

THE AHWATUKEE BOARD OF MANAGEMENT

BOARD MEMBER CODE OF CONDUCT

WHEREAS, the Board of Directors ("Board") of the Ahwatukee Board of Management ("ABM") has the authority and responsibility to make decisions for the benefit of the entire community; and

WHEREAS, the Board wishes to ensure that it and its individual members ("Board Member") maintain a high standard of ethical conduct in the performance of ABM's members business, and to ensure that ABM's members maintain confidence in and respect for the entire Board.

NOW, THEREFORE, BE IT RESOLVED THAT the Board hereby adopts the following rules of conduct, standards of behavior, ethical rules, and enforcement procedures that are applicable to all Board Members and supersede all previous standards, rules, and procedure.

1. **Board Members shall act in the best interests of ABM.** Board Members serve for the benefit of the entire community, and shall, at all times, strive to do what is best for ABM. Board Members shall not use their positions for private gain, for example:
 - No Board Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or any other thing of monetary value not otherwise offered to the general membership, including use of ABM facilities and participation in ABM events.
 - No Board Member shall seek preferential treatment by the Board, any of its committees, or any contractors or suppliers.
 - No Board Member shall receive any compensation from ABM for serving on the Board.
 - No Board Member shall willingly misrepresent facts to advance a personal cause.
2. **Board Members shall comply with governing documents and relevant laws.** Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the CC&Rs, Bylaws, Rules and other governing documents of ABM, and to be familiar with all such documents. Board Members shall attend annual training. Board Members shall comply with and make decisions that are consistent with all applicable laws.
3. **Board Members shall set high standards for themselves as ABM members.** Board Members shall hold themselves to the highest standards as members of ABM, and shall in all ways comply with the provisions of ABM's governing documents
4. **Board Members shall work within ABM's framework and refrain from unilateral action.** Board Members shall at all times work within ABM's framework and abide by the system of management and supporting policies established by ABM's governing documents and the Board. The Board shall conduct business in accordance with state law and ABM's governing documents, and shall act upon decisions duly made, and no Board

The above list of examples is offered for illustration purposes only, and is not intended to be exclusive.

Member shall act unilaterally or contrary to such decisions. To that end, no Board Member shall direct employees, vendors, or contractors unless such direction has been duly approved by the Board.

5. **Board Members shall behave professionally at meetings.** Board Members shall conduct themselves in a professional and businesslike manner at all meetings of the Board and the membership, including membership meetings, open and executive Board meetings, annual membership meetings, special meetings, committee meetings, etc. Personal attacks against other Board Members, ABM members, residents, officers, management, or guests are not consistent with the best interests of the community and will not be tolerated. Language at meetings shall be kept professional. Though differences of opinion are inevitable, they must be expressed in a professional and businesslike manner.
6. **Board Members shall maintain confidentiality and attorney-client privilege.** Board Members shall at all times maintain the confidentiality and privilege of all legal, contractual, personnel, and management matters involving ABM.
7. **Board Members shall disclose conflicts of interests.** Board Members shall immediately disclose to the Board any perceived or potential conflict of interest regarding any aspect of the business operations of ABM.
8. **Board Members shall refrain from defaming anyone in community.** Board Members shall not engage in defamation, by any means, of any other Board Member, ABM member, resident, or

management staff member. Any board Member who engages in defamation is acting outside the scope of authority as a Board Member.

9. **Board Members shall refrain from harassment.** Board Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, ABM member, resident, employee, or contractor. Any Board Member who harasses, threatens, or otherwise attempts to intimidate any other Board Member, ABM member, resident, employee, or contractor is acting outside the scope of authority as a Board Member.
10. **Board Members shall refrain from interfering with management staff, employees, and contractors.** No Board Member shall interfere with the duties of management staff, employees, and contractors. All communications with management staff, employees, and contractors must go through the designated Board Member or management, or must otherwise be in accordance with Board policy.

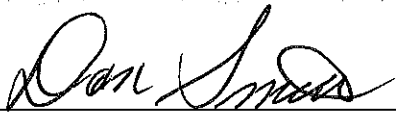
VIOLATIONS OF CODE

Any Board Member who violates this Code of Conduct agrees that the Board may issue written admonishments regarding the Board Member's conduct and/or seek removal of the Board Member from the Board, through a membership vote as required by Arizona law.

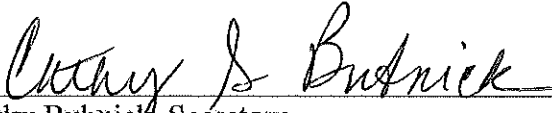
EFFECTIVE DATE

This Code of Conduct shall become binding upon the individual Board Members at the time of signing, which shall be the effective date. This Code of Conduct shall not apply to any and all activities that occurred prior to the effective date.

ADOPTED BY BOARD RESOLUTION AS PART OF THE MEETING AGENDA ON 4/19, 2017.



Dan Smith, President



Cathy Bubnick, Secretary