

PGA WEST MASTER ASSOCIATION

BOARD MEMBER CODE OF ETHICS AND CONDUCT

The PGA WEST Master Association (“Master Association”) has adopted a Board Member Code of Ethics and Conduct. This Director Code of Ethics and Conduct is intended to establish standards of conduct for the Directors serving on the Board and Directors agree to adhere to the following standards in all matters pertaining to the Master Association, its vendors, agents and representatives as well as Owners and residents.

I understand that I owe a fiduciary duty to the Association and its members, in accordance with California law, the CC&Rs, Bylaws and other Association Governing Documents and Board resolutions/policies. If there is a conflict between California law and any of the documents listed, the law will dictate.

MY AGREEMENTS

I agree to conduct myself as follows:

1. Act in Good Faith. I agree to make decisions on behalf of the Master Association in good faith, and not in an arbitrary manner, and without bias toward my personal opinions and feelings. I agree not to misuse or take advantage of the power and responsibility I have been given as a Director.
2. Act in the Best Interest of the Association. I agree to consider and decide based on the best interest of the Association, even though some members may disagree or be unhappy with such decision. I will set aside any personal agendas I may have in favor of making decisions in the best interest of the Association as a whole, and its members.
3. Act Upon a Reasonable Investigation. I agree to seek the true facts surrounding a situation, and to ask questions, prior to making a decision, so that a reasoned and informed decision can be made.
4. Potential for Liability. I agree to refrain from acting in a manner which may cause potential liability on the part of me or the Association.
 - A. Invasion of Privacy. I agree not to divulge, disclose or discuss private or confidential information that may be obtained through my position as a director.
 - B. Unauthorized/Intentional Acts. I agree to not engage in acts that could cause potential liability on the part of the Association. I agree not to act or decide unilaterally, nor to engage in Association business which has not been authorized by the Board as a whole or delegated to me.
 - C. Reporting and Handling of Violations. I agree to follow the Association’s

Governing Documents in observing, reporting and making decisions related to violations of the Governing Documents by Owners/residents. I agree that the Board may delegate authority to its Manager to respond to reports of violations and I agree not to individually take it upon myself to attempt to handle or directly address violations involving Owners/residents.

D. Monitoring/Surveillance. I understand that individual Directors have no power to enforce the Governing Documents. I will not perform specific monitoring or surveillance on Owners/residents. If I personally observe a violation, I will report it to the Manager who will then handle responding to such reports as indicated in Section C above.

E. Confidentiality/Exposing The Corporation to Liability. I agree and understand that Civil Code Section 4935 provides that matters related to litigation, personnel matters, member discipline and formation of contracts are matters which are deemed confidential under the law. I understand that absent the express written consent of the Board of Directors, the confidential information provided in this section cannot be disseminated to any third party.

5. Protect, Maintain and Enhance the Property. I agree to make decisions in furtherance of the goals of protecting, maintaining and enhancing the Master Association and its programs and services. I will do my best to ensure that the Association is well maintained, financially secure, growing and operating within the best interests of the community.

6. Treat Similar Situations Similarly. I agree to make decisions which result in similar situations being treated similarly.

7. Act in a Civil and Respectful Manner. I agree to conduct myself, including my actions and words, in a civil and respectful manner, despite disagreement and debate over issues or decisions regarding the Master Association. I also agree to adhere to established parliamentary procedure and other standards of conduct established by the Board for the transaction of business at Board and committee meetings. I agree to maintain a good working relationship with other Directors, Owners, residents, Manager and vendors to the best of my ability. I agree to listen respectfully to other's points of view and not interrupt others.

8. Officers of the Board. I understand that the Officers of the Board (e.g., president, vice-president, secretary and treasurer) serve at the pleasure of the Board and that Officer positions may be modified at any time.

9. Preparation and Participation in Board and Committee Meetings. I agree to prepare for, attend and participate in Board and committee meetings. I agree to faithfully attend regular Board meetings and not to miss meetings without reasonable justification.

A. Items of Business/Agenda. I acknowledge that the Board transacts business pursuant to a notice/agenda as required by California law. I agree to adhere to the agenda for such meetings and will limit my comments and discussion to items of business on the agenda.

B. Conduct during Meetings. I agree to act in a civil and respectful manner during Board and committee meetings and to adhere to established parliamentary procedure and other standards of conduct established by the Board for the transaction of business at Board and committee meetings.

C. Open Meeting Act. I acknowledge and understand that pursuant to California law, the Board is required to transact all business in noticed Board meetings with a limited exception in an emergency situation. I agree to refrain from attempting to transact business or Board decision-making outside of noticed Board meetings, including, but not limited to email communications to other Directors or Manager. I understand that email communication between fewer than a majority of directors may be used to discuss or comment on an item of business but that the email exchange cannot become a “series” of emails involving a majority of the board. I also understand that unless a matter is on the agenda, the Board of Directors cannot make a decision or discuss the same, except in limited circumstances set forth in the Civil Code. Accordingly, I agree not to bring up matters at Board meetings which the Board cannot legally respond to.

10. Conflicts of Interest. I agree to avoid, in fact and perception, conflicts of interest and disclose to the Board, in a timely manner, any possible conflicts.

11. Assessments and Violations. I agree to keep my assessments and any other Association accounts current, to avoid violation of any of the Association’s Governing documents or provisions of California law and promptly correct any violations when identified.

I promise to adhere to the above standards and duties as best I can and I agree to support and participate in the governance of the Association with my fellow Directors.

Dated: _____

Director Signature

Printed Name