

WESTCHASE COMMUNITY ASSOCIATION

CODE OF CONDUCT

Effective 10/11/16

This Code of Conduct (the “Code”) applies to any Member of the Westchase Community Association, Inc. (“WCA”) when he or she is acting on behalf of the WCA, including any Member or the spouse of any Member who has been elected or appointed to the Board of Directors (“BOD”), as a Voting Member (“VM”), or to any WCA committee (“Committee Member”) and to any Member who is otherwise participating in any WCA business or affair, all of whom are collectively referred to herein as “Members.” The foregoing includes, without exclusion, any Member who attends a meeting conducted under the auspices of the WCA (a “Meeting”) or who communicates with the Property Manager or other WCA employees or agents regarding WCA business. All communications, whether written or verbal or delivered by electronic means, facsimile, telephone, or otherwise, are considered communications for the purpose of this Code. This Code also applies to any other agent or employee of the WCA when they are acting for or on behalf of the WCA.

This Code does not apply to gatherings of any number of Directors of the BOD and the WCA attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege.

A Member of the WCA does not have authority to act for the WCA by virtue of being a Member. Neither this Code nor its enactment confers upon any Member any authority to act on behalf of the WCA.

This Code establishes a code of conduct, standards of behavior, ethical rules and enforcement procedures for all Members when attending any Meeting or when participating in WCA business or affairs. Furthermore, this Code is intended to maintain a high standard of ethical conduct in the performance of WCA business.

This Code is in addition to *Robert’s Rules of Order*, which governs the conduct of all Meetings, and in the event there is a conflict between this Code and *Robert’s Rules of Order*, this Code controls. If there are any conflicts between the provisions of this Code and the provisions of the Declaration of Covenants, Conditions & Restrictions of Westchase (the “CCRs”), the Articles of Incorporation of the WCA (the “Articles”), or the Bylaws of the WCA (the “Bylaws”), the CCRs, Articles, and Bylaws, in that order, control with respect to this Code. Any word not defined in this Code shall use the definitions in the CCRs and Bylaws.

Code of Conduct – Governing Principles and Rules

- 1) **Members shall avoid self-dealing and act in the best interests of the WCA as a whole.** Members serving in an official capacity for the WCA do so for the benefit of the entire community and shall at all times, while acting in their official capacity, strive to do what is in the best interest for the WCA as a whole. Members shall not use their official positions for private gain, for example:

- a. No Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or any other thing of more than nominal monetary value from a person who is seeking a contractual or other business or financial relationship with the WCA.
- b. No Member shall seek preferential treatment by the Board, any of its committees or any contractors or suppliers.
- c. No Member shall solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or any other thing of more than nominal monetary value with the intent of influencing a decision or action on any official matter.
- d. No Member shall receive any compensation from the WCA for serving at any Meeting.
- e. No Member shall willingly misrepresent any fact for any purpose whatsoever.
- f. No Member shall use his or her official position to enhance his or her financial status through the use of certain contractors or suppliers.

The above list of examples is offered for illustration purposes only and is not intended to be exclusive or exhaustive.

- 2) **Members shall comply with governing documents and relevant law.** Members shall be familiar with and comply with the CCRs, Articles, Bylaws, and other governing documents of the WCA and applicable law, including Chapter 720, Florida Statutes.
- 3) **Members shall refrain from unilateral action.** No Member shall, in his or her official capacity, act in a manner that is contrary to any BOD decision so long as the BOD decision complies with the WCA's governing documents and applicable law. This provision does not prevent Members from expressing their opinions in a courteous manner or from seeking to alter or amend WCA's policies.
- 4) **Members shall observe proper decorum in all contexts and refrain from harassing behavior.** A Member shall observe proper decorum in all contexts and situations. Members shall not in any way harass, threaten or otherwise attempt to intimidate or defame any other Member, the Property Manager, officers and employees of the CDD, the WCA attorney and its employees, any guests or invitees of the WCA or of any other Member, and any other agents or employees of the WCA. Members should refrain from personal attacks, comments that violate the privacy of others and comments intended to embarrass or denigrate others.
- 5) **Members shall refrain from interfering with the Property Manager, the WCA attorney and other contractors, employees and agents of WCA.** Members and other employees or agents of WCA shall not interfere with the Property Manager and/or its employees, the WCA attorney and/or its employees or any contractor, employee or agent of WCA in connection with performance of their duties on behalf of WCA. Unless otherwise allowed by the BOD, all communications from any Member, employee or other agent of WCA regarding or intended for the

