

DESERT WILLOWS ESTATES ASSOCIATION CODE OF CONDUCT

The Desert Willows Estates (“Association”) Board of Directors (“Board”) will use its best efforts at all times to make decisions that are consistent with high principles, and to maintain, protect, and enhance the value of the Association assets and quality of life. Accordingly, the Board adopts this Code of Conduct (“Code”) effective September 17, 2012.

The following principles and guidelines apply to all persons in attendance at any meetings of the Association including but not limited to Board meetings, Association Members meetings, Association Committee meetings, work groups, clubs, and task forces:

1. All persons, Directors, Association members, non-members, and others shall conduct themselves in a professional, polite, and respectful manner.
2. Directors will conduct themselves in a respectful manner to other members and Directors.
3. Use of inappropriate language, tone, or intensity is not permitted.
4. Verbal or physical abuse or threats thereof are not permitted.
5. Only appropriate Association matters will be discussed and acted upon at any Association meeting. The meeting chair has the sole authority to determine whether a matter is appropriate.
6. Directors shall not engage in text messaging or email during Board meetings. Mobile communications devices should be turned off or on silent mode.
7. A Director will at all times, subsequent to a vote, support the decisions of the majority of the Board regardless of the position that Director has taken at the time of the vote.
8. If a Director has a divided loyalty on any matter of business before the Board, the Director shall leave the room while the Board deliberates on the matter and shall not vote on the matter. That Director may answer the Board’s questions on the matter.
9. No individual shall use his or her position as a Director for private gain.
10. No Director 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, unless full disclosure is made to the Board.
11. No Director shall accept a gift or favor made with intent of influencing decisions or action on any Board matter.
12. No Director shall receive any compensation from the Association for acting as a Director, other than normal reimbursement of expenses on behalf of the Association.
13. No Director shall willingly misrepresent facts to the residents of the community for any reason, including but not limited to advancing a personal cause or influencing the community to place pressure on the Board to advance a Director’s personal cause.
14. The Association shall not make any contributions to any political parties or political candidates.
15. Confidentiality of other Directors’ personal lives, all residents’ personal lives as well as employees’ personal lives will be protected by the Directors. The Directors shall at all times preserve the confidentiality of the Association’s confidential business.
16. No Director shall engage in any writing, publishing, or speech making that defames any other Director or resident of the Association.
17. Unless otherwise conferred by the Board, no Director, except for the President, will assume or is vested with any authority to direct a member, contractor, agent or employee of the Association. The authority of a Director is limited to the vote upon policies of the Association and participation in the meetings of the Board.

18. No Director shall interfere with duties of any staff member of the Association.
19. No Director shall interfere with the system of management established by the Board.
20. A Director will be loyal to the Association and conform to the Association's policies.
21. No provision of this Agreement can be rescinded, altered, and/or amended without a majority vote of the Directors.

The following principles and guidelines apply to Code violations:

Code violations that occur in meetings will be determined by the person chairing the meeting ("Chair"). In the event that a majority of the Committee members feel that the Chair is in violation of the Code, a motion to that effect may be made and seconded by any of the Committee members and a different Committee member may be selected by a majority to serve as Chair of the meeting. In the event that the Office Manager is in violation of the Code, a written notice may be sent to the Board of directors via the office of the Association Property Manager.

If at a meeting, the Chair determines that a person is in violation of the Code, the Chair, upon a majority vote of the Board, has the authority to ask the violating person to leave the meeting. Any Association member, attendee or Director asked to leave must abide by that request. Any person asked to leave a meeting is not permitted to return to said meeting. However, that person is not prohibited from attending later meetings unless otherwise so advised by the Board in writing.

Any violation of the Code must be reported in writing to the Board in care of the Association Property Manager within 14 days of the alleged violation. All such written notices must be sent directly to the office of the Association Property Manager and will be considered an exception to the open meeting/open records laws of the Arizona State Statutes.

In the event that the Association Property Manager receives at least two written notices of a person violating the Code, the Association Property Manager will forward such notices to the Board or to a person designated by the Board to receive such notices. The Board will at its discretion but within a reasonable time thereafter, investigate the alleged Code violations.

If the Board determines that it has enough evidence to confirm a violation, the Board will notify the alleged violator in writing and provide the alleged violator with the opportunity to present written evidence on his or her behalf. If then after reviewing all of the evidence the Board determines that the alleged violation did occur, it may at its discretion impose appropriate penalties including but not limited to revoking the person's privileges to attend meetings, revoking the person's privileges to use and enjoy the Association's common areas, and removing the violator from any Association committees.

Any member who has been prohibited from attending any meeting of the Association may send a person to represent him or her at such meetings. Such representative may not speak for the Association member unless the Association member has at least 24 hours prior to the meeting provided the Association Property Manager with a copy of a Power of Attorney granted to his or her Representative.

In the event a violation of the Code relates to acts, events, or communications not covered in this Code, the Board has the authority to determine appropriate disciplinary action.