

HOME BUILDERS ASSOCIATION OF METRO ORLANDO
BOARD OF DIRECTORS STANDARDS OF CONDUCT
As adopted by the Board of Directors at its regularly scheduled meeting on
August 11, 2007

Preamble

The Home Builders Association of Metro Orlando (hereinafter referred to as HBA) is a not-for-profit, tax-exempt trade association formed to promote, develop, educate, and otherwise further the housing industry. The HBA's principal membership class consists of individuals engaged in all aspects of the housing industry. The business of the HBA is under the direction of the Association Board of Directors (hereinafter referred to as the Board) The Board's Standards of Conduct serves as a guideline for association volunteers in their capacity as Board Members.

The principles and requirements that comprise these standards are based on, and are designed to ensure full compliance with, the fiduciary duties of HBA and its Officers and Directors. These standards are designed to ensure that individual members of the Board conduct themselves with integrity at all times when representing the business interests of the HBA, while allowing for the appropriate expression of dissenting viewpoints by other Board Members.

Members of the Board affirm their endorsement of these standards and commit to uphold these principles and obligations by accepting and retaining membership on the Board. As a demonstration of compliance with this endorsement, elected, appointed, and ex-officio members of the Board will sign a copy of this document and submit it to the HBA Executive Director/CEO at the beginning of the member's term on the Board. Failure to do so could result in Board action to remove the member from the Board and restrict the member's participation in Board activities.

Board of Directors Standards of Conduct

Members of the Board of Directors of the Home Builders Association of Metro Orlando are elected by the HBA membership at the Annual Meeting of the Members. Members of the Board (including ex officio members of the Board) shall at all times abide by and conform to the following Standards of Conduct in their capacity as Board Members.

- 1) When serving in the capacity as a member of the HBA Board, each member's fiduciary responsibility requires them to act in the best interest of the HBA at all times.
- 2) Each member of the Board will abide by all other rules and regulations of the association (including but not limited to the HBA's articles of incorporation, bylaws and adopted policies) and will ensure that their membership in the HBA remains in good standing at all times.
- 3) Members of the Board will conduct the business affairs of HBA in good faith and with honesty, integrity, due diligence, and reasonable competence.
- 4) Except as the Board may permit, or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or disclose any confidential information related to the affairs of HBA, and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board. All discussions and actions by the Board conducted in Executive Session shall be maintained as confidential and cannot be shared with non-members of the HBA Board, including relevant and applicable staff.
- 5) Members of the Board will exercise proper authority and good judgment and appropriate business conduct in their dealings with HBA staff, vendors, and the general public and will respond to the needs of HBA's members in a responsible, respectful and professional manner.
- 6) Members will at all times protect and refrain from discussing beyond the confines of the Board any information about the business, social or personal operations or activities of fellow members that may be disclosed in a Board meeting.

(over)

HBA of Metro Orlando / Board of Directors Standards of Conduct
(continued from other side)

- 7) No member of the Board will use any proprietary information or intellectual property discussed, anticipated, planned, approved or provided by HBA, or acquired in any format as a consequence of the board member's service to HBA, in any manner other than in the betterment of HBA and in furtherance of his or her board duties.
- 8) No member of the Board shall persuade or attempt to persuade any member, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with HBA, to terminate, curtail, or not enter into a relationship to or with HBA, or to in any way reduce the monetary or other benefits to HBA of such relationship.
- 9) The Board must act at all times in the best interests of HBA 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 all discussion and voting on the matter.
- 10) No member of the Board shall engage in or facilitate any discriminatory or harassing behavior directed toward HBA staff, members, officers, directors, meeting attendees, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to HBA. Similarly, a Board member should not engage in speech or conduct which is disparaging or derogatory of persons based on their race, color, religion, national origin, sex, age, marital status, personal appearance, sexual orientation, family responsibilities, physical handicap, matriculation or political affiliation.
- 11) A member of the Board shall not attempt to intervene or influence the promotion, compensation, or terms and conditions of employment of any HBA employee. A Board Member is welcome and encouraged to offer the CEO an honest appraisal of the employee's discharge of duties, however, all HBA employees report to and are supervised by the CEO and no Board member shall interfere with the CEO's management of the staff, nor reprimand a staff member for their actions. A member must take any concerns about an employee's performance to the CEO, who shall be solely responsible for any interaction with the employee.

Enforcement

If an alleged violation is brought to the attention of any of the Senior Officers, the Senior Officers, acting in their role as the Executive Committee, will designate a three-member committee comprised of voting members of the Board to determine the validity of the accusation and what, if any, sanctions should be imposed upon the Board Member in question. The Executive Committee will report the findings and recommended actions of this committee to the violating member. Any recommended sanction requiring Board approval will be reported to the Board by the Executive Committee. Any individual Board Member has the right to ask for a review of any imposed sanction by the full HBA Board.

#

I acknowledge that I have read the foregoing *HBA Standards of Conduct* and agree to be bound by them as a condition of my service on the HBA Board of Directors.

Member Signature: _____ **Date:** _____

Member Print Name: _____ **Date:** _____