



# SUNLAND OWNERS ASSOCIATION

## BOARD OF DIRECTORS CODE OF CONDUCT & COMMUNICATIONS POLICY

Adopted: \_\_\_\_\_

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### 1. Purpose and Authority

This Code of Conduct & Communications Policy establishes the ethical, fiduciary, operational, and communication standards governing members of the Board of Directors (“Board”) of **Sunland Owners Association** (“SLOA”).

This policy:

- Defines the legal and fiduciary duties of directors
- Establishes standards of ethical conduct
- Clarifies open meeting and communication requirements
- Protects the Association from governance and legal risk
- Promotes transparency and professionalism

This policy is adopted pursuant to SLOA’s governing documents and Washington State law, including:

- Revised Code of Washington Chapter 64.38 (Homeowners’ Associations)
- Washington Uniform Common Interest Ownership Act (RCW 64.90), where applicable

All Board members agree to comply with this policy as a condition of Board service.

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## PART I — LEGAL & FIDUCIARY DUTIES

### 2. Legal and Fiduciary Responsibilities

#### 2.1 Duty of Care and Good Faith

Directors shall perform their duties:

- In good faith
- With the care an ordinarily prudent person would exercise
- In the best interests of the Association as a whole



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### **2.2 Duty of Loyalty**

Directors shall place the interests of the Association above personal, financial, or professional interests.

### **2.3 Compliance with Law and Governing Documents**

Directors shall comply with:

- Washington law
  - Articles of Incorporation
  - Bylaws
  - CC&Rs
  - Rules and adopted policies
  - Open meeting and notice requirements
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## **PART II — ETHICAL STANDARDS**

### **3. Standards of Ethical Conduct**

#### **3.1 Integrity and Honesty**

Directors shall act honestly and in a manner that promotes confidence in the Association's governance.

#### **3.2 Professional Conduct**

Directors shall treat homeowners, fellow directors, management, and vendors respectfully and professionally.

#### **3.3 Non-Discrimination and Anti-Harassment**

Directors shall not engage in discriminatory, harassing, or abusive conduct.

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### PART III — CONFLICTS OF INTEREST

#### 4. Conflicts of Interest

##### 4.1 Disclosure

Directors shall promptly disclose any actual or potential conflict of interest.

##### 4.2 Recusal

A conflicted director shall abstain from discussion and voting on the matter.

##### 4.3 Avoiding Appearance of Impropriety

Directors shall avoid actions that may create the appearance of personal benefit.

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### PART IV — CONFIDENTIALITY

#### 5. Confidential Information

##### 5.1 Executive Session Matters

Directors shall maintain strict confidentiality regarding executive session matters permitted by Washington law, including:

- Legal matters and litigation
- Delinquency matters
- Personnel issues
- Contract negotiations
- Privacy-protected information

Executive session discussions must occur in properly convened meetings and shall not be conducted by email.

##### 5.2 Association Information

Confidential financial, legal, and owner information shall not be disclosed or used except for legitimate Association purposes.



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### PART V — BOARD OPERATIONS & DECISION-MAKING

#### **6. Open Meeting Requirements**

Board deliberations and decisions shall occur only at properly noticed Board meetings, except where statute expressly permits otherwise.

If it involves Board deliberation or decision-making, it belongs in a properly noticed meeting.

#### **6.1 Quorum and Deliberation**

A quorum of the Board may deliberate or take action only at a properly noticed meeting. Sub-quorum or sequential communications designed to build majority agreement (“walking quorum” or “serial meeting”) are prohibited. Substance governs over form.

#### **6.2 Unified Board Voice**

Once the Board has voted, directors shall support the decision publicly. Dissent may be recorded in minutes but shall not be used to undermine Board authority.

#### **6.3 Authority to Act**

Individual directors shall not act, negotiate, or speak on behalf of the Board unless expressly authorized.

#### **6.4 Preparedness**

Directors shall attend meetings, review materials in advance, and participate constructively.

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### PART VI — BOARD COMMUNICATIONS POLICY

#### **7. Guiding Principle for Electronic Communications**

Email, text, and electronic communications are tools for information sharing and logistics — not for conducting Board business.

If it involves deliberation, debate, or decision-making, it must occur at a meeting.



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### 8. Permitted Uses of Email and Electronic Communication

Board members may use email or electronic communications for:

- Distributing agendas and board packets
- Sharing reports, bids, and background materials
- Scheduling meetings
- Requesting factual clarification
- Administrative coordination
- Implementing decisions previously approved at a meeting
- Ministerial actions permitted by statute

These communications must not include substantive deliberation.

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### 9. Prohibited Uses of Email and Electronic Communication

Directors shall not use email, text, or electronic messaging to:

- Debate substantive Association matters
- Poll or survey directors regarding positions
- Build consensus prior to a meeting
- Direct management or vendors based on informal agreement
- Conduct "reply all" deliberations
- Vote by email except where unanimous written consent is legally permitted for limited ministerial matters.
- Electronic communications shall not be used to evade open meeting requirements.

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### 10. Urgent Matters

If prompt action is required:

- The President (or designated director) shall call a properly noticed special meeting;  
or
- The Board may act by unanimous written consent only within statutory limits.

Urgency does not justify bypassing open meeting requirements.

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### PART VII — INTERACTION STANDARDS

#### 11. Interaction with Homeowners

- Treat homeowner concerns respectfully
- Apply governing documents consistently and fairly
- Do not promise outcomes without Board authorization
- Direct owners to proper procedures when appropriate

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#### 12. Relationship with Management and Vendors

- Instructions must come from the Board as a whole or an authorized director
- Directors shall not individually supervise or evaluate vendors or management personnel
- Professional boundaries shall be maintained

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### PART VIII — ASSOCIATION RECORDS

#### 13. Record Retention and Handling

Board-related emails and electronic communications concerning Association business are Association records and may be subject to owner inspection as permitted by law.

Directors shall:

- Use Association-designated email accounts when possible
- Avoid personal accounts for substantive business
- Preserve records in accordance with the Association's records policy
- Safeguard sensitive information

#### 13.1 Records Transfer Upon Leaving Office

All physical and electronic materials shall be returned to the Association upon leaving office.

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### PART IX — ENFORCEMENT

#### 14. Acknowledgment

Each director shall sign this policy upon taking office and upon amendment.



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**15. Violations**

Violations may result in Board action, including:

- Formal warning or reprimand
- Removal from director position
- Restriction of access to certain information
- Request for resignation
- Other lawful action permitted by statute and governing documents

The Board shall address violations promptly, fairly, and consistently.

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**BOARD MEMBER ACKNOWLEDGMENT**

I acknowledge that I have read, understand, and agree to abide by the Sunland Owners Association Board of Directors Code of Conduct & Communications Policy. I understand that adherence to this policy is a condition of serving on the Board.

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_