

**LAKE WYNONAH PROPERTY OWNERS ASSOCIATION, INC.
CODE OF CONDUCT
RESOLUTION OF THE BOARD OF DIRECTORS**

Adopted October 16, 2021

WHEREAS, the Board of Directors (“Board”) of the **LAKE WYNONAH PROPERTY OWNERS ASSOCIATION, INC.** (“Association”) has the authority and responsibility to make decisions for the benefit of the entire community, and

WHEREAS, the Board wishes to ensure that all volunteers serving on the Board of Directors, committees, community groups, and clubs maintain a high standard of ethical conduct in the performance of the Association’s business; to ensure that the Association’s Members maintain confidence in, and respect for, the Board and all committee and community group leadership,

DEFINITIONS

Property Owners Association – A Property Owners Association (POA), sometimes known as a Homeowner’s Association (HOA) is a nonprofit corporation that manages a planned community and enforces the governing documents.

Code of Conduct – The guiding principles, standards and moral and ethical expectations of the Community.

Director – Elected volunteer officials serving on the Board of Directors responsible for all operations of the Association and ensuring the Community governing documents are followed and enforced.

Community Leader – Volunteer Community Member representing the common interest of Community Members. Community Leaders may be Committee Officers, Committee Members, Committee volunteers or Residents of the Community.

Volunteer – A person who voluntarily undertakes or expresses a willingness to undertake a service.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of the Association hereby adopts the following rules of conduct, standards of behavior, ethical rules, and enforcement procedures applicable to all members of the Board, committees and all other volunteer Community Leaders

- 1. Directors and Community Leaders shall act in the best interests of the Association as a whole.** All Board Directors and Community Leaders serve for the benefit of the entire community, and in so doing shall commit to routinely attending all appropriate meetings associated with their Leadership positions.

No provision of this Agreement can be rescinded, altered, and or amended without a majority vote of the members of the Board of Directors

2. Board Directors and Community Leaders shall uphold their fiduciary duty to the financial welfare of the LWPOA. Board Directors and Community Leaders shall not use their positions for private gain:

No Board Director or Community Leader shall:

- solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with the Association;
- seek preferential treatment by the Board, any of its committees, club(s) or community groups, or any contractors or suppliers;
- accept a gift or favor made with the intent of influencing a decision or action on any official matter; generally, inconsequential gifts valued below \$50, travel or transportation valued at less than \$500, allowing an organization to donate attendance at a conference or training session or inconsequential food (coffee and donuts as an example) are allowed.
- receive a stated salary from the Association for serving on the Board;
- willingly misrepresent facts to advance a personal cause or influence the community to advance a personal cause;
- use his/her position to enhance his/her financial status through the use of certain contractors or suppliers.

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

3. Directors and Community Leaders shall comply with all Association governing documents and relevant law. Board Directors and Community Leaders shall strive to make reasonable decisions that are consistent and comply with the LWPOA governing documents including the Articles of Incorporation, Deed Restrictions, Bylaws, Membership Handbook, and Board policies, and shall be expected to be familiar with all such documents. Board Directors and Community Leaders shall support open, honest and fair elections for Board membership and office holders. Board Directors and Community Leaders shall likewise comply with and make decisions that are consistent with all applicable laws, including the provisions of the PA Uniform Planned Community Act 68 Pa C.S. §§ 5101-5414, the Nonprofit Corporation Law, 15 Pa. C.S. § 5101, et seq., as well as all federal and state nondiscrimination laws.

4. Directors and Community Leaders shall set an example for the community-at-large by abiding by all provisions, rules and regulations set forth in the LWPOA governing documents. Directors and Community Leaders will support and encourage the Membership to adhere to current and newly introduced rules and regulations developed to improve the welfare and quality of life in the Lake Wynonah community.

5. Directors and Community Leaders shall work within the Association's framework and refrain from unilateral action. Director and Community Leaders shall, at all times, conduct business in accordance with state law and the Association's governing documents, and perform their duties without bias for or against any individual, group, Member/Resident, management staff, contractor or Guest. Directors and Community Leaders shall conduct sufficient due diligence for their decisions and shall not act contrary to such decisions or outside the scope of their authority. Toward that end, no Directors and Community Leader shall seek to have a contract implemented that has not been duly approved by the Board, nor promise anything not approved by the Board to any contractor, supplier, or otherwise. Directors and Community Leaders shall not write,

speak or act as if they are officially representing the LWPOA without being duly authorized by the Executive Board. Without such authorization, any publicly expressed personal opinions/ideas of Board Directors and Community Leaders should not be considered as the position of the LWPOA.

6. Directors and Community Leaders shall behave professionally at meetings. Board Directors and Community Leaders shall conduct themselves at all Board, Committee, clubs(s) community group(s) and Annual Membership meetings in a professional and business-like manner. Bullying or personal attacks, whether in person, in writing or online, against other Board or Committees(s), clubs(s) or community group(s) members, Association Members, Residents, Officers, management staff, or Guests are not consistent with the best interests of the community and will not be tolerated. Language at meetings shall be kept polite and non-threatening. Though differences of opinion are inevitable, these must be expressed in a respectful and business-like manner. The use of alcohol or drugs during business meetings by a Board Director or Community Leader will not be tolerated and may result in removal from his/her position.

7. Directors and Community Leaders shall maintain confidentiality when appropriate. Board Directors and Community Leaders shall, at all times, maintain the confidentiality of all legal, contractual, personnel, and management matters involving the Association. This duty of confidentiality shall remain after the Director or Community Leader leaves their position.

