

**THE REEF ASSOCIATES, INC.  
CODE OF CONDUCT  
FOR  
BOARD MEMBERS**

The Reef Associates, Inc. (The "Association") Board of Directors will use its best efforts at all times to make decisions that are consistent with high principles, and to maintain, protect, and enhance the value of the Association assets and quality of life.

The Board of Directors has approved the following code of conduct for its members in order to guide and maintain a high standard of ethical conduct in the performance of Association business and to ensure that the residents maintain confidence in and respect for the entire Board.

The following principles and guidelines constitute the code of conduct:

No individual shall use their position as a Board member for private or personal gain inclusive of and not limited to the following actions:

No Board member shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or anything of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association, unless full disclosure is made to the Board of Directors and the membership of the Association.

The personal business or financial interest of a Director in a proposed contract or other transaction between that Director or his/her affiliate and the Association must be disclosed prior to authorization, approval, or ratification of any such contract or transaction by RAI. (See Section 6.2 of Section I and Section IV By-Laws)

No Board Member may provide any bid specifications including but not limited to costs, labor, materials and or components to any contractor or vendor prior to said contractor or vendor receiving a Request for Proposal [RFP] from the Association.

No Board member shall accept any gift or favor made with intent of influencing decisions or action on any official matter.

No Board member shall receive any compensation from the Association for acting as a Board member, other than normal reimbursement of expenses on behalf of the Association.

No Board member shall authorize a contribution to a political party or political candidate on behalf of the Association.

No Board member shall engage in any writing, publishing, or speech making that defames any other member of the Association Board or resident of The Reef.

No Board member shall willingly misrepresent facts to the residents of the community for any reason, including but not limited to advancing a personal cause or influencing the community to place pressure on the Board to advance a Board member's personal cause.

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Members of the Board will conduct themselves in a respectful manner to other members of the Board, RAI personnel and homeowners. Board Members will not publicly or privately ridicule anyone. The President or his/her appointed designee is the only individual authorized to speak on behalf of the Association.

No Board member, except for the President, will assume or is vested with any authority to direct a member, contractor, agent or employee of the Association. The authority of Board members is limited to the vote upon policies of the Association and participation in the meetings of the Board.

No Board member shall interfere with the system of management established by the Board of Directors of the Association.

No Board member shall interfere with duties of any staff member of The Reef Associates, Inc.

Confidentiality of other Board members' personal lives, all residents' personal lives as well as employees' personal lives will be protected by the Board members.

Any Board member under investigation for a felony will be given a leave of absence from the Board of Directors during the investigation and trial period.

Being convicted of a felony will be deemed immediate resignation as a member of the Board of Directors or as an officer of the Association.

A Board member will at all times subsequent to a vote support the decisions of the majority of the Board, regardless of the position that Board member has taken at the time of the vote.

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

A Board member will at all times uphold his/her fiduciary duty to the Association in addition to upholding a duty of care, a duty of loyalty and a duty of confidentiality.

A Board member who misses three (3) regular Association meetings beginning from the Annual meeting to the subsequent Annual meeting shall be subject to removal by the majority vote of the other members of the Board of Directors.

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I understand that I have various duties to the Association and that I will be in breach of such duties if I divulge confidential information to persons who are not on the Board of Directors. I further understand that these duties extend into the future so that I will be bound by this confidentiality requirement even after I no longer serve on the Board of Directors.

In addition to any other remedies that may be available to the Association in law or in equity, any Board member who violates this code of conduct or refuses to sign the code of conduct agrees to immediately resign from the Board. In the event a Board member refuses to resign after violating this code of conduct, then the remaining Board members may vote to determine whether the code of conduct has been violated. If a majority of the Board determines that the code of conduct has been violated, then such a finding shall be entered in the meeting minutes, and the decision shall have the same impact as if the Board entered in the meeting minutes, and the decision shall have the same impact as if the Board member in violation had submitted a formal resignation.

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

\_\_\_\_\_  
Board Member Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date