

Dear Homeowners and Residents,

We are pleased to present the newly adopted **Code of Conduct** for King City Civic Association. The Board worked hard to develop and adopt this policy establishing minimum standards of conduct for the Board, Committee Members and residents with respect to their Association interactions. Implementing this Code of Conduct will better protect the Association and its members from the kinds of foreseeable harm to the community arising from conduct failing to meet minimum standards. In particular, this policy aims to foster professional Board and Association meetings, ensure the Board and members maintain a high standard of ethical conduct in the performance of Association business, ensure the quiet use and enjoyment for all residents, and prescribe enforcement procedures applicable to all members.

We ask that you please read the Code of Conduct.

The Code of Conduct serves several vital purposes, among other things.

- **Clarity and Consistency:** It sets forth minimum standards of conduct for residents, Board members, and committee participants in their interactions within and pertaining to the Association.
- **Enforcement Mechanism:** It provides the framework for addressing violations, including a fair and transparent process for enforcement and resolution.
- **Meeting Conduct:** It establishes guidelines for how HOA meetings are to be conducted, emphasizing civility, order, and constructive dialogue—so that all participants feel heard and respected.
- **Additional Provisions:** The Code also includes standards for neighbor-to-neighbor interactions, and participation in HOA governance.

KCCAs goal is to foster a positive and inclusive community where residents can engage productively and respectfully. We believe this document will help prevent misunderstandings, reduce conflict, and create a more harmonious environment for all.

We encourage every member of the community to review the Code in full and reach out with any questions or feedback. Thank you for your cooperation and commitment to making King City Civic Association a great place to live.

Sincerely,
KCCA Board of Directors

KING CITY CIVIC ASSOCIATION
RESOLUTION OF THE BOARD OF DIRECTORS
Establishing a Code of Conduct

At a Board of Directors meeting of the King City Civic Association ("Association") held on May 13, 2025, at the time of 6:30 pm at the community clubhouse, the Board states as follows:

WHEREAS, a meeting of the Board of Directors ("Board") was convened at the time, date, and set out above;

WHEREAS, the Association Secretary, by signing below, attests that Board members received notice of the meeting (or by their attendance waived notice), and that a quorum of Board members was present;

WHEREAS, the Association is organized and empowered to exercise all of the powers and privileges conferred to it by the Restated Declaration of Covenants, Conditions and Restrictions (the "Declaration") and the Association's Restated Bylaws ("Bylaws"), as both have been subsequently amended, and the Oregon Planned Community Act (ORS 94.550 *et seq.*) ("Act") to administer, manage, and operate the Association for the benefit of its members; and

WHEREAS, Declaration Article VI, Section 1, Bylaws Article III, and ORS 94.630 provide that the Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association; and

WHEREAS, Declaration Article VI, Section 2(F) and ORS 94.630(1)(a) give the Board the authority to adopt, modify and revoke on behalf of the Association policies, rules, and regulations relating to the use of the property and for the conduct of Members and their guests as appropriate and reasonable; and

WHEREAS, Declaration Article XII, Section 6 subjects all Owners, their heirs, personal representatives, grantees, tenants, successors and assigns to the terms of the Declaration and the requirements to comply with the Association's Declaration, Bylaws, Rules and Regulations, and other applicable laws; and

WHEREAS, it is the intent of the Board of Directors to:

1. Ensure that the Association fosters efficient, productive and professional Board and Association meetings;
2. Ensure that the Board and the individual members maintain a high standard of ethical conduct in the performance of Association business;
3. Ensure quiet use and enjoyment for all residents; and
4. Prescribe enforcement procedures that are applicable to all members.

NOW, THEREFORE, IT IS RESOLVED that in an effort to allow for more efficient and productive meetings, professionalism in carrying out the Association's business, and to promote civility between all residents, the Board adopts the following rules for the conduct of Owners, residents, guests, and all persons using the Property in any manner. These following rules are intended to facilitate the Board's administration

of meetings, set forth certain Director, Officer, committee member, Owner, and resident protocol, and advise persons who wish to attend meetings of acceptable meeting behavior, as well as the overall expected conduct of residents in the community.

