeting so they are prepared to advance the agenda items in an efficient manner.

5. Each Director commits to govern and manage the community in accordance with the governing documents and all applicable laws and regulations. Each Committee Member commits to carrying out the decisions and objectives of the Board in accordance with their committee charter and/or Board direction.

6. Directors and Committee Members commit to treat each other with decency and respect. No Director or Committee Member will harass, threaten, defame or attempt through any means, either publicly or privately, to control or instill fear in any Director, Member, former Director or agent of the Association. Directors and Committee Members will respect the opinions and viewpoints of other Directors, other Committee Members, the Community Association Manager, and those advising the Board in the decision-making process.

7. Directors and Committee Members commit to work within the Association's framework and refrain from unilateral action. Except as otherwise permitted in the Bylaws for action outside of a meeting, Directors and Committee Members will discuss business only at properly noticed meetings and will remember that the Board and Committees speak with one voice.

8. Directors and Committee Members will strive to conduct business in a transparent manner, whenever feasible and appropriate. For example, the Board encourages member discussion and participation at Board meetings through the use of homeowners' forums. In addition, the Association will seek to periodically update owners regarding the operation and governance of the community through electronic notices/newsletters, email, the Association's websites, etc.

9. Directors and Committee Members will not share or provide copies of Association and/or Board correspondence or other Association records with non-directors or non-committee members, unless expressly authorized by the Board to do so. Directors will direct any owner seeking Association records to the Community Association Manager or the community websites rather than providing copies themselves.

10. Each Director and Committee Member will abide by the Association's Conflict of Interest Policy.

11. No Director or Committee Member shall use his/her position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers, including any association foreclosure.

12. No Director or Committee Member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a

person who is seeking to obtain contractual or other business or financial relations with the Association.

13. No contributions will be made to any political parties or political candidates by the Association.

14. No Director or Committee Member shall receive any compensation from the Association for acting as a volunteer.

15. No Director or Committee Member shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.

16. No Director or Committee Member shall willingly misrepresent facts to the members of the community for the sole purpose of advancing a personal cause or influencing the community to place pressure on the Board or Committee to advance a personal cause.

17. No Director or Committee Member shall interfere with a contractor engaged by the Association while a contract is in progress. All communications with Association contractors shall go through the Community Association Manager or Board President, unless otherwise specified, such as Neighborhood Representatives.

18. No promise of anything not approved by the Board as a whole can be made by any Director to any contractor or supplier during negotiations. Committee Members are not to make any promises or direct any contractor or supplier on behalf of the Association unless directly authorized by the Board.

19. No Director or Committee Member shall knowingly misrepresent any facts to anyone involved in anything with the community that would benefit himself/herself in any way.

20. Directors will keep any information discussed in executive meetings and working sessions confidential. If any Committee Member participates in Executive Board meetings at the direction of the Board, such Committee Member will keep such information confidential.

C. Email Communication. The Association's Board of Directors recognizes the variances involved with email correspondence, and due to the increased burden to the Directors and Committee Members posed by email correspondence, the Association enacts the following policies and procedures:

1. Separate email addresses: The Directors and Committee Members may have separate individual email addresses to be used during the time such person serves on the Board or Committee. In such a case, Directors or Committee Members shall use these email addresses exclusively for Association business. Directors and Committee Members shall not use personal email addresses or other outside/work email addresses for Association business.

2. Board action taken outside of a meeting via email: Directors shall endeavor to limit action outside of a meeting, but at times action needs to be taken between Board meetings. If the Directors feel a decision needs to be made outside of a Board meeting and the vote is to be taken by email, the Community Association Manager shall state the motion or issue in a distinct email, which shall be sent to all Directors. Directors shall respond to the email so that all may see the vote and a chain is created. The purpose of this procedure is to assist the record keeper (the Community Association Manager), in recording which email correspondence relates to actions taken outside of a meeting. Committee Members are encouraged to address all Association business at committee meetings; however, Committee Members may take action outside of a meeting via email by following the procedures set forth above.

3. Copies of emails: For any email discussion regarding Association business, unless any Director or Committee Member has a conflict of interest with respect any particular item of Association business, all the Directors or Committee Members must be included in the email discussion that pertains to them. Other than the Community Association Manager, Directors and Committee Members shall not copy, blind copy, or forward to non-Directors or non-Committee Members any email communications intended for other Directors or Committee Members.

4. No individual Director or individual Committee Member is authorized to speak for or communicate with residents or committees on behalf of the Board or committee regarding community business via email, unless the Board passes a resolution granting such authorization, such as Modifications Committee correspondence.

From the date of adoption of this resolution set forth above, all Directors and Committee Members shall serve subject to the requirements of this resolution.

IN WITNESS WHEREOF, the undersigned hereby certifies that this Code of Conduct and Email Communications Policy was adopted by resolution of the Board of Directors of the Association on this 23 day of August, 2022.

Pine Creek Village Association, Inc., a Colorado nonprofit corporation.

By: 
Its: President

**ACKNOWLEDGEMENT OF CODE OF CONDUCT AND EMAIL
COMMUNICATION PROCEDURES FOR BOARD MEMBERS AND
COMMITTEE MEMBERS**

This form must be completed and filed annually to acknowledge that all Board Members and Committee Members have read and understand the Association's Code of Conduct and Email Communication Procedures.

Acknowledgement

I, _____, hereby acknowledge and confirm that I have read the Pine Creek Village Association, Inc. Code of Conduct and Email Communication Policy and Procedures and agree to abide by the policy in my actions taken while serving as _____.

Dated this ____ day of _____, 20__.

Signature

Printed Name