

SCSC II Bylaw Appendix D

Code of Conduct for Directors, Officers and Committee Members

A. Board Responsibilities

The general duties for Directors are to enforce the corporation's governing documents, collect and preserve the corporation's financial resources, insure the corporation's assets against loss and keep the common areas in a state of good repair. To fulfill that responsibility, Directors must:

- Regularly attend board meetings
- Review material provided in preparation for board meetings
- Review the corporation's financial reports, minutes, Bylaws and Policies & Procedures
- Make reasonable inquiry before making decisions.

B. Professional Conduct

Directors, officers and committee members must conduct all dealings regarding Club operations with vendors and other members with honesty, integrity and fairness while safeguarding information that belongs to the corporation. No director, officer or committee member can use their position to push a personal agenda to the club membership.

1. Self-Dealing

No director, officer or committee member may solicit or receive any substantial thing of value for themselves or relatives in a manner of self-dealing, which occurs when directors, officers or committee members make decisions that materially benefit themselves or their relatives at the expense of the corporation.

2. Confidential Information

Directors, officers or committee members are responsible for protecting the corporation's confidential information. As such, they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director, officer or committee member may disclose confidential information.

3. Misrepresentation

Directors, officers and committee members may not knowingly misrepresent facts. All corporation data, records and reports must be accurate, truthful and prepared in a proper manner.

4. Proper Decorum

Directors, officers and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with

respect and dignity and not make personal attacks on others. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. When Conflicts Of Interest Arise

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors, officers and committee members should immediately raise such situations with the board. If appropriate, the board will seek guidance from the corporation's legal counsel.

1. Disclosure & Recusal

Directors, officers and committee members must immediately disclose the existence of any conflict of interest, whether their own or others. Directors, officers and committee members must withdraw from participation in decisions in which they have a material interest.

2. Violations of Policy

Directors, officers and committee members who violate the corporation's code of conduct are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to disciplinary action, including, but not limited to:

- censure
- removal from committees
- removal from the board
- request for resignation from the board
- removal as an officer
- recall by the membership, and
- legal proceedings

Prior to taking any of the actions described above, the board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation(s), endeavor to meet with the director(s)/officer(s)/committee member(s) believed to be in violation, confer with the corporation's legal counsel, and present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director(s)/officer(s)/ committee member(s) in executive session prior to imposing disciplinary action against that person.

Any Director, officer or committee member violating any rule may be recommended by the general membership for termination of their position and/or membership in the club.

Adopted on the 7th day of November, 2023.