CODE OF CONDUCT

I. BOARD OF DIRECTORS: RESPONSIBILITIES AND CONDUCT

A. BOARD RESPONSIBILITIES

Association Directors are generally responsible for enforcing the Association's Governing Documents, collecting, and maintaining the Association's financial resources, insuring the Association's assets against loss, and keeping the Common Areas maintained and in a state of good repair. In carrying out these responsibilities, Directors must use their best efforts to:

1. Regularly attend Board meetings.
2. Review material provided in preparation for Board meetings.
3. Review the Association's financial reports.
4. Make reasonable inquiry on matters on the agenda before making decisions.

B. BOARD MEMBER CONDUCT

Each Director and Officer must conduct themselves in dealings with third parties, in good faith, and in the best interests of the Association. Directors and Officers must safeguard and keep confidential information they receive in executive session, and other proprietary or confidential information that belongs to the Association and that they receive through their role as Association Directors.

1. Fiduciary. Directors and Officers shall recognize their fiduciary obligation to act on behalf of all members of the Association. They shall act only in the best interests of the Association. They shall use sound business judgment in all decision making and shall comply with the Association's governing documents and applicable law. Directors will not make any contributions to any political parties or political candidates by the Association.

2. Private Gain; Self-dealing. Directors and Officers shall not self-deal or act for their own private gain in serving on the Board. Private gain and self-dealing occur when Directors make decisions that materially benefit themselves, spouses, friends, relations, or anyone who shares a personal or financial interest with the Director, at the expense of the Association. Such benefits may include money, privileges, special benefits, overlooking delinquency or violations of the Governing Documents, gifts, or any other item of value. Accordingly, no Director shall:

- a. Solicit or receive any compensation for serving on the Board or any committee.
- b. Negotiate or provide instructions to, or contract with vendors without prior Board approval.

- c. Solicit or receive, directly or indirectly, any material gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their friends or relations: (1) with the intent of influencing a decision or action on any official matter; or (2) from a person or company who is seeking a business or financial relationship with the Association.
- d. Promise anything not approved by the Board to any subcontractor, supplier, or contractor during negotiations.
- e. Seek or obtain preferential treatment for themselves or their relatives, use the Association property, services, equipment, or business for their own benefit in any material respect except as is provided to all Owners of the Association.

3. Confidential Information. Directors and Officers are responsible for protecting the Association's confidential information. As such, they may not use confidential information for their personal benefit or that of their friends or relatives. Directors shall not share any confidential information obtained as a Board member with any non-Board members or third parties (other than agents, representatives, or employees of the Association who also are bound to maintain the confidentiality of the information received).

Confidential information includes, without limitation:

- a. Private or personal information about any Association Owner or resident.
- b. Private or personal information about any of the Association employees.
- c. Disciplinary actions against Association Owners, except only such generalized summaries of information reported in open Board meetings that do not reveal the specific identities and facts in dispute.
- d. Information about any Owner's delinquent assessment account, except only such generalized summaries of information reported in open Board meetings that do not reveal the specific identities and facts in dispute.
- e. Legal matters in which the Association is or may be involved. Directors may not discuss the merits of pending legal matters in which the Association is involved, with persons not on the Board. Failure to follow these requirements may constitute a breach of the attorney-client privilege and may result in the loss of confidentiality in the information released.

4. Accuracy of Information. All Association data, records, and reports conveyed must be accurate and truthful, in all material respects, and prepared in a proper manner. No Director shall knowingly misrepresent facts when acting as an agent of the Association or the Board, including to Owners, residents, vendors, contractors, suppliers, other agents of the Association, or members of the public.

