

WESTCHASE COMMUNITY ASSOCIATION MEMBER CODE OF CONDUCT

This Code of Conduct (the "Code") shall apply to any Member of the Westchase Community Association, Inc. ("WCA") who has been elected or appointed to the Board of Directors ("BOD"), as a Voting Member ("VM"), or to any permanent or ad-hoc committee ("Committee Member") acting in his or her official capacity in any forum. This Code shall also apply to any Member who attends a meeting conducted under the auspices of the WCA (a "Meeting") and any Committee Member, Voting Member, or member of the BOD communicating with the WCA's property manager (the "Property Manager") 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 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.

This Code establishes a code of conduct, standards of behavior, ethical rules and enforcement procedures for all Members at any Meeting and to the BOD, VMs, and Committee Members when acting in their official capacity in any forum. Furthermore, this Code is intended to maintain a high standard of ethical conduct in the performance of WCA business and to ensure that the BOD, VMs, and Committee Members maintain confidence in each other and in WCA business.

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

Code of Conduct - Tenets

- 1) **Members shall 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 as such for private gain, for example:
 - 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.

- No Member shall seek preferential treatment by the Board, any of its committees or any contractors or suppliers.
- 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.
- No Member shall receive any compensation from the WCA for serving at any Meeting.
- No Member shall willingly misrepresent any fact for any purpose whatsoever.
- 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 use their best efforts, at all times, to make decisions that are consistent with Florida law, and the CCRs, Articles, Bylaws, and other governing documents of the WCA, and to be familiar with all the governing documents of the WCA.
- 3) **Members shall set high standards for themselves as Members.** Members shall hold themselves to the highest standards as Members of the WCA, and shall comply with the provisions of the WCA governing documents.
- 4) **Members shall abide by the system of management approved by the WCA governing body and Florida law and refrain from unilateral action.** Members shall at all times abide by the system of management established by the WCA's governing documents and the BOD, so long as it complies with Florida law. No Member shall, in his or her official capacity, act contrary to any BOD decision.
- 5) **Members shall behave appropriately at Meetings.** Members shall conduct themselves at all Meetings, and in any other situation where the Member is acting in his or her official capacity, in a reasonable and business-like manner. Character attacks against other Members, the Property Manager and/or its employees, CDD officers and/or its employees, WCA attorney and its employees, and/or any guests are not consistent with the best interests of the WCA and will not be tolerated. Language at meetings shall be kept professional, and those speaking at any meeting shall remain calm and controlled. Though differences of opinion are inevitable, they must be expressed in a professional and courteous manner.

- 6) **Members shall refrain from defaming anyone in the community.** Members shall not engage in defamation, by any means, of any other Member; Property Manager and/or its employees; CDD officer and/or its employees; WCA attorney and/or its employees; and/or any guests.
- 7) **Members shall refrain from harassing other Members; the Property Manager and/or its employees; CDD officers and/or its employees; WCA attorney and/or its employees; and/or any guests.** Members shall not in any way harass, threaten or otherwise attempt to intimidate any other Member; Property Manager and/or its employees; CDD officer and/or its employees; WCA attorney and/or its employees; and/or any guests.
- 8) **During Meetings, Members shall refrain from tangents, gossip, side conversations, counter-productive comments and profanity.** During a meeting, Members will conform to the items of business set forth in the Meeting agenda and shall limit remarks and discussion to agenda items and other items of business properly advanced at the Meeting. Further, during meetings, Members shall not repeat or initiate gossip regarding any other Member; Property Manager and/or its employees; CDD officer and/or its employees; WCA attorney and/or its employees; and/or any guest. While a Member has the floor, he/she shall have the full attention of the membership. No other Member shall engage in side conversations or walk around to conduct side bars with any other Member as this behavior is disrespectful to the chair of the Meeting and to the current speaker. When a Member must make a comment or has a question, the Member should be polite and respectful. Members shall be considerate of other Members' privacy and refrain from public actions meant to embarrass a fellow Member. No Member shall use profanity.
- 9) **Members shall refrain from interfering with the Property Manager, the WCA attorney and contractors.** No Member shall interfere with the duties of the Property Manager and/or its employees, the WCA attorney and/or its employees or any contractor executing a contract in progress. Unless otherwise allowed by the BOD, all communications from any Member regarding or intended for the WCA attorney and any WCA contractors must be directed to the Property Manager.
- 10) **Members shall respect Meeting procedures and decisions.** All Members shall respect the process by which Meetings are conducted and shall refrain from disrespecting any WCA official or other Member based on the outcome of a properly administered Meeting. Any decisions reached at a Meeting shall be respected by the Members and may only be challenged in accordance with the procedures set forth herein or in the WCA's governing documents.
- 11) **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 a Meeting shall, in addition to the foregoing tenets, 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 comments are taken and the person to 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 committee/BOD.
- d. The Member will only be allowed to speak for a maximum of three (3) minutes unless allowed greater time by approval of 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 or the BOD.
- g. The chair may direct other Members, Directors, or guests to answer questions or respond to issues at the conclusion of each Member's allotted one (1) minute.
- h. To the extent time permits, the committee/BOD may take miscellaneous comments from the Members at the conclusion of the Meeting.
- i. The committee/BOD may designate areas for Members to be seated or stand.
- j. No person other than a Member or spouse of the Member may be permitted to attend Meetings, except for persons invited or permitted to attend by the chair of the committee/BOD.

