

**POLICY
FOR THE
20TH HOLE TOWNHOMES ASSOCIATION, LTD.
REGARDING BOARD MEMBER CONFLICTS OF INTEREST**

SUBJECT: Adoption of a policy and procedure regarding Director conflicts of interest and a code of ethics.

PURPOSE: To adopt a policy and procedure to be followed when a Director has a conflict of interest to ensure proper disclosure of the conflict and voting procedures and to adopt a code of ethics for Directors.

AUTHORITY: The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law, including but not limited to *Colorado Revised Statutes 38-33.3-209.5 and 310.5*.

EFFECTIVE DATE: June 25, 2008

RESOLUTION: The Association hereby adopts the following policy and procedure regarding Director conflicts of interest and code of ethics:

1. **General Duty.** The Board of Directors shall use its best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the value of properties of the members and Association. All Directors shall exercise their power and duties in good faith and in the best interest of, and with utmost loyalty to the Association. All Directors shall comply with all lawful provisions of the Declaration and the Association's Articles, Bylaws, and Rules and Regulations.
2. **Definition.** A conflict of interest exists whenever any contract, decision or other action taken by or on behalf of the Board would financially benefit: (i) a Director; (ii) a parent, grandparent, spouse, child, or sibling of the Director; (iii) a parent or spouse of any of the persons in subsection (ii); (iv) an entity in which a Director is a director or officer or has a financial interest.
3. **Disclosure of Conflict.** Any conflict of interest on the part of any Director shall be verbally disclosed to the other Directors in open session at the first open meeting of the Board of Directors at which the interested Director is present prior to any discussion or vote on the matter. The interested Director shall not participate in the discussion, but may be allowed to vote on the matter after he/she has disclosed a conflict of interest. The minutes of the meeting shall reflect the disclosure made, the composition of the quorum and record who voted for and against or abstained.
4. **Code of Ethics.** In addition to the above, each Director and the Board as a whole shall adhere to the following Code of Ethics:

- (a) No Director shall use his/her position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers.
- (b) No contributions will be made to any political parties or political candidates by the Association.
- (c) No Director shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association.
- (d) No Director shall accept a gift or favor made with intent of influencing decision or action on any official matter.
- (e) No Director shall receive any compensation from the Association for acting as a volunteer.
- (f) No Director shall willingly misrepresent facts to the members of the community for the sole purpose of advancing a personal cause or influencing the community to place pressure on the Board to advance a personal cause.
- (g) No Director shall interfere with a contractor engaged by the Association while a contract is in progress. All communications with Association contractors shall go through the Board of Directors, or an appointed Committee. The majority vote of Board member approval shall be given prior to all contract signatures by the Association.
 - 1) All contracts for Association common property over the amount of \$500.00 shall have Owner approval.
 - 2) All contracts for Association common property shall be signed by the President and one (1) other Board of Director member.
- (h) No Director shall harass, threaten, or attempt through any means to control or instill fear in any member, Director or agent of the Association.
- (i) No promise of anything not approved by the Board as a whole can be made by any Director to any subcontractor, supplier, or contractor during negotiations.
- (j) Any Director convicted of a felony shall voluntarily resign from his/her position.
- (k) No Director shall knowingly misrepresent any facts to anyone involved in anything with the community which would benefit himself/herself in any way.
- (l) Language and decorum at Board meetings will be kept professional. Personal attacks against owners, residents, service providers and Directors are prohibited and are not consistent with the best interest of the community.

5. No conflicting interest transaction shall be voidable by an Owner or on behalf of the Association if:

- (a) The facts about the conflicting interest transaction are disclosed to the Board and the majority of the "disinterested" Board members in good faith approve the conflicting interest transaction;
- (b) The facts about the conflicting interest transaction are disclosed or the Owners entitled to vote on the matter, and the conflicting interest transaction is authorized in good faith by a vote of the Owners entitled to vote on the matter; or
- (c) The conflicting interest transaction is fair to the Association.

6. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

7. Supplement to Law. The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the community.

8. Deviations. The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

9. Amendment. This policy may be amended from time to time by the Board of Directors.

**PRESIDENT'S
and SECRETARY'S
CERTIFICATION:**

The undersigned, respectively being the President and Secretary of the 20th Hole Townhomes Association, Ltd., a Colorado nonprofit corporation, certify that the foregoing Resolution was approved and adopted by the Board of Directors of The Association, at a duly called and held meeting of the Board of Directors of the Association on this 6-25-2008 and in witness thereof, the undersigned have subscribed their names.

20th Hole Townhomes Association, Ltd.

By: Midge B. Moser
President

ATTEST:

By: Caroline J. Helf
Secretary

Original signed copy on file with: