



*Washington Lane HOA Phases I - VI*  
*2801 E. Kenosha Street, PO Box 140281*  
*Broken Arrow, OK 74014*

**Bylaw Appendix A: Code of Conduct/Conflict of Interest/& Confidentiality Statement for Board Members:**

The Washington Lane Homeowner's Association Phases I-VI (The "Association") Board of Directors 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.

The Board of Directors has approved the following code of conduct for its members in order to guide and maintain a high standard of ethical conduct in the performance of Association business and to ensure that the residents maintain confidence in and respect for the entire Board.

The following principles and guidelines constitute the code of conduct:

No individual shall use their position as a Board member for private or personal gain inclusive of and not limited to the following actions:

- No Board member shall solicit or accept, directly or indirectly, any gifts, gratuity favor, entertainment, loan or anything 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 of Directors and the membership of the Association.
- No Board member shall accept any gift or favor made with intent of influencing decisions or action on any official matter.
- No Board member shall enter into a contractual agreement with any vendor, contractor or sub-contractor currently under contract with the Association. If there is any pre-existing relationship with a vendor, the Board member shall automatically recuse him/herself from voting on such contract.
- No Board member shall receive any compensation from the Association for acting as a Board member, other than normal reimbursement of expenses on behalf of the Association.
- The Association will make no contributions to any political parties or political candidates.
- No Board member shall engage in any writing, publishing, or speech making that defames any other member of the Association Board or resident of Washington Lane Homeowner's Association Phases I-VI.
- No Board member 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 Board member's personal cause.
- Members of the Board will conduct themselves in a respectful manner to other members of the Board, Management Company personnel and homeowners.
- The authority of Board members is limited to the responsibilities as defined in the Bylaws.
- No Board member shall interfere with duties of any staff member of Washington Lane Homeowner's Association Phases I-VI and its Management Company.
- Confidentiality of other Board members' personal lives, all resident's personal lives as well as employee's personal lives will be protected by the Board officers.
- Any Board member under investigation for a felony will be given a leave of absence from the Board of Directors during the investigation and trial period. Having been or being convicted of a felony will be deemed as immediate resignation as a member of the Board of Directors or as an officer of the Association.
- Having been convicted of a felony is deemed disqualification from being eligible to be serve as a member of the Board of Directors or as an officer of the Association.



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- Board members must maintain their HOA assessments in a current payment status. Failure to do so shall be deemed as immediate resignation as a member of the Board of Directors or as an officer of the Association
- A Board member will at all times subsequent to a vote, support the decisions of the majority of the Board regardless of the position that Board member has taken at the time of the vote.
- Discussions and deliberations of the Board shall be free of any political or religious affiliations.
- A Board member will at all times uphold his/her fiduciary duty to the Association in addition to upholding a duty of care, a duty of loyalty and a duty of confidentiality.

I understand that I have various duties to the Association and that I will be in breach of such duties if I divulge confidential information to persons who are not on the Board of Directors. I further understand that these duties extend into the future so that I will be bound by this confidentiality requirement even after I no longer serve on the Board of Directors.

In addition to any other remedies that may be available to the Association in law or in equity, any Board member who violates this code of conduct or refuses to sign the code of conduct agrees to immediately resign from the Board. In the event a Board member refuses to resign after violating this code of conduct, then the remaining Board members may vote to determine whether the code of conduct has been violated. If a majority of the Board determines that the code of conduct has been violated, then such a finding shall be entered in the meeting minutes, and the decision shall have the same impact as if the Board entered in the meeting minutes, and the decision shall have the same impact as if the Board member in violation had submitted a formal resignation. No provision of this Agreement can be rescinded, altered, and or amended without a vote of the members of the association eligible to vote, in person, by proxy or written ballot.

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*President* *Date*

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*Vice President* *Date*

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*Treasurer* *Date*

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*Secretary* *Date*

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*Member At large* *Date*

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*Other* *Date*

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*Other* *Date*