Enforcement of the Code of Conduct

Any Member who does not conduct themselves in a manner that is consistent with the above Code Tenets 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 commits only a slight breach of order—such as addressing another Member instead of the chair in debate, or in a single instance, failing to confine his remarks to the merits of the pending questions—the chair will bring it to the attention of the Member, and advise the Member to cease such conduct.
- 2) If the offense is more serious (i.e., as when a Member repeatedly questions the motives of other Members whom he mentions by name, or persists in speaking on irrelevant matters in debate), the chair should first warn the Member; but with or

without such a warning, the chair or any other Member may “call the Member to order.” Nevertheless, another Member making the call may rise or come forward, and without waiting to be recognized, say, “Mr. President, I call the Member to order,” then resume his seat. At this point in time, if the chair finds this point in order well taken, he declares the offender out of order and directs him to be seated, just as above. If the offender had the floor, then the chair should clearly state the breach involved and put the questions to the committee/BOD. If the Member obeys at this point, the matter can be dropped or not, as the committee/BOD chooses. If the Member does not obey or the committee/BOD decides not to drop the matter, the following actions may be taken:

- a. The chair or any Member of a Meeting may make a motion to censure any Member that does not conduct himself/herself in a manner consistent with the Code Tenets.
 - b. If a Member makes a motion to censure, the Member censured shall apologize for the inappropriate behavior to the Members present and/or to a Member if the inappropriate behavior was of a personal nature. If the Member censured will not apologize, the chair can require the offending Member to leave the Meeting during the consideration of his or her penalty, but the Member shall be allowed to briefly present his or her defenses, if he or she so chooses, which presentation shall not exceed three (3) minutes. If the offending Member denies having said anything improper, the official responsible for keeping the Meeting minutes shall read the record and, if necessary, the committee/BOD can decide by majority vote whether the offending Member was heard to have said them. Any Member of the committee/BOD can move for a vote on the imposition of the penalty to be taken by ballot, and if the desired penalty is expulsion from the Meeting, the motion must be approved by two-thirds (2/3) of the Members on the committee/BOD.
- 3) If a Member is censured more than two (2) times in any 12 month period in any Meeting or when acting in their official capacity, the chair or any Member may request that the Member be removed pursuant to the procedures in the CCRs, to the extent possible.
 - 4) Any censure and/or the reason for removal will be published in the World of Westchase by the Property Manager. If any VM violates this Code, the VMs shall have the right to direct to the Property Manager to notify the VM's Owners of such violation.
 - 5) Any Member removed from an official WCA position shall not be permitted to act in any official capacity for the WCA for a period of one (1) year after such removal.