



**TAHOE DONNER ASSOCIATION  
BOARD OF DIRECTORS**

**CODE OF CONDUCT**

**CORPORATE RESOLUTION 2021 - \_\_\_\_**

To increase member confidence in the governance of the Tahoe Donner Association and to encourage high standards of behavior collectively and individually, the Board of Directors has adopted the following Code of Conduct for its volunteer board members. Each Director will be asked to affirm their understanding of this Code of Conduct by reviewing and signing it each year and shall endeavor to abide by this Code at all times while serving as a director of the Association.

**A. Board and Director Responsibilities.**

Good Faith and Diligence. As a director, I recognize the vital responsibility I am undertaking as a member of the Board of Directors, and pledge to carry out my duties in good faith and to the best of my abilities. I acknowledge that my primary role and obligation as a Board member is to understand and support the Association's mission and priorities. I pledge to do my best to ensure that decisions of the Board are supported by reasonable inquiry of necessary professionals where necessary, and to act in good faith and in a matter, I believe to be in the best interest of the Tahoe Donner community as a whole.

Governance. I understand that it is critical to the efficient management of the Association's operations to abide by established protocols in my interactions with staff, committees, and vendors, and I shall review and abide by the "**RESOLUTION REGARDING THE BOARD OF DIRECTORS AUTHORITY, MEETINGS OF THE BOARD, and GOVERNANCE GUIDELINES, CORPORATE RESOLUTION 2020-3**", which address these issues, and any subsequently adopted modifications thereto. I understand that my role as a Board member is to focus on the development of broad policies (e.g., long term vision, overall financial philosophy, etc.) that will guide the implementation of Tahoe Donner plans and purposes, and not to direct or control the implementation of those policies by staff and/or committees.

Preparation. I understand that I must regularly attend board meetings and diligently prepare for board meetings and review material provided in advance, including all financial reports and minutes.

Collaborative Decision Making and Member Outreach. I understand that the best decisions are made in a respectful and collaborative process, and I will do my very best to work in a cooperative

and productive manner in the decision-making process with my fellow Board members. Specifically, I will not seek to unreasonably influence or sway my fellow directors on any issue that comes before the Board for decision by sending communications to members in advance of a Board Meeting via social media platforms or use of the membership list, or similar methods, in an attempt to encourage members to contact staff or fellow board members in advance of a Board Meeting to put pressure on the Board to support a position that I may favor.

Support for the Decisions Made. I understand that there may be times when a decision is made by the Board that is not unanimous, and that there may be times when I may have not voted for a particular action. In those situations, I will act in accordance with the decisions of the Board once they are made, with the understanding that supporting a decision of the Board after it has been made does not mean I am precluded from communicating the fact that I did not vote in favor of a particular decision.

## **B. Civility and Decorum**

I understand that as a member of the Board I am accountable for my own actions and words. I will do my best to work to ensure that I:

- Interact with fellow directors, members, staff, vendors and the community civility and courtesy at all times.
- Seek to find common ground with those I disagree with and focus on issues, not personalities.
- Am respectful of all points of view and provide a reasonable opportunity for all to express their views.
- Encourage all members to become involved in the community and to educate themselves on important matters and understand the importance of civility and decorum in all interactions.
- Understand that my ability to set an example as a Board member will promote the shared goal of maintaining and enhancing the reputation of Tahoe Donner as a valuable, vibrant, and thriving community.

## **C. Self-Dealing and Conflicts of Interest**

Self-dealing occurs when directors make decisions that materially benefit themselves or their relatives in a manner which is unique to the individual director and/or their relatives, and at the expense of the Association. “Relatives” include a person’s spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person’s residence.

I understand that benefits received may include money, privileges, special benefits, gifts, or other item of value, and that as a Director I am precluded from:

- Soliciting or receiving any compensation from the Association for serving on the Board.
- Making promises to vendors without Board approval.
- Soliciting or receiving any gift, gratuity, favor, entertainment, loan, or any other thing of value for myself or my Relatives from a person or company who is seeking or who has a business or financial relationship with the Association.

- Seeking preferential treatment for myself or my Relatives.
- Using the Association property, services, equipment or business for the gain or benefit of myself or my Relatives, except as may be provided for all members of the association.

I have read and understand Article IX, Section 3 of Tahoe Donner's Bylaws, a copy of which is attached hereto as **Exhibit A**, which governs conflicts created by an "interested director transaction". I understand that pursuant to the Bylaws, on or before July 1 of each year, I must disclose to the Board of Directors any pending transactions involving the Association in which I have a material financial interest, and investments, businesses or relationships which may reasonably lead to or become an Interested Director Transaction during my term of office.

If I am at all uncertain as to whether I may have a conflict of interest, I will immediately raise the issue with the Board and, and as may be appropriate, I understand that the Board will seek guidance from the Association's legal counsel.

#### **D. Confidential Information.**

I understand that as a Director I am should be diligent in protecting the Association's confidential information, and that I may not use confidential information for the benefit of myself or my Relatives. I further understand that unless duly authorized or legally mandated, I am to keep such information strictly confidential. Confidential information includes, without limitation:

- Private and personal information about my fellow directors.
- Confidential information about the Association's employees.
- Disciplinary actions involving members of the Association.
- Assessment collection and delinquency matters.
- Confidential and privileged information received as part of a dispute resolution process or litigation in which the association is or may be involved.
- Information which is the subject of an executive session.

#### **E. Violations of this Code of Conduct**

I understand that if I violate this Code of Conduct, I may be deemed to be acting outside the course and scope of my authority and improperly, and that the Board of Directors may investigate any such violation and take certain actions, including censuring me, limiting my involvement with any committees or issues, removing any officer position I may hold, and/or requesting my resignation.

I understand that prior to taking any of the above actions that my fellow Board members shall, in executive session, review the evidence of violation and endeavor to meet with me to allow me an opportunity to respond, and to also confer with the Association's legal counsel.

I further understand that such violations could lead to a recall effort by the membership, may endanger the qualified immunity I enjoy as a volunteer director, and/or subject me personally to legal proceedings.

**F. Elections**

I understand that during my term there will be an election of directors for open seats on the Board, either my own seat or other seats. While I have the right to participate in the election process as a member, I understand that it is critical that the Association remain neutral in that process, and thus that my participation be in my personal capacity as a member only.

Thus, if I choose to endorse in writing a candidate or candidate in an election, or to campaign for a candidate by communicating with members, I shall prominently display in any writing a disclaimer dissociating my personal endorsement or position on a matter from my role as a Director, and shall use the following disclaimer language when making such an endorsement or advocating a position:

*The endorsement and/or positions set forth are my personal views, and do not represent the views or opinions of the Tahoe Donner Association, the Board of Directors, or any other official Tahoe Donner group or body.*

If I send out any communications via any bulk electronic method (e.g., emails or text messages) relating to my endorsement or my position relating to an election, I shall display a prominent OPT OUT link in the communication. If a member OPTS OUT, I will remove the member’s address from the distribution list and that member must no longer be contacted.

I understand that I, like all members, may request the official Membership List for communications related to Association business, including elections or votes of the membership, and that I should not share that list with others. I further understand that the Association maintains other member contact lists for a variety of purposes, but that those lists are not available for use by myself or any other member, and if I have access to such lists, I will not use, share, or harvest that list for election related purposes.

**PLEDGE**

I have read this Code of Conduct, understand it, and pledge to act in accordance with my obligations as described above.

ACCEPTED AND DATED:

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Treasurer

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Director