

**RESOLUTION
OF
THE CONSERVATORY HOMEOWNERS ASSOCIATION, INC.
AMENDED CODE OF CONDUCT FOR BOARD MEMBERS AND OFFICERS**

SUBJECT: Adoption of an amended code of conduct for volunteer Board members (directors), and officers of The Conservatory Homeowners Association, Inc. ("Association").

PURPOSES: To facilitate governance, communications and relationships among the members of the Board of Directors as well as committees, committee members, the Association's managing agent, and residents.

AUTHORITY: The Declaration of Covenants, Conditions, and Restrictions for The Conservatory, the Association's Articles of Incorporation and Bylaws, and Colorado law.

EFFECTIVE DATE: December 8, 2022.

RESOLUTION: The Association hereby adopts the following code of conduct for Association directors and officers. Each director and officer of the Board shall comply with the following:

Duties and Responsibilities

1. Directors and officers acknowledge their fiduciary duty to the Association and will strive to satisfy that duty at all times in a manner they reasonably believe to be in the best interests of the community;
2. Directors and officers acknowledge their duty of loyalty to the Association and Board decisions;
3. Directors will support decisions made by the Board;
4. Exercise sound business judgment and follow established management practices, including any communication paths or chains of command established by the Board;
5. Balance the needs and obligations of the community as a whole with those of individual owners and residents;
6. Be familiar with and understand the Association's governing documents and become educated with respect to applicable state and local laws, and direct the affairs of the community association accordingly. This includes undertaking and/or participating in director and officer education and training courses, classes, seminars, webinars, etc. as directed by the Board;
7. Directors and officers must attend all Board meetings unless expressly excused by the Board President or a majority of the remaining Directors;
8. Respect the opinions and viewpoints of other directors, officers, committee members, the managing agent, and those advising the Board in the decision-making process;
9. Provide complete and timely disclosure of personal and financial conflicts of interest related to the actions of community leaders, including but not limited to, Board and committee members, and the managing agent;
10. Will not use his/her position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers;
11. Will not solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association;

12. Will not receive any compensation from the Association for acting as a volunteer;
13. Will treat other Board members, owners and residents with courtesy and respect;
14. Will treat the Association's managing agent, managing agent's employees and support personnel, and vendors with courtesy and respect;
15. Language and decorum at Board meetings will be kept professional;
16. Will only use business-like and professional language and tone in their verbal and written communications as Directors, and will refrain from any rude, abusive, or harassing communication;
17. Personal attacks against owners, residents, managers, service providers and directors are prohibited and are not consistent with the best interest of the community;
18. Will not promise anything not approved by the Board as a whole to any contractor, subcontractor, or supplier during contract negotiations;
19. Will not interfere with a contractor engaged by the Association while a contract is in progress;
20. All communications with Association contractors or potential contractors will go through the managing agent, or, when appropriate, the Board president, or be in accordance with policy;
21. Directors will not request bids from vendors for any project, or give direction to vendors, unless specifically authorized by the Board to do so;
22. Will not harass, threaten, or attempt through any means to control or instill fear in any member, director or agent of the Association;
23. Will not knowingly misrepresent any facts to anyone involved with the community which would personally benefit himself/herself in any way; and
24. Will keep any information discussed in executive sessions confidential.

Communication and Social Media

The following policies and standards govern the use and publication of commentary via social media by Association directors and officers when communicating in their capacity as a Board member or in a manner that could reasonably be perceived as acting in that capacity.

The Association recognizes that social media is an effective communication tool, but it also presents risks due to the challenges of reconciling official versus personal (private) social media content and commentary.

The following provides a framework for Board members' and officers' use of social media. Each director and officer of the Board will adhere to the following:

1. Unless specifically authorized in writing by the Board, directors and officers are not authorized to, and are restricted from, speaking on behalf of the Association or the Board through social media.
2. Directors and officers will support decisions made by the Board, and will not make statements or publish information undermining those decisions by any means, including in-person or via social media, telephone, websites, blogs, online community forums, etc.

