

Wild Dunes Community Association Board of Directors Code of Conduct

Whereas, pursuant to the By-Laws of the Wild Dunes Community Association (“WDCA”) dated February 18, 1999 and recorded in Book 0812, Page 855 of the Charleston County ROD Office (the “Bylaws”), the Board of Directors (“Board) has been given the authority to manage the affairs of the Association, and

Whereas, the Board has the responsibility to make decisions for the benefit of the WDCA Community as a whole and to use its best efforts to ensure that WDCA members maintain confidence in and respect for the Board as an institution of governance; and

Whereas, in exercise of such authority and responsibility and subject to the duties imposed on a Director by the South Carolina Nonprofit Corporation Act (the “Act”), each Board Member has responsibility and accountability pertaining to fiduciary duties and ethical obligations, including but not limited to the following:

- ***Fiscal*** – Managing prudently WDCA’s financial resources and assets; and
- ***Loyalty*** – Placing the interest of WDCA as a whole above personal and/or other interests; and
- ***Care*** – Exercising the skill, diligence and decision making that a reasonable person would exercise under similar circumstances; and
- ***Ethical Conduct*** – Maintaining a high standard of ethical conduct in the performance of duties as a WDCA Board Member; and
- ***Conflicts of Interest*** – Avoiding conflicts that have the potential to improperly influence a Board Member’s decisions on matters before the Board.

Now Therefore, Be It Resolved That the WDCA Board hereby adopts the following code of Ethical Standards in the performance of their duties as Directors:

Board Members will:

1. Strive at all times to serve the best interests of the Association as a whole regardless of their personal interests.
2. Use sound judgement to make the best possible business decisions for the association, taking into consideration all available information, circumstances and resources.
3. Act within the boundaries of their authority, and exercise their duties as outlined in the Act and the governing documents of the Association.
4. Provide opportunities for residents to comment on decisions facing the Association.
5. Perform their duties without bias for or against any individual or group of owners or non-owner residents.
6. Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association.

7. Conduct open, fair and well-publicized elections.
8. Respect and support all duly adopted Board decisions.

Board Members will not:

1. Reveal confidential information provided by contractors or share information with those bidding for Association contracts unless specifically authorized by the Board.
2. Make unauthorized promises to a contractor or bidder.
3. Advocate or support any action or activity that violates a law or regulatory requirement.
4. Use their positions or decision-making authority for personal gain or to seek advantage over another owner or non-owner resident.
5. Spend unauthorized Association funds for their own personal use or benefit.
6. Accept gifts – directly or indirectly – from owners, residents, contractors or suppliers if such could be construed as a conflict of interest.
7. Misrepresent known facts in any issue involving Association business.
8. Divulge personal information about any Association owner, resident or employee that was obtained in the performance of Board duties, unless required by legal proceeding or under the provisions of the Act.
9. Make personal attacks on colleagues, staff or residents.
10. Harass, threaten or attempt through any means to control or instill fear in any Board member, owner, resident, employee or contractor.
11. Reveal to any owner, resident or other third party the discussions, decisions, and comments made at any meetings of the Board properly closed or held in executive session.

Adopted this 27th day of April, 2023

Jim Anderson, President
Wild Dunes Community Association