

STONEBRIDGE RANCH COMMUNITY ASSOCIATION, INC.

BOARD OF DIRECTORS  
CODE OF CONDUCT

The Board of Directors of the Stonebridge Ranch Community Association, Inc. has the responsibility and duty to make decisions and conduct business for the benefit of the entire Association. As chosen leaders of the Association, the Directors of the Board are responsible for setting a professional tone and maintaining a high standard of ethical conduct that serves the best interest of the community as a whole. Each Director is expected to set aside any personal agenda, serve for the benefit of the entire Association, and adhere to the following Code of Conduct:

1. The Board shall use its best efforts at all times to make decisions that are consistent with the Association's Master and Supplemental Declarations (as amended and restated), the Bylaws, and applicable state and federal law, to protect, maintain and enhance the value of the Association's Common Areas and Property.
2. The Board shall conduct itself in good faith, with a fair, reasonable, and consistent manner that promotes the intent of the duty with which the Board is charged.
3. The Board shall conduct itself in accordance with the Association's adopted policies disallowing discrimination against any person on the basis of race, color, age, religion, national origin, sexual orientation, disability, sex, and any other category protected by law.
4. Board Directors are expected to be familiar with all of the Association's legal documents, CC&Rs, Bylaws, Policies and Guidelines, etc., which govern the operation of the Association. Board Directors are expected to abide by all of these documents, as Directors of the Board, Association Members, and as Owners of Lots. Violations by the Directors of the Board shall be treated consistent with violations by any Owner.
5. Board meetings shall be conducted in a professional and business-like manner. Personal attacks against Owners, Residents, Board Directors, management, or guests are not consistent with the best interest of the community and will not be tolerated. Such behavior may constitute grounds for removal from the Board (SRCA Bylaws, Article III, Section 3.2).
6. The Board shall conduct business and act upon decisions made by the majority of its Directors, and no Board Director shall act outside of the decision of the majority by making statements, promises, or commitments not approved by the majority of the Board.
7. Any Board Director acting individually against decisions approved by the majority may **not** be indemnified by the Association and may be subject to **personal** liability damages resulting from any claims filed by injured parties. Such behavior may constitute grounds for removal from the Board (SRCA Bylaws, Article III, Section 3.2).

8. Board Directors shall not use their position on the Board for personal gain. No Board Director shall willingly or knowingly request special treatment or misrepresent facts for the sole purpose of advancing a personal cause or influencing the Association to advance a personal cause.
9. Board Directors shall adhere to the SRCA Conflict of Interest Policy regarding any perceived or potential conflict of interest related to any aspect of the business operations of the Association.
10. Board Directors shall not distribute, disclose, or disseminate (or permit the distribution, disclosure, or dissemination of) any confidential information, including, without limitation, legal, contractual, personnel, or management matters obtained by the Board Director, to anyone other than its own officers, directors, or agents (a) with a reasonable need to know the confidential information, (b) who are legally obligated to preserve the confidentiality of the information and (c) have been informed of the Board Director's obligations of confidentiality hereunder. This duty of confidentiality also includes confidentiality of the personal information of Board Directors, management staff, and Association Members.
11. Board Directors shall refrain from participation in social media posts related to the business of the Association and shall adhere to the SRCA Social Media Interaction Policy.
12. Board Directors shall not engage in the defamation of any individual Board Director, any member of management, city government, vendors, or any owner or resident of the Association.
13. Individual Board Directors shall not unreasonably interfere with the daily activities of management staff, nor the actions of any contracted personnel or service. All substantive communications with vendors/contractors are to be provided by the HOA management on behalf of the Board of Directors. All substantive communications concerning non-vendor/contractor services rendered to or by the Association must be approved by the Board of Directors or the Board President, on behalf of the Board of Directors, and the General Manager.

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Board Member

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Title

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Date