

SUNFLOWER VILLAGE HOMES ASSOCIATION

AMENDED AND RESTATED CODE OF CONDUCT

Adopted: September 16, 2020

Effective: December 1, 2020

This is the revised page 1 of the Amended and Restated Code of Conduct, which has been revised to correct a scrivener's error in the description of the governing documents in part I, paragraph 1.

The governing documents of Sunflower Village Homes Association (the "Association") confer the authority and responsibility to govern the operation of the Association to its Board of Directors. The Board of Directors is responsible to elect Officers and to appoint volunteer committee members, as needed. The Board, Officers, and committee members all serve in a volunteer capacity. Volunteer leaders of the Association have the fiduciary duty and responsibility to set a standard and level of conduct that is conducive to the best interests of the entire community.

The Board of Directors of the Association hereby adopts the following Amended and Restated Code of Conduct, standards of behavior, ethical rules and enforcement procedures that are applicable to all Board members, Officers, and committee volunteers serving the Association, which shall serve to replace the prior Code of Conduct dated 4/17/2019, (hereinafter "Code of Conduct").

I. GENERAL

1. The Board of Directors, Officers, and committee volunteers serving at the request of the Board of Directors shall in all respects comply with the Sunflower Village Homes Association Governing Documents including, without limitation, Declarations of Covenants and Restrictions for all of the Subdivisions which are recorded as described in the Amended and Restated Bylaws, the Amended and Restated Bylaws adopted on April 29, 2009, and the Amended and Restated Articles of Incorporation filed July 31, 2009, and rules and regulations promulgated by the Board of Directors from time to time, all as may be amended from time to time.
2. Members of the Board, Officers, and committee volunteers shall conduct the business of the Association in good faith and with honesty, integrity, due diligence and reasonable competence.
3. Board members, Officers, and committee volunteers shall exercise proper authority and good judgment in their dealings with suppliers and the general public, and will respond to

the needs of the Association's members in a responsible, respectful, and professional manner.

4. Engagement in, or facilitation of, any discriminatory or harassing behavior directed toward Association employees, members, residents, Officers, Directors, owners, suppliers, contractors, agents, or others in the context of activities relating to the Association, is prohibited.
5. No Board member, Officer, or volunteer shall misuse Association information, property, or resources and shall not allow any person not authorized by the Board of Directors to have or use such information, property, or resources.
6. The Board speaks with one voice. Accordingly, no Director shall make, publish, or transmit any public statements or communications regarding Association matters on behalf of the Board of Directors, whether or not such statements contain non-public or confidential information, including, without limitation, postings on social media sites, public or private bulletin boards, without the prior authorization of the Board of Directors.
7. No Board member, Officer, or volunteer shall engage in any writing or speech that defames any other member of the Board, owner, or resident of the Association.
8. No Board member, Officer, or volunteer shall interfere with the system of management established by the Board and the management company, if any.

II. COMPENSATION/USE OF FUNDS

1. Compensation shall not be accepted by any Board member or Officer, either generally or for specific goods or services.
2. No Board member, Officer, or committee volunteer shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value made with the intent of influencing decisions or actions on any Association matter, or from a person who is seeking to obtain contractual or other business or financial relations with the Association.
3. No contributions will be made to any political parties or political candidates by a Board member, Officer, or committee volunteer on behalf of the Association.
4. No Board member, Officer, or committee volunteer may use any funds being held for the Association's business for their own personal use.

III. CONTRACTORS/VENDORS/CONFLICTS OF INTEREST

1. Board members, Officers, and committee volunteers shall not enter into a contract, either verbally or in writing, with a contractor, subcontractor, or supplier that has not been approved by a written resolution of the Board of Directors, and such approval must be evidenced in the minutes of the pertinent meeting of the Board of Directors.
2. Board members, Officers, and committee volunteers shall not interfere with a contractor implementing a contract. All communications with contractors, including without limitation legal counsel, shall be made through a specified Board member, Officer, or committee volunteer who is designated to be a liaison for the contractor, which designation shall be approved by the Board in writing, and reflected in the minutes of the pertinent Board meeting.
3. Board members, Officers, and committee volunteers must act at all times in the best interest of the Association and not for personal gain, self-serving gain, or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board Members, Officers, and committee volunteers will identify any conflicts and recuse themselves from all discussion and voting on such matters.

IV. MEETINGS

1. Robert's Rules of Order will be used at all meetings for parliamentary procedure.
2. Behavior at Board meetings and member meetings will be professional, civil, and courteous.
3. It is understood that differences of opinion will exist and personal opinions shall be presented in a clear and business-like fashion, but that the decision of the majority of the Board on a given issue will prevail. No Director, Officer, or committee volunteer shall undermine the carrying out of a decision or resolution adopted by the Board of Directors.

V. ENFORCEMENT/REMOVAL

1. It is understood that in accordance with the Association Bylaws, the Board may elect to remove any Officer or committee volunteer for violation of this Code of Conduct. The removal of any Officer shall conform to the requirements of Article IX, Section 3 of the Bylaws.

2. Nothing herein shall be construed to limit the Board's power to elect, appoint, or remove Officers and committee volunteers, all of which serve at the pleasure of the Board.
3. The Board of Directors shall immediately remove any volunteer from such positions as an Officer or committee volunteer if the person has been convicted of a felony.
4. The Board of Directors may, by written resolution, formally censure any Board member for violation of this Code of Conduct.
5. Unless a requirement is specifically waived in writing by the Board of Directors, any Board member found to have violated the Code of Conduct agrees to resign from the Board of Directors immediately upon written notice from the Board of Directors of the violation; however, the Board member being asked to resign shall be given an opportunity to be heard at a meeting of the Board of Directors.
6. Upon termination of service, whether voluntary or involuntary, a Board member, Officer or committee volunteer will promptly return to the Association all documents, electronic and hard files, reference materials, and any other property entrusted to the member for purposes of fulfilling his or her responsibilities. Such return will not abrogate the retiring member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her service to the Association.

VI. CONFIDENTIALITY

1. Confidentiality of all Board members', Officers' and committee volunteers' personal information and all owners' and residents' personal information will be protected by the Board of Directors and committee members at all times.
 2. No Board member, Officer, or committee volunteer shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association without prior written approval by the Board of Directors.
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Note: Informational Copy Only (A signed recorded copy is on file in the office.)