



TWIN LAKES OWNERS' ASSOCIATION

BOARD MEMBER CODE OF CONDUCT & AGREEMENT

I understand that as an elected or appointed member of the Board of Directors of Twin Lakes Owners' Association (TLOA), I hold a legal, fiduciary, and ethical responsibility to ensure the Association operates in the best interests of the community. I commit to performing my duties prudently, respectfully, and in compliance with the TLOA Bylaws and applicable laws of the Commonwealth of Virginia.

Standards of Conduct

As a Board Member, I agree to adhere to the following standards of conduct:

1. **Authorized Representation:** I will represent the Association and act as a spokesperson **only** with explicit Board consent and approval.
2. **Meeting Attendance:** I will attend at least **75%** of scheduled Board meetings, committee meetings, and special events. *(Note: Missing more than two regularly scheduled meetings without an accepted explanation may result in dismissal per Bylaws Art. IV, Sec. 3b).*
3. **Conflict of Interest & Gain:** I will act in the best interests of the Association and excuse/recuse myself from discussions and votes where I have a conflict of interest. I will provide full disclosure of any financial or personal conflicts, and I will never use my position on the Board for private gain.
4. **Active Governance:** I will remain informed on Association business, thoroughly review meeting materials, and actively participate in board decision-making.
5. **Respectful Conduct:** I will conduct myself in a professional, courteous, and respectful manner toward fellow Board members, management, Association residents, contractors, and vendors.
6. **Confidentiality (Active & Surviving):** I will maintain strict confidentiality regarding all Executive Session discussions, pending or probable litigation, legal counsel consultations, contract negotiations, personnel matters, and individual member account privacy. **This obligation survives my tenure on the Board and continues indefinitely after I leave office.**
7. **Fiduciary Duty:** I will exercise sound business judgment and uphold my legal fiduciary responsibilities to the entire Association.
8. **Truthful Communication:** I will not misrepresent facts or make false statements to Association residents, members, or vendors.
9. **Board Unity:** Subsequent to a valid Board vote, I will support the decision of the majority of the Board regardless of my personal position or voting preference on the matter.

10. **Accountability:** If I fail to fulfill these obligations, I expect and encourage fellow Board members to discuss my responsibilities directly with me.
11. **Return of Property & Digital Records:** Within **seven (7) days** of resignation, removal, or expiration of term, I will turn over all physical and digital Association property (including keys, files, financial records, equipment, and administrative credentials/passwords) to the Board President or Secretary and permanently delete all local digital copies of confidential Association files.
12. **No Post-Service Representation:** Upon departing the Board, I recognize that I retain no official status, authorization, or authority to speak, act, negotiate, or communicate on behalf of the Board or Association to residents, vendors, contractors, or public officials.

Enforcement & Disciplinary Procedures

Failure to comply with this Code of Conduct constitutes cause for discipline and removal. The Board of Directors will enforce violations through the following strict protocol:

- **First Violation:** The Board will issue a formal written notice outlining the specific violation and warning the member of mandatory compliance.
- **Second Violation (Removal at Board Discretion):** A second violation shall constitute cause for immediate removal from office. Pursuant to **Article II, Section 7 of the TLOA Bylaws**, any Director or Officer may be removed by a majority vote of the Board of Directors at any time with cause, **at the sole discretion of the Board.**

Note on Board Authority: Election or appointment by the general membership does not exempt a Director from removal under Article II, Section 7. The Board of Directors retains explicit legal authority under the Bylaws to remove any non-compliant Director. Upon a majority vote of the Board for cause, the Director will be removed immediately and rendered permanently ineligible to serve on the TLOA Board of Directors for any future terms.

Survival of Obligations & Legal Enforcement

The obligations set forth in Sections 6 (*Confidentiality*), 11 (*Return of Property*), and 12 (*No Post-Service Representation*) explicitly **survive** a Director's resignation, removal, or expiration of term.

Any active or former Board Member who violates or breaches this Code of Conduct (including surviving obligations) agrees that the Board of Directors may seek **injunctive relief** against them and agrees to pay all reasonable **attorneys' fees and legal expenses** incurred by the Board of Directors and the Association in seeking or enforcing such relief.

Board Member Name (Printed): _____

Board Member Signature: _____ **Date:** _____

Witness Name (Printed): _____

Witness Signature: _____ **Date:** _____