

MANHATTAN VILLAGE ESTATES HOMES CODE OF ETHICS AND RULES OF CONDUCT

The Board of Directors of Manhattan Village Estates Association has the obligation and duty to make decisions for the entire community and is responsible for setting a standard and a tone for behavior that is conducive to the best interests of the entire community. The Board of Directors hereby adopts the following code of ethics and code of conduct that are applicable to all volunteers serving the community:

1. The Board shall act with a duty of care and duty of loyalty consistent with that of a fiduciary. Board members shall engage in ethical behavior and conduct at all times consistent with that of a corporate board.
2. The Board shall protect and advance the interest of the Association as a whole, while providing an honest and fair approach to all matters and providing complete transparency and due process in its proceedings.
3. The Board shall provide equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, gender, age, disability, marital status, creed, sexual orientation or any other characteristics protected by law.
4. The Board Members will use their best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the safety and property value of the residents.
5. Board Members will accept no gifts of any type from any contractor or supplier. Board Members shall not accept gifts from Homeowners with the intent to influence the decision of the Board Member. Personal gifts may be accepted by Board Members from Homeowners with whom they have a personal relationship, however gifts received in a year in aggregate of \$200 or above shall be disclosed to the Board.
6. The Board will make no contributions to any political parties or political candidates on behalf of the Association.
7. The Board Members will protect confidentiality of other Board Members' and residents' personal lives.
8. Board Members and Board Candidates shall not knowingly or recklessly make false or misleading statements.
9. Board Members shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions. An individual Board Member shall not make a contractual commitment for the Association unless approved by the Board.

10. Board Members shall share with each other all material information relating to the business of the Board as soon as reasonably practical. Each member shall be fully transparent in their actions and knowledge on behalf of, and relating to, the Board and to the Homeowners, unless such disclosure would violate confidentiality or law. When possible, information should be conveyed in writing to effectuate clear and consistent communication and historical documentation of the Board's actions.

11. Board Members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board, they must act with respect and dignity and not make personal attacks on others. Accordingly, Board Members must focus on issues, not personalities and conduct themselves with courtesy toward others. The Board and its agents shall utilize professionalism and courtesy when interacting with members of the Association or third parties.

12. No Board Member may use his/her position to enhance his/her personal interest (whether financial or not), or that of relatives, business associates or close friends, without fully disclosing these circumstances. Any potential or actual conflict of interest must be disclosed to the Board of Directors, and any conflicted party must recuse themselves from discussion and voting. It is important to note that the existence of a conflict or potential conflict does not mean the action is not in the best interest of the Board or the Association and should be acted upon accordingly.

13. The Board will not tolerate drugs, alcohol or substance abuse.

14. Any Board Member convicted of a felony will voluntarily resign from his/her position.

15. Proper parliamentary procedure should be followed with dissenting positions stated clearly within the official records of the Association.

16. Board Members should refrain from checking email and utilizing electronic devices during Board meetings to the extent those actions are not associated with Board business.

This resolution is adopted this 14th day of November, 2011, 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 ethics and rules of conduct.