5. Interaction with Vendors and Management. To ensure efficient management operations, avoid conflicting instructions from the Board to management and avoid potential liability, Directors and Officers shall observe the following guidelines:

- a. The Board president shall serve as liaison between the Board and management and provide direction on day-to-day matters including but not limited to determining items to be on the agenda for upcoming meetings. The Board president may delegate certain areas of responsibility to certain Directors who then become the liaison with management in those delegated areas of responsibility.
- b. Directors may not give direction to management, employees, or vendors unless acting as an authorized Officer of the Board within the scope such Officer's authority and duty, or unless otherwise expressly authorized by the Board or these rules to do so.
- c. No Director may interfere with the conduct of the Board during meetings or at any time management or a designated Board member is carrying out the decisions of the Board.
- d. Directors are prohibited from harassing, threatening or intimidating managing agents, employees, vendors, Directors, Officers, committee members, Owners, and residents whether orally, in writing, physically, or otherwise.
- e. No Director shall interfere with a contractor engaged by the Association while a contract is in progress or being negotiated by another Board member or duly authorized agent of the Association. All communications with Association contractors shall be in accordance with Association policies and practices.

6. **Professional Behavior.** Directors and Officers are obligated to act with proper decorum during Board meetings or at any time they are carrying out the business of the Association, and shall observe the following guidelines:

- a. Although a Director may disagree with the opinions of others on the Board, or with the vote of the majority, they must treat all Board members with respect, be sensitive to individual differences, respectful of dissenting opinions, and carry out the decision of the Board as voted by the majority. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.
- b. Directors are expected to conduct themselves with courtesy toward each other, and toward managing agents, vendors, and Association Owners and residents.
- c. Language and decorum in communications when acting as a Board member or as an agent of the Association shall be kept professional and respectful. Personal attacks, threats, harassment, or defaming comments against Owners, residents, managers, service providers, contractors, subcontractors, Officers, and Directors, or anyone else when a Director is communicating in their role as an agent of the Association are prohibited and are not consistent with the best interests of the community.
- d. Each Director shall promptly disclose to the Board any conflict of interest or perceived conflict as soon as one arises and shall refrain or abstain from voting on any issues that will result in a personal economic benefit beyond any benefit that would generally accrue to all Owners and residents of the Association.

II. COMMITTEE MEMBER CONDUCT

A. COMMITTEE MEMBER RESPONSIBILITIES

Committee members serve at the pleasure of the Board. Committee members shall limit their actions to those expressly authorized by the president and the Board, and as identified in the authorizing resolution or charter establishing the committee and the Association's Governing Documents. In carrying out their responsibilities, committee members must use their best efforts to:

1. Read and seek to apply the Declaration and Bylaws.
2. Conform their actions to those authorized by the president, Board, and the Association's Governing Documents.
3. Fulfill duties as assigned.

B. COMMITTEE MEMBER CONDUCT

1. Private Gain; Self-dealing. Committee members shall not self-deal or act for their own private gain in serving the Board. Accordingly, no committee member shall:

- a. Solicit or receive any compensation for serving on any committee.
- b. Seek to negotiate, provide instructions to, or contract with vendors without prior Board approval.
- c. Solicit or receive, directly or indirectly, any material gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their friends or relations: (1) with the intent of influencing a decision or action on any official matter; or (2) from a person or company who is seeking a business or financial relationship with the Association.
- d. Seek or obtain preferential treatment for themselves or their relatives, use the Association property, services, equipment, or business for their own benefit in any material respect except as is provided to all Owners of the Association.

2. Confidential Information. To the extent committee members have access to confidential information while acting in the course and scope of their duties, committee members are responsible for protecting the Association's confidential information, particularly regarding individual members. As such, they may not use confidential information for their personal benefit or that of their friends or relatives. Committee members shall not share any confidential information obtained as committee members with any non-Board and non-committee members or third parties (other than agents, representatives, or employees of the Association who also are bound to maintain the confidentiality of the information received).

3. Accuracy of Information. All Association data, records, and reports conveyed must be accurate and truthful, in all material respects, and prepared in a proper manner. No committee member shall knowingly misrepresent facts when acting as an agent of the Association or the Board, including to

Owners, residents, vendors, contractors, suppliers, other agents of the Association, or members of the public.