WCA attorney or for any contractor, employee, or other agent of WCA shall be directed to the Property Manager.

- 6) **Attendees of Meetings shall observe proper decorum.** Decorum for a successful Meeting requires mutual respect between each attendee of the Meeting and between attendees and the officer presiding at the meeting (the “Chair”). Anyone wishing to speak for any purpose should do so by seeking the recognition of the Chair. Once a person is recognized by the Chair, the person’s comments should be confined to the item of business properly advanced at the Meeting. Attendees shall not repeat or initiate gossip or rumors regarding any other person. While an attendee has the floor, he/she shall have the full attention of the other attendees. Attendees shall not engage in side conversations or other behavior that disrupts the Meeting. Attendees shall respect the privacy of others and refrain from public actions meant to embarrass other attendees or other Members, employees and agents of the WCA. No attendee shall use profanity. To ensure that decorum is maintained, the Chair should guide attendees through the proper order of business. The Chair should require that the rules be followed at all times while maintaining flexibility and patience with attendees who are unfamiliar with the formal rules of parliamentary procedure. The Chair should not permit conduct which is disruptive, tedious, or dilatory.
- 7) **Members, employees and agents of WCA shall respect Meeting procedures and decisions.** All Members, employees and agents of WCA shall respect the process by which Meetings are conducted and shall refrain from disrespecting any WCA employee, agent, or other Member based on the outcome of a properly administered Meeting. Any decisions reached at a Meeting shall be respected by all Members, employees and agents of WCA and may only be challenged in accordance with the procedures set forth herein or in the WCA’s governing documents.
- 8) **Attendance by Members who are not serving the WCA in any official capacity at a Meeting.** Members who are not serving the WCA in any official capacity at a Meeting who attend such Meeting shall, in addition to the foregoing principles and rules, abide by the following:
 - a. A Member wishing to speak should wait until such time as the Chair asks if there are any persons present who wish to speak on an issue being addressed at the Meeting. At that time, the Member should stand or come forward to be recognized by the Chair. The Chair shall then select the order in which Members may speak.
 - b. The selected Member should state his or her name and address in a clear voice.
 - c. The Member should only direct his or her comments to the Chair.
 - d. The Member will be allowed to speak for a maximum of three (3) minutes unless allowed additional time by the Chair or through a proper motion and vote. Time is not transferable to another Member.

- e. The Member must remain calm and respectful while speaking, and upon conclusion of the allotted time, the Member must return to his or her seat and remain seated.
- f. The Member may not knowingly provide false information to any committee, the VMs, the BOD, or other employee or agent of the WCA.
- g. The chair may direct or permit other attendees to answer questions or respond to issues at the conclusion of each Member's comments.
- h. To the extent time permits, the Chair may allow miscellaneous comments from the Members at the conclusion of the Meeting.
- i. The Chair may designate areas for Members to be seated or to stand.
- j. No person other than a Member may attend meetings of the BOD or VMs unless invited or permitted to attend by the Chair.

