

**ASSOCIATION OF APARTMENT OWNERS OF MAKENA SURF
BOARD OF DIRECTORS CODE OF CONDUCT**

The business of the Association of Apartment Owners of Makena Surf (“Association”) is managed under the direction of the Board of Directors (“Board”). Members of the Board shall at all times abide by the following Code of Conduct in their capacity as Board Members:

1. Each member of the Board of Directors shall comply with the Association’s Governing Documents and all applicable laws and regulations.
2. Members of the Board of Directors will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Board Members shall at all times maintain the Confidentiality of all legal, contractual, personnel, and management matters involving the Association, including matters discussed in the Executive Session. Board Members shall also maintain the confidentiality of the personal lives of other Board Members, Guests, and Employees.
4. Board Members shall behave professionally in and outside of meetings toward fellow Board Members, Association Members, Residents, Guests or Employees, and shall not state misleading or false information to other Association Members.
5. No single director or group of directors constituting less than a quorum of the Board may act on or approve any matter that is subject to the authority of the entire Board. The Association, and not individual Board Members, is charged with enforcing the Governing Documents in a timely, uniform, and fair manner. Board Members, in their individual capacities, shall not initiate action against violations.
6. Upon termination of service, a retiring Board Member will promptly return or destroy all confidential documents, electronic and hard files, reference materials, and other property entrusted to the Board Member for the purpose of fulfilling his or her job responsibilities.
7. Board Members shall not in any way harass or threaten any other Board Members, Association Members, Residents, Guests, or Employees. The Corporation shall deem any Board Member who harasses, threatens, or otherwise attempts to intimidate other Board Members, Association Members, Residents, Guests, or Employees to be acting outside the scope of his/her authority as a Board Member.
8. The President of the Board and/or any person specifically designated by the President or by the Board are solely authorized and responsible for instructing and directing the General Manager for Association operations and management.
9. Board Members shall not interfere with the duties of Association officers, and/or Association employees, contractors or vendors.
10. Communications related to association business with Association Employees, contractors and/or vendors shall be through the General Manager, unless otherwise determined and directed by the Board.
11. The Board of Directors must act at all times in the best interests of the Association and all of the

owners 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.

12. Should the Board find that a breach of the Code of Conduct was committed by a Board Member, the Board may impose appropriate sanctions consistent with the governing documents and Hawaii law. Such sanctions may include censure, removal from any positions as an officer or committee member, or a request of the Board Member to resign from the Board.

IN WITNESS WHEREOF, the Board of Directors on behalf of the Association of Apartment Owners of Makena Surf have executed this Code of Conduct on ____ year 2023, and the Code of Conduct shall be included with the corporate records.

ASSOCIATION OF APARTMENT OWNERS OF MAKENA SURF

By: _____
Its: President

CERTIFICATE

I, Secretary of the Board of Directors of the Association of Apartment Owners of Makena Surf, hereby certify that the foregoing is a true copy of the Code of Conduct duly adopted by a majority of the Board of Directors and duly entered in the book of minutes of the Association, and this Code of Conduct is in full force and effect.

DATED: _____, 2023.

ASSOCIATION OF APARTMENT OWNERS OF MAKENA SURF

By: _____
Its: Secretary

Received By: _____
Signature

Printed Name

Date: _____