4. Interaction with Vendors and Management. To ensure efficient management operations, avoid conflicting instructions to management and avoid potential liability, committee members shall observe the following guidelines:

- a. Committee members may not give direction to management, employees, or vendors unless acting as expressly authorized by the Board or president and specifically within their delegated authority and duty.
- b. No committee member may interfere with the conduct of the Board during meetings or at any time management or a designated Board member is carrying out the decisions of the Board.
- c. Committee members are prohibited from harassing, threatening, or intimidating management, employees, vendors, Directors, Officers, fellow committee members, and/or Owners, whether orally, in writing, physically, at a close range or distance, or otherwise.

7. Professional Behavior. Committee members are obligated to act with proper decorum during Board meetings or at any time they are carrying out the business of the Association. Although a committee member may disagree with the opinions of others on the committee or Board, or with the vote of the majority, they must treat all Board and committee members with respect and carry out the decision of the Board as voted by the majority. Committee members shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions. Further, committee members are expected to conduct themselves with courtesy toward each other, and toward the Board, Officers, managing agents, vendors, Owners, and residents.

III. OWNERS AND RESIDENTS: RESPONSIBILITIES AND RULES OF CONDUCT

A. OWNER AND RESIDENT RESPONSIBILITIES

Association members, residents, and persons using the Property in any manner are responsible generally for abiding by and complying with the Association's Declaration, Bylaws, and rules and regulations.

B. OWNER AND RESIDENT CONDUCT – GENERALLY

1. Interaction with Each Other. All Owners and residents are prohibited from harassing, threatening, targeting, or intimidating other Owners, residents, lessees, tenants, management, employees, vendors, Directors, Officers, and committee members, whether orally, in writing, or physically, at close range or at a distance, including through the transmission of excessive noise or other conduct which unreasonably disturbs residents. This anti-harassment standard includes the prohibition from discriminating against persons based on race, religious creed, color, national origin, ancestry, physical disability, medical condition, genetic information, marital status, sex, gender, gender identity, gender expression, sexual orientation, or military and veteran status.

2. Interaction with Vendors and Management. To ensure efficient management operations, and to avoid conflicting instructions, Owners and residents shall avoid interfering, delaying, or altering the work being performed by vendors or contractors on behalf of the Association. As such, Owners and residents shall observe the following guidelines:

- a. The Board president shall serve as liaison between the Board and management and provide direction on day-to-day matters including but not limited to determining items to be on the agenda for upcoming meetings.
- b. Owners and residents may not give direction to Association's management, employees, or vendors.
- c. No Owner or resident may interfere with the conduct of management, vendors, or contractors when they are carrying out the decisions of the Board.

3. Interaction Between Members and Board. Residents shall voice concerns first to management and then at Board meetings. Direct contact with Board members regarding Board business by phone, text, or email is discouraged. Members may request communications with management be shared with Board members and get verification of transmission of communication.

4. Investigation of Alleged Violations. Upon receipt of a complaint of a violation of this Section B, unless directly witnessed by an uninvolved Board member, the Board or their legal representative will conduct an impartial and timely investigation. The Board will ensure that:

- a. Appropriate due process is provided for the complainant, witnesses and the accused.
- b. A reasonable conclusion will be made based on the evidence collected, and appropriate options for remedial actions and resolutions will be considered.
- c. A timely resolution of each complaint will be reached, and the results of the investigation will be communicated in a timely manner to the complainant and the other concerned parties with a need to know.

If the Board determines that discrimination, harassment or other prohibited conduct has occurred, effective remedial action will be taken in accordance with the circumstances involved. Any persons determined to be responsible for the discrimination, harassment or other prohibited conduct will be subject to appropriate corrective and/or disciplinary action permitted by and in accordance with the Association's governing documents and applicable law. The corrective action issued will be proportional to the severity of the conduct. The accused's history and any similar complaints of prior unlawful discrimination and/or harassment will be taken into consideration. The Board will also take appropriate action to deter future misconduct.

5. No Retaliation. Retaliation of any kind or manner against any individual who reports discrimination or harassment or participates in an investigation of such reports is strictly prohibited. Filing groundless and malicious complaints of discrimination or harassment is strictly forbidden. Appropriate

disciplinary action, in accordance with the Association's governing documents and applicable law may be taken against an individual who is found and determined to have knowingly and intentionally provided false information regarding a complaint of discrimination or harassment.