3. Use of social media must follow the same standards of conduct outlined above regarding Duties and Responsibilities and in the Association's Conduct of Meetings Policy (e.g., no abusive, profane, threatening, or offensive language).
4. Harassing, threatening, discriminating or disparaging any individuals, including fellow Board members, officers, committee members, management, owners, or residents through social media will not be tolerated.
5. Sharing any confidential, proprietary, or privileged information, including personal information and/or personal identifying information of members or residents, attorney-client privileged communications, or other confidential records of the Association through social media is prohibited.
6. As it relates to Board elections and campaigning, Board members will respect the rights and opinions of others, and shall refrain from disparaging or otherwise disrespecting any candidates running in the election. Board members will treat candidates with respect and professionalism at all times.
7. Directors and officers may endorse and/or publish content regarding general topics of interest within the community, as long as they do not use their official titles (e.g., President, Vice President, Secretary, Treasurer, etc.) or create an impression that they are speaking on behalf of the Board of Directors, any committee, or management. Directors and officers who choose to identify themselves as Board members must state clearly that she/he is speaking on behalf of herself/himself and that any comments, posts, views, or opinions are your own, and that you are not authorized to speak on behalf of the Board.
8. Directors and officers shall refrain from engaging in social media arguments or disputes regarding the Association or The Conservatory community.
9. The Association takes a neutral position towards Board members and officers who use social media in connection with personal interests and affiliations, or for other lawful purposes. However, Board members and officers are expected to make clear that any comments or posts are made by you as an individual, and not in your capacity as a director, officer or agent of the Association. Unless authorized by the Board, Board members and officers are not authorized to speak on behalf the Association or the Board as a whole through social media.
10. Personal opinions and editorialization about individual Board members, specific Board decisions, etc. are not appropriate. Once the Board has taken action on a particular issue, the Board speaks with one voice – even if a particular Board member's vote on an issue was a dissenting opinion.
11. Differences among Board members and Board member opinions must be respected and are encouraged. However, once a vote is taken, those who dissented must accept the decision and support its implementation.
12. Social media is not intended as a platform or forum for conducting Board business. Directors and officers will not use online or social media platforms as a forum for communicating with each other outside of Board meetings. Such communications undermine the purpose and intent of open Board meetings.
13. Directors and officers are personally responsible for commentary, posts and content published through personal or private social media. Except as otherwise required by law, directors and officers will be personally liable for commentary or content that is considered defamatory, threatening, intimidating, harassing, obscene, proprietary or libelous.

Each director and officer will sign an acknowledgement of this Code of Conduct each year following the annual meeting.

If a director or officer fails to adhere to this Code of Conduct, a majority of the remaining directors may request that the Board call a special meeting to remove the director or officer pursuant to the requirements in the Bylaws.

IN WITNESS WHEREOF, the undersigned certifies that this Code of Conduct Policy was adopted by resolution of the Board of Directors of the Association on this 8th day of December, 2022.

THE CONSERVATORY HOMEOWNERS
ASSOCIATION, INC., a Colorado nonprofit corporation,

By:  _____
President

THE CONSERVATORY HOMEOWNERS ASSOCIATION, INC.
ACKNOWLEDGEMENT OF CODE OF CONDUCT FOR BOARD MEMBERS AND OFFICERS

I, Andrew Igl, hereby acknowledge and confirm that I have read the Code of Conduct adopted December 8th, 2022 and agree to abide by the policy in my actions taken while serving on the Board of Directors.

Dated this 8th day of December, 2022.



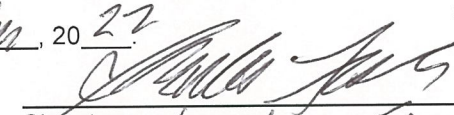
Signature

Andrew Igl

Printed Name

I, Charles Fiser, hereby acknowledge and confirm that I have read the Code of Conduct adopted 12-8-, 2022 and agree to abide by the policy in my actions taken while serving on the Board of Directors.

Dated this 8 day of December, 2022.



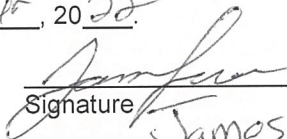
Signature

Charles Fiser

Printed Name

I, James Lawrence, hereby acknowledge and confirm that I have read the Code of Conduct adopted December 8, 2022 and agree to abide by the policy in my actions taken while serving on the Board of Directors.

Dated this 8 day of December, 2022.




Signature

James Lawrence

Printed Name

I, Christopher Horne, hereby acknowledge and confirm that I have read the Code of Conduct adopted December 8, 2022 and agree to abide by the policy in my actions taken while serving on the Board of Directors.

Dated this 8 day of December, 2022.




Signature

Christopher Horne

Printed Name

I, Helen L. Hardin, hereby acknowledge and confirm that I have read the Code of Conduct adopted December 8, 2022 and agree to abide by the policy in my actions taken while serving on the Board of Directors.

Dated this 8 day of December, 2022.



Signature

Helen L. Hardin

Printed Name