

**MERIDIAN ON SAND KEY OWNERS ASSOCIATION, INC.**  
**CODE OF CONDUCT FOR COMMITTEE MEMBERS**

WHEREAS, the Board of Directors ("Board") of **MERIDIAN ON SAND KEY OWNERS ASSOCIATION, INC.** ("Association") has the authority and responsibility to make decisions for the benefit of the entire community, and

WHEREAS, the Board wishes to ensure that it and its individual committee members ("Committee Member") maintain a high standard of ethical conduct in the performance of the Association's business, and to ensure that the Association's members maintain confidence in and respect for the entire Board and Committee structure.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of the Association hereby adopts the following rules of conduct, standards of behavior, ethical rules, and enforcement procedures that are applicable to all members of all Board Committees:

1. ***Committee Members shall act in the best interests of the Association as a whole.***  
Committee Members serve for the benefit of the entire community, and shall, at all times, strive to do what is best for the Association as a whole. Committee Members shall not use their positions as such for private gain, for example:
  - No Committee Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with the Association.
  - No Committee Member shall seek preferential treatment by the board, any of its committees, or any contractors or suppliers.
  - No Committee Member shall accept a gift or favor made with the intent of influencing a decision or action any official matter.
  - No Committee Member shall receive any compensation from the Association for serving on the Committee.
  - No Committee Member shall willingly misrepresent facts to advance a personal cause or influence the community to advance a personal cause.
  - No Committee Member shall use his/her position to enhance his/her financial status through the use of certain contractors or suppliers.
2. ***Committee Members shall comply with governing documents and relevant law.***  
Committee Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Declaration, Bylaws, and other governing documents of the Association, and to be familiar with all such documents. Committee Members shall likewise comply with and make decisions that are consistent with all applicable laws, including, but not limited to, refraining from discriminating against any person on the basis of race, color, religion, national origin, gender, family status, or mental or physical disability.

3. ***Committee Members shall set high standards for themselves as Association members.*** Committee members shall hold themselves to the highest standards as members of the Association, and shall in all ways comply with the provisions of the Association's governing documents.
4. ***Committee Members shall work within the Association's framework and refrain from unilateral action.*** Committee Members shall at all times work within the association's framework and abide by the system of management established by the Association's governing documents and the Board. The Committee shall conduct business in accordance with state law and the Association's governing documents, and shall act upon decisions duly made, and no Committee Member shall act unilaterally or contrary to such decisions. Toward that end, no Committee member shall seek to have a contract implemented that has not been duly approved by the Board, nor promise anything not approved by the Board to any contractor, supplier, or otherwise.
5. ***Committee Members shall behave professionally at meetings.*** Committee Members shall conduct themselves at all meetings, including board meetings, annual meetings of the members, and committee meetings, in a professional and businesslike manner. Personal attacks against other Board or Committee Members, Association members, residents, officers, management, or guests are not consistent with the best interests of the community and will not be tolerated. Language at meetings shall be kept professional and businesslike manner.
6. ***Committee Members shall maintain confidentiality when appropriate.*** Committee Members shall at all times maintain the confidentiality of all legal, contractual, personnel, and management matters involving the Association. Committee members shall also maintain the confidentiality of the ***personal*** lives of other Committee members, Association members, residents and management staff.
7. ***Committee Members shall disclose conflicts of interests.*** Committee members shall immediately disclose to the board any perceived or potential conflict of interest regarding any aspect of the business operations of the Association.
8. ***Committee Members shall refrain from defaming anyone in community.*** Committee Members shall not engage in defamation, by any means, of any other Committee Member, Association member, resident, or management staff member. The Association shall deem any Committee Member who engages in defamation to be acting outside the scope of his authority as a Committee Member.
9. ***Committee Members shall refrain from harassing Association members or residents.*** Committee Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, Association member, or resident. The Association shall deem any Committee Member who harasses, threatens, or otherwise attempts to intimidate other Association members or residents to be acting outside the scope of his authority as a Committee Member.
10. ***Committee Members shall refrain from interfering with management staff and contractors.*** No Committee member shall interfere with the duties of management staff or any