Enforcement of the Code of Conduct

Any Member, employee or other agent of WCA who does not conduct themselves in a manner that is consistent with the above principles and rules may be censured, removed from the Meeting, and/or removed from their WCA position according to the guidelines set forth below:

- 1) If a Member, employee or other agent of the WCA violates the above principles and rules at a Meeting, it shall be handled according to the following:
 - a. Warning/Instruction - If the offense is only a slight breach of order, as determined in the sole discretion of the Chair (such as addressing anyone other than the Chair in debate, or in a single instance, failing to confine his remarks to the merits of the item of business properly advanced at the Meeting), the Chair may bring it to the attention of the offending attendee and advise the attendee to cease such conduct.
 - b. Call to Order - If the offense is more serious (i.e., as when an attendee repeatedly makes statements meant to embarrass or insult other attendees, or other Members, employees, or agents of WCA, engages in personal or character attacks, or persists in speaking on irrelevant matters in debate) the Chair should first warn the offender; but with or without such a warning, the Chair or any member of the assembled body may call the offender to order. Any member of the assembled body may rise or come forward, and without waiting to be recognized, say, "Mr./Mrs. Chair, I call the Member to order," then resume his or her seat. The Chair may declare the offender out of order and direct him or her to be seated and cease such conduct. If the offender does not obey or if the Chair or any member of the assembled body believes additional action should be taken, the following actions may be taken:

- i. Censure – The Chair or any member of the assembled body may make a motion to censure the offending attendee. If a motion to censure is made and the motion carries, the censured attendee shall offer confirmation that the inappropriate behavior will not continue, apologize for the inappropriate behavior to the other persons present and, if the inappropriate behavior was of a personal nature, apologize to the person to whom such behavior was directed.
 - ii. Removal from Meeting – If the censured attendee will not apologize or continues to violate the above principles and rules following censure, the Chair or any member of the assembled body may make a motion to expel the censured attendee from the Meeting. If a motion to expel any attendee is made, the attendee shall be allowed to briefly present his or her defenses, if he or she so chooses, which presentation shall not exceed three (3) minutes. The members of the assembled body who are present at the Meeting will then vote on the motion for expulsion. The motion must be approved by two-thirds (2/3) ~~BOD~~ of the members of the assembled body in order to pass. The vote shall be conducted by anonymous written ballot.
- 2) If a Member violates the above principles and rules outside the context of a Meeting, the Member may be censured. The BOD has the authority to determine whether any Member, other than a member of the BOD or a VM, has committed a violation of the above principles and rules outside a Meeting and to censure such Member. Only the VMs have the authority to determine whether a member of the BOD or any other VM has committed a violation of the above principles and rules outside a Meeting and to censure such member of the BOD or VM. A majority of the members of the BOD must approve the censure of any Member other than another member of the BOD or a VM. A majority of the VMs, with each VM having one vote, must approve the censure of any member of the BOD or any other VM. Upon being censured, the censured Member will apologize for the inappropriate behavior to the BOD, the VMs, or to any other Member, employee or agent of WCA, as applicable, and will take such actions as the BOD or VMs may reasonably determine is necessary to remedy the consequences of such inappropriate behavior.
- 3) If a Member is censured or violates the above principles and rules more than two (2) times in any 12 -month period, then the BOD (or VMs, in the event such person is a member of the BOD or VM) may revoke the authority of the Member to act on behalf of the WCA and remove the Member from his or her official position with the WCA pursuant to the procedures in the WCA’s governing documents.
- 4) The BOD may direct that any censure, the nature of the Member’s violation of this Code, and if applicable, the reason for revocation of authority or removal of a Member from his or her official position, be published in the World of Westchase by the Property Manager. If the VMs censure another VM for a violation of this Code, the other VMs, by a majority vote with each VM having one vote, may direct the Property Manager to notify the VM’s Owners of such censure, the nature of the

VM's violation of this Code, and if applicable, the VMs' intention to hold a vote to remove such offending VM pursuant to the procedures in the WCA's governing documents.

- 5) Any Member removed from an official WCA position, or any Member whose authority to act on behalf of the WCA is revoked, may not be permitted to act in any official capacity for the WCA for a period of one (1) year after such removal.
- 6) Every member of the BOD, VM, alternate VM, and Committee Member will, upon assuming their position, or as soon thereafter as is practical, be provided with a copy of this Code and be asked to confirm, in writing that they have received the Code and agree to abide by it. A copy of each signed confirmation will be maintained as part of the WCA's official records.