

PINEWOOD SPRINGS PROPERTY OWNERS ASSOCIATION, INC., (PSPOA)
DIRECTOR AND/OR OFFICER
OATH OF OFFICE AND CODE OF CONDUCT

Effective Date: 10-13-2020 Approved: 10-13-2020
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Replaces : NEW

All Directors and Officers shall take and subscribe an Oath of Office and Code of Conduct by signing this document at the beginning of their term of office, before assuming the responsibilities. This document will be kept on file, and maintained for at least five (5) years following the completion of the appointed or elected term of office or the termination of the term of office by resignation or action under Section 8.g. of the By-laws. Any violation of this Oath of Office and Code of Conduct shall be reported to the Board in writing or email communication.

By signing this document I _____ accept the office to which I have been appointed and/or elected and agree to the following:

As a Director and/or Officer of the PSPOA, I swear to uphold the following Oath of Office:

- Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the organization;
- Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner;
- Respect and support the PSPOA By-laws, Articles of Incorporation, policies, Code of Conduct, and decisions of the Board and membership;
- Keep confidential all information that I learn about Board members and any other matters specifically determined by the Board to be matters of confidence;
- Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the PSPOA;
- Immediately declare any personal conflict of interest that may come to my attention; and
- Immediately resign my position as Director of the Board in the event that I, or my colleagues on the Board, have concluded that I have breached my 'Oath of Office'.

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As a Director and/or Officer of the PSPOA, I commit to conducting myself in a manner that models the high standards of accountability incumbent upon the Pinewood Springs Property Owners Association, Inc., a Colorado Nonprofit Corporation by:

- Respecting, supporting and carrying out the duties of the Corporation's purpose as set forth in the Articles of Incorporation, Article III, and exercise the powers in furtherance of its purpose;
- Supporting the objectives of the PSPOA;
- Strive at all times to serve the best interests of the PSPOA as a whole regardless of their personal interests;
- Bringing credibility and goodwill of the PSPOA;
- Respecting the principles of fair play and due process;
- Demonstrating respect for individuals in all areas related to cultural, diversity, linguistic and life circumstances;
- Giving respect and fair consideration to opposing views;
- Demonstrating due diligence and dedication in preparation and attendance at meetings, special events and in all activities on behalf of the PSPOA;
- Ensuring that the financial affairs of the PSPOA are conducted in a responsible and transparent manner with due regard for my fiduciary responsibilities;
- Avoiding real and perceived conflict of interest;
- Conforming with the By-laws, Protective Covenants, Articles of Incorporation and policies approved by the Board;
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the PSPOA's business.

Board of Directors/Officer Policy – Conflict of Interest

In addition to following the PSPOA Code of Conduct, Directors and Officers shall act at all times in the best interest of the PSPOA rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the PSPOA in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Members of the Board shall serve without remuneration unless authorized by the Board of Directors. No Director shall directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate families or close personal or business associates of a Director are considered to also be the pecuniary interests of the Director.

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Furthermore, as a Director and/or Officer of PSPOA, I will not:

- Criticize fellow Officers or Board Members, or their opinions, outside of the Board meetings;
- Make personal attacks on any Board member, Property Owner, employee or contractor;
- Harass, threaten or attempt through any means to control or instill fear in any Board member, Property Owner, employee or contractor;
- Use the PSPOA, or my position, for my personal advantage or that of my friends, relatives or associates;
- Discuss the confidential proceedings of the Board outside of the Board meetings;
- Promise how I will vote on an issue before hearing the discussion and becoming fully informed on issues;
- Interfere with the duties of the Board, or undermine the authority of the Board's ability to perform their duties, except as provided in the terms of reference for any standing committee on which I serve; and,
- Speak for, or on behalf of, the PSPOA unless specifically authorized to do so, and this includes making statements on social media.

_____ Term of Office: _____
(Printed Name)

(Signature)

Position: _____ Date: _____

Five Year Expiration Date: _____

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Refusal to Sign

In witness hereof _____ has on _____ refused to sign this Board of Director/Officer Oath of Office and Code of Conduct form accepting their appointment/election as a Director/Officer of the PSPOA and therefore the appointment/election of

_____ is declared invalid.
(Printed Name)

Witness #1: _____
(Printed Name)

Witness #1: _____
(Signature)

Witness #2: _____
(Printed Name)

Witness #2: _____
(Signature)

Witness #3: _____
(Printed Name)

Witness #3: _____
(Signature)