

The Code of Conduct for 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 confidence and respect for 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 under felony investigation shall take a leave of absence during the investigation and trial. [F.S. 720.3033. [F.S. 720.3033 (4)]
- Conviction of a felony results in immediate resignation from the Board or officer position.

6. Support of Decisions:

- Board members shall 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]

Social Media Use:

1. Official Communication:

- All HOA-related communications must be conducted through authorized channels, including board meetings, official emails, and approved community notices. Board members should not discuss or disclose HOA business on social media platforms.

2. Participation in Online Discussions:

- Board members should refrain from creating, moderating, or participating in social media forums or groups related to HOA governance, policies, or operations to prevent confusion and maintain the integrity of official communications.

3. Personal Social Media Use:

- While board members may maintain personal social media accounts, they should avoid commenting on HOA matters or making statements that could be perceived as official board positions.

4. Avoiding Misrepresentation:

- Any public statements regarding HOA matters should only come from authorized board communications. Members should avoid sharing opinions or internal discussions that could be misinterpreted as official policy.

5. Upholding Confidentiality and Professionalism:

- Board members must adhere to confidentiality obligations and maintain professionalism in all communications, both online and offline, ensuring sensitive information is shared only with those who have a legitimate need to know.

Meeting Attendance:

1. Attendance Requirement:

- A board member missing three (3) 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]

Consequences for Violation:

To maintain the integrity and effective functioning of the Board, it is imperative that all members adhere to the established Code of Conduct. Intentional misconduct, such as deliberate disobedience or refusal to collaborate with fellow board members, undermines the Board's ability to serve the community effectively. In instances where a board member engages in such behavior, the Board may implement the following measures:

1. Censure:

- The Board may formally reprimand the member through a resolution adopted during a board meeting. This official statement of disapproval will be documented in the meeting minutes, serving as a public acknowledgment of the misconduct.

2. Revocation of Privileges:

- The Board may limit or revoke certain privileges associated with the board position, such as access to confidential information, participation in specific committees, or representation of the HOA in external matters.

3. Public Disclosure:

- The Board may inform the community about the members' violation(s) and the Board's response through official communication channels. Transparency ensures residents are aware of the issue and the steps taken to address it, fostering trust in the Board's commitment to uphold ethical standards.

4. Request for Resignation:

- The Board may privately or publicly request the resignation of the member in question. While the Board may not have the power to enforce removal, a formal request emphasizes the seriousness of the violation and the Board's dedication to ethical governance.

5. Mediation or Counseling:

- The Board may encourage the member to participate in mediation sessions or seek professional advice.

Confidentiality Agreement:

1. Confidentiality Oath:

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

Acknowledgment Statement:

By accepting a position on the Cypress Falls at the Woodlands HOA Board of Directors and participating in board activities, I acknowledge that I have read, understand, and agree to comply with the Code of Conduct and Social Media Policy. I commit to upholding these standards throughout my tenure as a current Board of Director member for Cypress Falls HOA.

Amendment Clause:

1. Amendment Procedure:

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

Board Signatures:

- **President:** James Bowman Date: 3/26/2025
- **Vice President:** Chad Charles Date: 3/24/25
- **Treasurer:** Karla Gerner Date: 3/26/25
- **Secretary:** Tim Egan Date: 3/26/25
- **Director:** Karen Shepherd Date: 3/26/25

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.