

## ASPOA Board of Directors Code of Ethics

This Board of Directors code of ethics was adopted by the Apache Shores Property Owners Association Board of Directors on 15 May, 2013.

### Preamble

The Apache Shores Property Owners Association, Inc. is a non-profit corporation organized to enforce, supervise, put into effect and otherwise carry out the restrictions pertaining to the properties situated in Apache Shores subdivision, a subdivision in Travis County, Texas; to consent, approve, grant permission and otherwise perform all such functions and do any and all things that may be permitted or required by the restrictions pertaining to said subdivision; to promote and supervise the beautification, care, maintenance and upkeep of said subdivision; and, to otherwise promote harmonious relations among the residents of said subdivision; to own and operate and maintain facilities, and roadways located in and upon said subdivision; generally to carry out any other purpose in connection with the foregoing and to have and exercise all the powers conferred by the Laws of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act and to do any and all other things hereinbefore set forth to the same extent as natural persons might or could do.

The business of the association is managed under the direction of the ASPOA board of directors. The board's code of ethics serves as a code of conduct for association volunteers and staff in their capacity as board members. Code violations may result in sanctions imposed under the Procedures for Review of Board Member Conduct. The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by ASPOA and its officers, directors, and employees with the fiduciary duties imposed on such individuals by the state non-profit corporation act. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the property owners association industry. Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

## Board of Directors Code of Ethics:

Members of the board shall at all times abide by and conform to the following code of conduct in their capacity as board members:

Each member of the board of directors will abide in all respects by the ASPOA Members' Code of Ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation, deed restrictions, bylaws and policies) and will ensure that their membership in the association remains in good standing at all times. Each member of the board of directors will at all times obey all applicable federal, state and local laws, statutes and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law. Furthermore, each member of the board is encouraged to be current with all dues and assessments and held to the same level of deed restrictions, bylaws and policies as membership.

Members of the board of directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.

Except as the board of directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any properly identified or stated confidential information related to the affairs of the association and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors identified as such.

Members of the board of directors will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.

No member of the board of directors will use any information provided by the association or acquired as a consequence of the board member's service to the association in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the board of directors to have or use such property.

Each director will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.

Upon termination of service, a retiring board member will promptly return to the association all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.

The board of directors dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the association at large.

No member of the board of directors shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association. Furthermore, no member of the board of directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship

• The board of directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove themselves from voting on the matter. The Code is not designed to prohibit conflict but to identify it and protect the association interest. Board members shall use the following as guidelines of conduct:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes;
- Use sound judgment to make the best possible business decisions for the association, taking into consideration all available information, circumstances and resources;
- Act within the boundaries of their authority as defined by law and the governing documents of the association;
- Provide opportunities for residents to comment on decisions facing the association;
- Perform their duties without bias for or against any individual or group of owners or non-owner residents;
- Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the association;
- Conduct open, fair and well-publicized elections;
- Always speak with one voice, supporting all duly-adopted board decisions—even if the board member was in the minority regarding actions that may not have obtained unanimous consent;
- Do not abuse board membership by improperly using board membership or the association's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
- Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the association;
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association;
- Do not reveal confidential information provided by contractors or share information with those bidding for association contracts unless specifically authorized by the board;
- Do not make unauthorized promises to a contractor or bidder;
- Do not advocate or support any action or activity that violates a law or regulatory requirement;
- Do not misrepresent known facts in any issue involving association business;

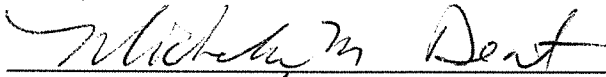
- Do not divulge personal information about any association owner, resident or employee that was obtained in the performance of board duties;
- Do not make personal attacks on colleagues, staff or residents;
- Do not reveal to any owner, resident or third party the discussions, decisions and comments made at any meeting of the board properly closed or held in executive session.
- Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the association without fully disclosing such items to the board of directors; and
- Do not provide goods or services to the association as a paid vendor to the association until after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.

AMENDMENT OF THE CODE OF ETHICS:

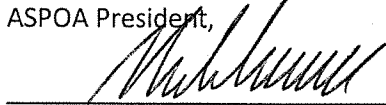
This Code of Ethics may be amended by a 2/3rds vote of each new Board, present and voting. The new Board may only do the action of amendment prior to adoption. Once adopted, no amendment will be allowed until the following year. Each new Board, yearly, shall adopt the Code of Ethics within ninety (90) days of the Annual Meeting and shall adopt the Code of Ethics at a regular Board meeting.

ASPOA Code of Ethics

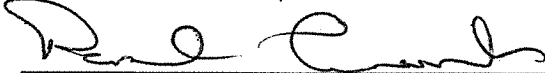
For the 2013 Board of Directors



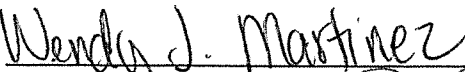
ASPOA President,



ASPOA Vice President,



ASPOA Secretary,



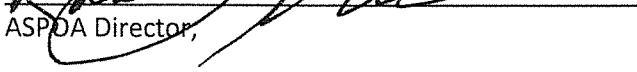
ASPOA Treasurer,



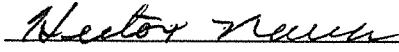
ASPOA Director,



ASPOA Director,



ASPOA Director,



ASPOA Director,

After Recording, please return to:  
ASPOA-c/o Pioneer (Judy Phelps)  
611 S Congress; Suite 510  
Austin, TX 78704

Nancy Lemieux  
ASPOA Director,

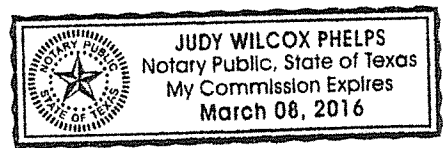
Ronald F. Wood  
ASPOA Director,

James W. Coney  
ASPOA Director,

J. Hogan  
ASPOA Director,

SUBSCRIBED AND SWORN TO BEFORE ME by said, Michelle Dent, President,  
Mark Rosen, Vice President, Paul Leach  
Secretary, wendy J. martinez Treasurer, Thomas Debaney ASPOA  
Director, Robert White ASPOA Director, Hector nava  
ASPOA Director, nancy Lemieux ASPOA Director,  
Ronald F. Wood ASPOA Director, James W. Coney ASPOA  
Director, J. Hogan ASPOA Director of Apache Shores Property Owners  
Association, Inc., a Texas non-profit corporation, on behalf of such non-profit corporation, on this  
15<sup>th</sup> day of May 2013.

JWP Phelps  
NOTARY PUBLIC FOR THE STATE OF TEXAS



**FILED AND RECORDED**  
OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

Jun 07, 2013 02:45 PM 2013104711  
GONZALESM: \$32.00

Dana DeBeauvoir, County Clerk  
Travis County TEXAS