8. Directors and Community Leaders shall disclose conflicts of interests. Directors and Community Leaders shall submit a Disclosure Statement Form to the Board detailing any perceived or potential conflict of interest regarding any aspect of the business operations of the Association. Board Directors and Community Leaders shall disclose any possible conflicts of interest and recuse themselves from any vote or deliberations relating to a party with which they have a financial conflict of interest.

9. Directors and Community Leaders shall refrain from engaging in any form of defamation. Directors and Community Leaders shall not engage in defamation, by any means, of any other Board or Committee or community, club, committee member, Association Member, Resident, management staff, contractor or Guest.

10. Directors and Community Leaders shall refrain from engaging in any form of intimidation or harassment. Directors and Community Leaders shall not, in any way, harass, threaten, or otherwise attempt to intimidate any other Board or Committee, club or community group member, Association Member, management staff, Resident or Guest. Board Director and Community Leaders shall neither engage in nor condone any form of sexual harassment. It is a Code violation to 1) threaten or insinuate, either explicitly or implicitly, that refusal to submit to sexual advances will affect any condition of employment or LWPOA membership participation and 2) create any hostile workplace environment for LWPOA employees, managing agents, and members.

11. No provision of this Agreement can be rescinded, altered, and/or amended without a majority vote of the members of the Board of Directors.

CODE OF CONDUCT VIOLATIONS

Violation by a Board Member

Apparent violations of the Code of Conduct by a Board Director shall be adjudicated by the remaining members of the Board of Directors with possible consequences up to and including a two-thirds vote for removal from the Board as per Article IV Section 8 of the LWPOA Bylaws. The Board may, at its sole discretion, hire an outside investigative service to investigate any alleged illegal act(s) or other impropriety.

The accused Director shall be entitled to a due process hearing whereby both sides of a dispute may be presented. The accused Director shall neither be allowed to vote when consequences are decided nor be allowed to participate in an investigation of his/her case unless providing information related specifically to the case during the investigative process.

Any Director under investigation for a felony will be required to take an immediate leave of absence from his/her position during the investigation and, if applicable, trial period. Being convicted of a felony will be deemed immediate resignation as a member of the LWPOA Board of Directors. Lack of conviction does not preclude the remaining Board of Directors from voting to determine whether there was a Code of Conduct Violation and enforcing consequences as described above for Code of Conduct violations, up to and including removal by a two-thirds vote as per Article IV Section 8 of the LWPOA Bylaws.

Violation by a Community Leader (non-Board Director)

Apparent violations of the Code of Conduct by a Community Leader who is not a Director shall be adjudicated by an Advisory Hearing Board, which shall be comprised of Directors appointed by the Board of Directors. In addition, the Board of Directors may elect, at its sole discretion, to appoint as members of the Advisory Hearing Board other Association Members, or other persons as the Board of Directors sees fit. The accused Community Leader shall be entitled to a due process hearing whereby both sides of a dispute may be presented. Once determined by the Advisory Hearing Board that any Community Leader has violated this Code of Conduct Agreement, the Community Leader may choose to voluntarily resign from any committee(s), club(s) or community group(s) on which he/she serves or be removed by a majority vote by the Advisory Hearing Board.

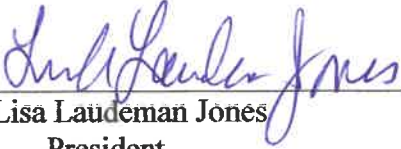
The Board of Directors reserves the right to waive any and all of the procedures in this policy, in part or in whole, in cases of emergency.


Any Community Leader under investigation for a felony will be required to take an immediate leave of absence from his/her leadership position during the investigation and, if applicable, trial period. Being convicted of a felony will be deemed immediate resignation as a Community Leader for any committee(s), club(s) or community group(s).

Lack of conviction does not preclude the Advisory Hearing Board or the Board of Directors from determining that the Community Leader has violated the LWPOA Code of Conduct and proceeding as defined elsewhere in the section.

ADOPTION OF RESOLUTION

I certify that the Board of Directors of the Lake Wynonah Property Owners Association at a meeting duly convened pursuant to the Bylaws of the Association on this 16th day of October 2021 hereby adopted the foregoing Resolution.

BY: 
Lisa Laudeman Jones
President

BY: 
Ryan Achenbach
Secretary

ATTEST: 
Deb Davis
Community Manager

**LAKE WYNONAH PROPERTY OWNERS ASSOCIATION, INC.
CODE OF CONDUCT ACKNOWLEDGEMENT**

I understand that I have various duties to LWPOA and that I will be in breach of these duties if I breach any part of this LWPOA Code of Conduct. Apparent violations of the Code of Conduct by a Board Director shall be adjudicated by the remaining members of the Board of Directors with possible consequences up to and including a two-thirds vote for removal from the Board as per Article IV Section 8 of the LWPOA Bylaws.

In the event that a Community Leader (non-Director) refuses to resign after the Advisory Hearing Board determines by simple vote that that the Community Leader has violated the LWPOA Code of Conduct, the Advisory Hearing Board or the LWBOD may vote by simple majority to remove the Community Leader from any committee(s), club(s), or community group(s) on which he/she serves, and such a finding shall be entered into the meeting minutes.

Name

Date

Community Position

Attested: Ryan Achenbach, Secretary LWPOA Board of Directors