

CODE OF CONDUCT FOR MEMBERS OF THE HSCA BOARD OF DIRECTORS

1. Definitions.

A. "Good standing" means that a Board member shall:

- 1) Not be subject to any special assessment for more than thirty days.
- 2) Not be subject to any assessment penalty for more than thirty days.
- 3) Not be in violation of any of the Association's Conditions, Covenants and Restrictions for more than thirty days.
- 4) Not be subject to any obligation to the Association for attorneys' fees or legal costs.

B. "Misconduct" means that a Board member has, during a meeting of the Board, engaged in:

- 1) Disrespect to any person present at the meeting, including but not limited to another member of the Board, any member of the Association, any member of a Board-organized committee, Association employee, etc. As used herein, "disrespect" includes but is not limited to shouting; use of profanity, vulgarity or hate language; rude or intimidating gesturing; unconsented-to physical contact;
- 2) Consistent tardy attendance at a Board or committee meeting;
- 3) Consistent early departure from a Board or committee meeting, prior to adjournment of the meeting;
- 4) Failing to complete an assignment or report in a timely fashion;
- 5) Breach of attorney/client privilege or confidentiality relating to Association, Board, Association Member or Association employee business.

2. Discipline – Events warranting discipline.

The more egregious the offense (e.g., the more offensive in nature, a combination of more than one offense, repetitively committing an offense, etc.), the fewer occurrences necessary for the imposition of discipline, and vice versa.

3. Discipline – Notice of discipline to be imposed.

Discipline may be imposed progressively, for example:

- A) A first offense may warrant a verbal reprimand from an officer of the Board
- B) A second offense may warrant a written reprimand from an officer of the Board.
- C) A third offense may warrant referral to the Board for action under Section 5.05 of the Association By-laws;
- D) Any offense involving physical violence shall constitute grounds for immediate removal under Section 5.05 of the Association By-laws.

4. Discipline – Procedure.

A. Pursuant to Robert’s Rules of Order, all disciplinary proceedings, from complaint to resolution, shall be confidential and conducted in Executive Session, unless open session is requested in writing by the accused Board member, and such open session does not violate any right to confidentiality by the association, employee or association member. At the conclusion of the following proceedings, only the nature of the resolution may be given by the Board to Association members, i.e., whether the accused Board member was found in violation or not found in violation of the Code of Conduct, and if found in violation, the nature of the penalty assessed.

B. In order to be addressed by the Board, a complaint must be brought no later than 60 days from the date of the last occurrence believed to constitute a violation of this Code of Conduct.

C. Any Association member or Board member may bring a complaint to the Board that a Board member is believed to have engaged in conduct which constitutes a violation of this Code of Conduct, Section 1.B. above;

1) If the complaint is brought by an Association member, the complaint shall be made in writing and deposited at the Association office. The complaint shall identify each specific instance of conduct believed to constitute a violation of any subsection of Section 1.B. above, and the Board member believed to have committed the violation(s);

2) If the complaint is brought by a Board member, the complaint shall be made by motion to the Board in executive session. The complaint shall identify each specific instance of conduct believed to constitute a violation of any subsection of Section 1.B. above, and the Board member believed to have committed the violation(s). If the motion is passed, the complaint shall be addressed in the following procedure;

3) Upon receipt of a written complaint or the passing of a motion, written notice shall be promptly presented to the accused Board member, setting forth each specific instance of conduct believed to constitute a violation of the Code of Conduct. The notice shall request a written response from the accused Board member, and provide a reasonable time no less than two weeks in which the Board member shall respond.

4) Upon receipt of the accused Board member’s response, or at the request of the accused Board member, the Board may hold a hearing or other evidentiary proceeding in order to ascertain all pertinent facts. The complainant, the accused Board member, or any member of the Board may produce witnesses and/or documents pertinent to the issue of whether the Board member’s conduct in fact occurred, and if so, whether such occurrence constituted a violation of Section 1.B.1) through 5), above.

5) At the close of the hearing, the Board shall vote on a) whether the accused Board member’s conduct constituted a violation of the Code of Conduct, and if so, b) what form of discipline is appropriate. The accused Board member shall not participate in such votes.

6) If the accused Board member fails to provide a written response within the time set by the Board, the Board may proceed to hold any hearing or evidentiary proceeding the Board deems necessary to ascertain all pertinent facts, or may proceed directly to a vote on a) whether the accused Board member’s conduct constituted a violation of the Code of Conduct, and if so, b) what form of discipline is appropriate. The accused Board member shall not participate in such votes.

7) The Board shall promptly notify the accused Board member in writing of the Board’s determination under paragraph 5) or 6) above.

8) Any penalty the Board determines is appropriate for a violation of the Code of Conduct shall be implemented within ten days of the Board’s determination. Penalties the Board may impose shall include verbal or written censure, removal from the Board, office, or committee position, or other penalty appropriate to the circumstances of the violation (e.g., verbal or written apology, etc.).

D. The Board shall maintain a record of all such proceedings and the outcome thereof at the Association office. Only the outcome of the proceedings shall be a matter of public record, unless the accused Board member submits a written waiver of confidentiality.