

**CODE OF CONDUCT FOR BOARD MEMBERS AND COMMITTEE MEMBERS OF EAST LAKE  
WOODLANDS COMMUNITY ASSOCIATION, INC. (ELWCA)**

**Approved August 15, 2023**

Members of the Board of Directors, and committees of ELWCA, should follow the guidelines and directives set forth below. All members should:

1. Serve collaboratively in the best interests of the Association as a whole regardless of their personal interests.
2. Use sound judgment to make the best possible business decisions for the Association, taking into consideration all available information, circumstances, resources, and risk management.
3. Act within the boundaries of their authority as defined by law and the Association's governing documents.
4. Provide opportunities for residents to comment on decisions facing the Association, where appropriate.
5. Perform their duties without bias for or against any individual or group of owners or non-owner residents.
6. Disclose in advance any personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association and avoid even the appearance of impropriety as to any actual or potential conflicts of interest.
7. Speak with one voice whenever reasonably possible, supporting all duly adopted board decisions even if the board or committee member was in the minority regarding actions that may not have obtained unanimous consent.
8. Keep confidential any discussions, decisions, and comments made at any meeting of the board properly closed or held in executive session, unless specifically authorized by the board.
9. Refrain from making unauthorized promises to any contractor or bidder. All actions and dealings must be conducted with transparency.
10. Decline gifts, directly or indirectly, from owners, residents, contractors, or suppliers, which are in any way related to the performance of the duties of the Board or committee member.
11. Represent only known facts in any issue involving Association business.
12. Comply with the governing documents of ELWCA, including all Rules and Policies, and with the applicable Florida Statutes.

13. Refrain from taking action as an individual member of the Board or a committee which is not directly authorized by the Board or committee, and which may be construed as action being taken on behalf of the entity.

14. Refrain from taking any action as an individual member of the Board or a committee to direct the community association manager or the management company, or any other contractor, employee, or agent of ELWCA or the management company unless specifically delegated such authority by action of the full Board or by Board policy or rule.

15. While ELWCA board members have a set of duties and obligations as prescribed by the governing documents of the organization, as leaders of the organization it is important that each board member be present for all scheduled meetings. In doing so, the decisions and discussions shall provide continuity to the activities of the community while also facilitating:

- Organizational Planning and Development
- Assessing and developing skills of potential future board members
- Serving on committees
- Assisting homeowners and responding to questions or concerns
- Educating themselves on Community Association matters

16. At the board's discretion, any board member failing to attend or participate in three (3) consecutive Board of Director Meetings and/or six (6) Board of Directors Meetings within any consecutive twelve (12) month period be asked to resign as a sitting member of the board. Based on the circumstances of the absences, the Board reserves the right to remove the individual as an officer of the community association and/or as a committee chair. Any such action will be by vote and will be based on a plurality of the results.

17. As a board member, you must maintain a fiduciary duty to the HOA—to act in the best interests of the association as an entity. This means putting your responsibility to the HOA first, even if that means it goes before your own. There are three elements to a fiduciary responsibility of an HOA board member: the duty of loyalty, the duty of care, and the duty to act within the scope of authority.

18. Stated within both federal and state Fair Housing laws, the HOA is prohibited to carry out discriminatory practices based on a person's:

- Race
- Religion
- Sex
- Sexual orientation
- National origin
- Familial status
- Disability

- Although outlined in laws that the HOA must already abide by, it's equally important that these criteria are reiterated within the code of ethics, and strictly driven home by removing any board member who displays discriminatory behavior.

**19.** As homeowners themselves, some board members may not feel the need to carry out a certain level of formality when speaking to fellow homeowners. Equally, as board members, some homeowners may feel entitled to treat others however they wish. Regardless, everyone should be treated with respect and professionalism. Always encourage clear lines of communication between board member and board member, and board member and homeowner alike.

**20.** The HOA board must act as one unit and work unilaterally within the HOA. To ensure this, all board members are to respect the majority vote of all decisions made by the Board of Directors. In the event members of the board do not agree with the majority vote, it is incumbent of them to support the board's decision when matters are discussed outside the board meetings.