

TREASURE LAKE PROPERTY OWNERS ASSOCIATION, INC

Code of Ethics and Rules of Conduct

For

The Board of Directors

I, (print name) _____ as a member of the Board of Directors of the Treasure Lake Property Owners Association, Inc., ("TLPOA") pledge to act in accordance with the following Code of Ethics and Rules of Conduct for Board of Directors:

A TLPOA Director must act in the Treasure Lake Community's interest at all times, all actions shall comply with the TLPOA governing documents and the law, they must conduct all dealings with honesty and fairness and safeguard information that belongs to the TLPOA.

1. **Responsibilities of the Board.** A Director's duties are to enforce the TLPOA's governing documents, policies, rules and procedures, collect and preserve the TLPOA's financial resources, insure the TLPOA's assets against loss, and keep the common areas and amenities in a state of good repair. A Director using their good business judgment is to make all corporate decisions on what is in the best interest of the TLPOA. A Director is to set a positive tone for the Treasure Lake Community and set a high standard of ethical conduct in their work as a Director and member of the TLPOA. Accordingly, a Director must (i) regularly attend board meetings and, if necessary, committee meetings; (ii) review material provided in preparation of said meetings; (iii) review the TLPOA's financial reports; and (iv) ask questions and obtain needed information for making decisions.
2. **Personal Interests and Self-Dealing.** No Director may make decisions that materially benefit themselves, their relatives, or any other particular individual at the expense of the TLPOA. Benefits include money, privileges, special benefits, gifts or other items of value. "Relatives" include a person's spouse, parents, siblings, children, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, anyone who shares the person's residence and that person's relatives as defined herein. Therefore a Director may **not**:
 - (a) solicit or receive any compensation from TLPOA for serving on the Board of Directors or any committee;
 - (b) make promises to vendors unless they have received prior written approval from the Board of Directors;

- (c) solicit or receive any gift, gratuity, favor, entertainment, loan or any other thing of value for themselves, their relatives, or any other particular individual, from a person or company who is seeking a business or financial relationship with TLPOA;

(Or) (c) solicit any gift, gratuity, favor, entertainment, loan or any other thing of value for themselves, their relatives, or any other particular individual, from a person or company who is seeking a business or financial relationship with the TLPOA. Directors may accept an unsolicited gift for themselves, their relatives, or for any other particular individual, not to exceed \$25 in value, but must disclose this acceptance to the president of the Board of Directors.

- (d) seek preferential treatment for themselves, their Relatives, or any other particular individual;
- (e) use TLPOA property, services, equipment or business for the gain or benefit of themselves, their Relatives, or any other particular individual, except as is provided for all members of the TLPOA.

- 3. **Misrepresentation.** All TLPOA data, records and reports prepared by a Director, the Board of Directors or a committee must be accurate, truthful and prepared in a proper manner.
- 4. **Confidential Information.** A Director is responsible for protecting the TLPOA's confidential information. A Director may not use confidential information for the benefit of themselves, their relatives, or any other particular individual. Except when disclosure is duly authorized or legally mandated, no Director may disclose confidential information. Confidential information includes but is not limited to the following:
 - (a) private personal information of fellow Directors and committee members;
 - (b) private personnel information of TLPOA's employees;
 - (c) disciplinary actions against TLPOA employees;
 - (d) assessment collection information against TLPOA members; and
 - (e) legal disputes in which the TLPOA is or may be involved. Directors are not to discuss such matters with persons not on the Board of Directors without the prior approval of the TLPOA's legal counsel. The failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

If written confidential information is disbursed to a Director for the purpose of performing their obligations and activities as a Director and/or committee member, whether at a Director or committee meeting or at some other time, all such written confidential information shall be returned to the TLPOA Board Secretary, TLPOA General Manager or authorized TLPOA Board Director active in said committee.

5. **Interaction with TLPOA Employees.** To avoid conflicting instructions from the Board of Directors to management, and avoid potential liability, Directors are to observe the following guidelines:
 - (a) The president of the Board of Directors shall serve as the liaison between the Board of Directors and management and provide direction on day to day matters;
 - (b) Except for the President of the Board of Directors, Directors and committee members may not give direction to management, employees or vendors;
 - (c) Directors may not contact management after hours unless there is an emergency that represents a threat of harm to persons or property;
 - (d) If Directors are contacted by TLPOA employees with complaints, the employees are to be instructed to contact management, or the president or the secretary of the TLPOA Board of Directors if so desired.
 - (e) No Director may threaten or retaliate against an employee who brings information to the Board of Directors regarding improper actions of a Director or a committee member;
 - (f) Directors are prohibited from harassing or threatening employees, vendors, TLPOA Directors, committee members and TLPOA members, whether verbally, physically or otherwise.
6. **Mutual Respect.** Directors are obligated to act with respect and dignity and not make personal attacks on others though they may disagree with the opinions of others on the TLPOA Board of Directors or a committee. Directors must conduct themselves with courtesy toward each other, TLPOA employees, managing agents, vendors and members of the TLPOA.
7. **Conflicts of Interest.** Not all situations are expressly addressed by this Code of Ethics and Rules of Conduct. If a situation arises that cannot be addressed by the Code of Ethics and Rules of Conduct for the Board of Directors, then a Director should immediately bring the situation to the attention of the TLPOA Board. If needed, the TLPOA Board will seek guidance from the TLPOA's legal counsel.

Directors must immediately disclose the existence of any conflict of interest, whether their own or others, and must withdraw from participation in decisions in which they have a material interest.

8. **Policy Violations.** Directors who violate the TLPOA's Code of Ethics and Rules of Conduct Policy noted herein are deemed to be acting outside the course and scope of their authority. No Director's actions are beyond the TLPOA's governing documents, policies, rules and regulations, state or federal law. A Director in violation of this policy may be subject to disciplinary and legal action, including but not limited to (i) censure; (ii) removal as an officer of the TLPOA Board of Directors; (iii) request to resign from the TLPOA Board of Directors; (v) removal from the TLPOA Board of Directors; and (vi) legal proceedings.

The Board of Directors is responsible for enforcement of the Code of Ethics and Rules of Conduct Policy. Prior to taking any of the above noted actions, the TLPOA Board of Directors shall appoint an executive committee to investigate the violation. The executive committee shall review the evidence of the violation, endeavor to meet with the Director believed to be in violation, confer with the TLPOA's legal counsel and present its findings and recommendations to the TLPOA Board of Directors for appropriate actions. Sanctions for the violation of this Code of Ethics and Rules of Conduct are to be determined in accordance with (i) the TLPOA's governing documents, Bylaws, Policies; (ii) Pennsylvania law; and (iii) federal law. The TLPOA Board of Directors shall attempt to meet with the Director in an executive session prior to imposing disciplinary action against the Director.

9. **Acknowledgement.** Every Board of Directors members is to sign the following statement acknowledging that they have read the Code of Ethics and Rules of Conduct for TLPOA Board of Directors as described above. This statement will be filed in the TLPOA administrative offices.

I have read the Code of Ethics and Rules of Conduct for The Board of Directors as described in this document.

Signature: _____

Date: _____