



**The Code of Conduct**

**Cypress Falls at the Woodlands HOA Board of Directors**

The Cypress Falls Community Homeowners Association (HOA) Board of Directors is committed to upholding the highest principles, aiming to make decisions that enhance the value of the Association's assets and the quality of life for its residents. This Code of Conduct is established to guide and maintain a high standard of ethical conduct among board members, ensuring the confidence and respect of the community.

**Principles and Guidelines:**

1. Ethical Conduct:

Board members shall not use their position for private or personal gain. This includes gifts, gratuities or any favors from any vendor who has a contractual relationship with the HOA. [F.S. 720.3033(3)] and By-Laws Article IV (4.7)

2. Contractual Integrity:

Board members shall not provide bid specifications to contractors or vendors before receiving a Request for Proposal (RFP) from the HOA.  
No contractual agreements shall be entered into with any vendor, contractor, or sub-contractor currently under contract with the HOA. [By-Laws 3.26]

3. Compensation:

Board members shall not receive compensation from the HOA, except for normal reimbursement of expenses incurred on behalf of the HOA. (By-Laws, Article III, C. 3.18)

4. Political Neutrality:

The HOA will make no contributions to any political parties or candidates.

5. Professional Communication:

Board members shall refrain from any writing, publishing, or speech-making that defames any other member of the HOA Board or resident of Cypress Falls.

6. Truthful Representation:

Board members shall not willingly misrepresent facts to the community for personal gain or influence.

**Respectful Conduct:**

1. Respectful Behavior:

Board members will conduct themselves respectfully towards other board members, Management Company personnel, and homeowners. Public or private ridicule is prohibited.

2. Authority and Communications:

Only the President or their appointed designee is authorized to speak on behalf of the HOA.

Board members, except for the President, shall not assume authority to direct members, contractors, agents, or employees of the HOA. (By-Laws 3.26)

3. Non-Interference:

Board members shall not interfere with the established management system of the HOA.

Interference with the duties of any staff member of Cypress Falls Community HOA and its Management Company is prohibited.

4. Confidentiality:

Confidentiality of other board members', residents', and employees' personal lives shall be protected.

5. Legal Matters:

Any board member charged under a felony theft investigation or embezzlement involving the association's funds shall be removed from office and only reinstated per the provisions of F.S. 720.3033. [F.S. 720.3033 (4)]

6. Support of Decisions:

Board members should support majority decisions, regardless of their initial position.

7. Political Neutrality:

Discussions and deliberations of the Board shall be free of any political affiliation.

8. Fiduciary Duty:

Board members shall uphold their fiduciary duty, duty of care, duty of loyalty, and duty of confidentiality at all meetings. [F.S. 720.303(1)] [By-Laws 3.25]

**Meeting Attendance:**

1. Attendance Requirement:

A board member having three (3) unexcused consecutive regular HOA meetings from the Annual meeting to the subsequent Annual meeting shall be subject to removal by majority vote of the other members of the Board of Directors. [By-Laws 3.6]

**Confidentiality Agreement:**

1. Confidentiality Oath:

Board members acknowledge the duty to keep confidential information and agree to abide by this requirement even after their term on the Board.

**Amendment Clause:**

1. Amendment Procedure:

No provision of this Code of Conduct can be rescinded, altered, or amended without a majority vote of the members of the Board of Directors.

**Board Signatures:** By your signature, you acknowledge that you have read, understand this Code of Conduct, and freely accept its content and agree to abide and uphold the provisions that are herein provided.

President: Philip A. Suber Date: 5/2/24

Vice President: GEMUNAL Date: 5/7/2024

Treasurer: Paul M. Whittaker Date: 5/2/24

Secretary: Charles E. Chadee Date: 5/7/24

Director: James E. Bunker Date: 5/7/2024

This Code of Conduct is effective upon the signatures of the Board members. Board members are expected to uphold these principles and guidelines for the betterment of Cypress Falls Homeowners HOA.