C. OWNER AND RESIDENT CONDUCT – BOARD MEETINGS

1. General Board Meetings are open to the Owners and residents to attend unless the Board is meeting in Executive Session.

2. Owners and residents in attendance are permitted to address the Board only at the designated comment portion of the meeting ("Open Forum"), or unless otherwise permitted by the Chair of the Board meeting, and at no other time. The Board may establish sign-in procedures or other methods for identifying those Owners and residents who wish to be heard. Comments made during Open Forum may be noted in the minutes at the discretion of the Secretary of the Board; however, the minutes will not contain the specific comments.

3. To allow the Board sufficient time to cover the Board meeting agenda items, Owners and residents will be permitted to speak for up to two (2) minutes, unless the Board grants an Owner or resident's request to speak for a longer period of time, or if extenuating circumstances require a longer period.

4. With limited exception, the Board is generally not permitted to deliberate or take action on any item that is not on the Board meeting agenda. Therefore, the Board will generally not comment upon Open Forum comments or respond to questions raised during the Open Forum, unless deemed reasonable and appropriate under the circumstances and in Board's sole discretion.

5. Directors, Owners, residents, and any other individuals permitted to attend a Board meeting shall conduct themselves in a respectful, professional manner. Any Owner or resident not in compliance with these rules will be asked to leave the Board meeting and will be escorted out if necessary. The following conduct will not be permitted:

- a. Rude or profane language or personal attacks.
- b. Racial, ethnic, gender, or religious comment.
- c. Shouting, yelling, screaming, fist pounding, or similar conduct.
- d. Physical threats, including non-verbal communications such as gestures or using body language in such a way as to intimidate.
- e. Interrupting others recognized by the Chair or otherwise permitted to speak.
- f. Any behavior that is intended to or has the effect of interfering with the orderly business of Board meeting.

IV. POLICY AGAINST TAPE RECORDING OR VIDEO TAPING MEETINGS. Board meetings are open to Association Owners and residents. Directors, Officers, Owners, and residents in attendance have the right to speak freely without the fear or intimidation of being recorded without their consent.

Further, the Board has the authority to adopt rules regulating conduct of attendees at Board meetings. As such, it is the policy of this Board that taping or recording of Board or Association meetings by attendees and Directors is prohibited.

V. VIOLATIONS OF CONDUCT RULES

1. Any Director, Officer, committee member, or Owner who violates these rules is subject to discipline including, but not limited to:

- a. Violation by Owner:
 - i. Exclusion or removal from the Board meeting.
 - ii. Fines.
 - iii. Requirement to participate in mediation with involved parties, the cost for which will be split among the participants.
 - iv. Legal action.
 - v. Other appropriate discipline authorized by law or the Governing Documents.
- a. Violation by Officer or committee member:
 - i. Fines.
 - ii. Removal from position.
 - iii. Legal action.
- b. Violation by a Director:
 - i. Censure.
 - ii. Removal as an Officer of the Board.
 - iii. Recall by the membership.
 - iv. Legal action.
 - v. Other appropriate discipline authorized by law or the Governing Documents.

2. Be advised that any action taken by a Board member in violation of these rules may result in a loss of Directors and Officers liability coverage or indemnity for that Director in the event of a claim.

BE IT FURTHER RESOLVED that the Board directs management to deliver a copy of this executed resolution to all members in accordance with Declaration Article XII. This Resolution will be effective from the date of delivery of the notice, and such notice shall be delivered no later than May, 2025.

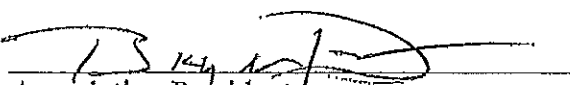
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Dated this 13th day of May, 2025.

KING CITY CIVIC ASSOCIATION, INC.

By: 
Association President

ATTEST: the above Resolution was properly adopted.

By: Cherie Gilmore Forczak
Cherie Gilmore Forczak (May 14, 2025 10:31 PDT)
Association Secretary






KCCA- Resloution of the Board of Directors- Establishing a Code of Conduct

Final Audit Report

2025-05-14

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