

MSSION VIEJO ENVIRONMENTAL ASSOCIATION

DIRECTOR CODE OF CONDUCT

The Board of Directors has adopted this Director Code of Conduct (“Policy”) to provide a policy for the ethical conduct of all Directors serving on the Board.

1. Each Director shall act within the business judgment rule, which is to act in good faith, in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
2. A Director shall consider himself/herself trustees of the Association and do his/her best to ensure that it is well maintained, financially secure and always operating within the best interest of those they serve.
3. Self-dealing is prohibited, which includes, but is not limited to, making decisions that materially benefit the Director and are for the benefit of the Director and not the Association.
4. A Director shall not act for or obligate the Association without the prior approval of the Board, including, but not limited to, entering into contracts or approving work be performed without Board approval.
5. Unless authorized to do so by the Board, a Director shall not have the authority to speak for or on behalf of the Association.
6. A Director shall immediately disclose to the Board any perceived or real conflict of interest as soon as he/she has knowledge of the potential conflict.
7. A Director shall recuse himself/herself from any discussion and voting on any matter in which the Director has a material or financial interest.
8. A Director shall respect the majority decisions of the Board. Even though a Director may disagree with a decision, he/she must act with respect and dignity and may not make personal attacks on others.
9. A Director shall regularly attend Board meetings and approach all Association business with an open mind, prepared to make the best decisions for everyone involved.
10. A Director shall do nothing to violate the trust of those who elected or appointed them to the Board or of those they serve.
11. A Director shall keep all confidential Association information, confidential.
12. A Director shall conduct himself/herself with courtesy and respect towards Members, other Directors, Committee Members, management employees and vendors, and shall not engage in harassment, discrimination, defamation or threats against any such individuals.

Any violation of this Policy may subject a Director to disciplinary action, including, but not limited to, censure, removal from committees, removal as an officer of the Board, request for resignation from the Board, removal by the Delegates, and/or legal proceedings.

Date: _____

Director Name: _____

Director Signature: _____