

Wildwood Recreational Village Owners Association

CODE OF BUSINESS CONDUCT AND ETHICS POLICY

It is the policy of Wildwood Recreational Village Owners Association (“the Association”) to conduct all business activities using the highest of ethical standards. All Officers, director’s, and employees of the Association (“covered parties”) are expected to adhere to high standards of integrity, and act in compliance with all applicable laws and regulations in the conduct of their dealings with and for the Association. The Board of Directors of the Association has summarized their specific policies on business conduct which they require be adhered to at all times in this “Code of Business Conduct and Ethics” policy document. This policy should be carefully read by all covered parties. By virtue of their accepting their nomination, appointment, employment, or contractual agreement with the Association, they agree to adhere to, and be bound by, the requirements of this policy.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Board of Directors requires that all covered parties comply with all laws, rules, and regulations applicable to the Association wherever they do business. They are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules, and regulations, and to ask for advice from the Board of Directors when there is any uncertainty or question as to interpretation.

If a covered party becomes aware of a violation of any law, rule, or regulation, whether by an officer, employee, director, or other party; it is the responsibility of that party to promptly report the matter to the Board of Directors. While it is the desire of the Association to address matters internally, nothing in this policy should discourage any party from reporting any illegal activity, including any violation of federal, state, county, or local law, rule, or regulation to the appropriate authority with jurisdiction. This policy should not be construed to prohibit anyone from testifying, participating, or otherwise assisting in any administrative, judicial, or legislative proceeding or investigation.

CONFLICTS OF INTEREST

Covered parties must act in the best interests of the Association. Personal interests must not interfere, or appear to interfere, in any way with the interests of the Association as a whole. Covered parties must refrain from engaging in any activity or having a personal interest that prevents them from performing their duties and responsibilities honestly, objectively and effectively. As a practical matter, they should consider how a potential conflict of interest would be perceived if it was broadly publicized. It is their responsibility to disclose all actual and potential conflicts of interest, including any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest, to the Board of Directors.

EMPLOYEES, DIRECTORS, AND OFFICERS

EMPLOYEES, AND OFFICERS MUST NOT:

- 1) perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director or employee for a supplier of the Association, or supplier to the members of the Association with the recommendation or approval of the Board of Directors, unless approved by a majority vote of the membership present at a legal meeting of the Association's members;
- 2) have, or permit any close relative to have, a financial interest in a supplier of the Association, or supplier to the members of the Association with the recommendation or approval of the Board of Directors, other than an investment representing less than one percent (1%) of the voting power of a publicly-held company, or less than five percent (5%) of the voting power of a privately-held company or partnership, unless approved by a majority vote of the membership present at a legal meeting of the Association's members;
- 3) supervise, review or influence the job evaluation or compensation of a member of his or her immediate family when employed by the Association; or;
- 4) engage in any other activity, or have any other interest, that the Board of Directors or members of the Association determines to constitute a conflict of interest.

DIRECTORS MUST NOT:

- 1) perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer, director or employee for a supplier of the Association, or supplier to the members of the Association with the recommendation or approval of the Board of Directors, unless approved by a majority vote of the membership present at a legal meeting of the Association members;
- 2) have, or permit any close relative to have, a financial interest in a supplier of the Association, or supplier to the members of the Association with the recommendation or approval of the Board of Directors, other than an investment representing less than one percent (1%) of the voting power of a publicly-held company or less than five percent (5%) of the voting power of a privately-held company or partnership unless approved by a majority vote of the membership present at a legal meeting of the Association members;
- 3) use his or her position with the Association to influence any decision of the Association relating to a contract or transaction with a supplier of the Association, or supplier to the members of the Association with the recommendation or approval of the Board of Directors, if the director or a close relative of the director:
 - a) performs services as a consultant, employee, officer, director, advisor or in any other capacity for such supplier; or
 - b) has a financial interest in such supplier, other than an investment representing less than one percent (1%) of the voting power of a publicly-held company, or less than five percent (5%) of the voting power of a privately-held company or partnership, unless approved by a majority vote of the membership present at a legal meeting of the Association members;.
- 4) supervise, review or influence the job evaluation, pay or benefits of a member of his or her immediate family if employed by the Association; or
- 5) engage in any other activity or have any other interest that the Board of Directors or members of the Association determines to constitute a conflict of interest.

As used in this policy:

A “close relative” means a spouse, dependent child or any other relative living in the same home with the employee, officer, or director.

“Immediate family” means a parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law.

A “significant supplier” is a supplier to which the Association has made during the Association’s last full fiscal year, or proposes to make during the Association’s current fiscal year, payments for property or services in excess of one hundred dollars (\$100).

HONEST AND ETHICAL CONDUCT AND FAIR DEALING

Each covered party must endeavor to deal honestly, ethically and fairly with the Association’s suppliers, members, and employees. Statements regarding the Association’s dealings should not be untrue, misleading, deceptive, or fraudulent. Covered parties should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing, or practice.

PROTECTION AND PROPER USE OF THE ASSOCIATION’S ASSETS

All covered parties should seek to protect the Association’s assets. Theft, carelessness, and waste have a direct impact on the Association’s financial performance. Covered parties should use the Association’s assets and services solely for legitimate business purposes of the Association and not for any personal benefit or the personal benefit of anyone else.

All covered parties should advance the Association’s legitimate interests when the opportunity to do so arises. They should not take for themselves personal opportunities that are discovered through their position with the Association or use the property or information of the Association for personal gain.

GIFTS AND GRATUITIES

The use of the Association’s funds or an asset for gifts or entertainment is prohibited. Covered parties must not accept, or permit any close relative to accept, any gifts, gratuities or other favors from any customers, suppliers or others doing or seeking to do business with the Association, other than items of nominal value (not to exceed \$20.00).

Bribes and kickbacks are criminal acts, strictly prohibited by law. No covered party may offer, give, solicit, or receive any form of bribe or kickback. Bribes shall be interpreted in the broadest sense to include any type of preferential treatment secured by providing, directly or indirectly, an individual or his or her family members or associates with personal gain in relation to business conducted by or on behalf of the Association.

ACCURACY OF BOOKS AND RECORDS AND PUBLIC REPORTS

Covered parties must ensure that the books and records of the Association honestly and accurately reflect all business transactions of the Association to the members. Accurate information is essential to the Association's ability to meet legal and regulatory obligations as well as its duty to the members.

All Association books, records and accounts shall be maintained in accordance with all applicable regulations and standards, and accurately reflect the true nature of the transactions they record. The financial statements of the Association shall conform to generally accepted accounting rules and the Association's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Association's books or records for any reason, and no disbursement of the Association funds or other property shall be made without adequate supporting documentation.

It is the policy of the Association to provide full, fair, accurate, timely, and understandable disclosure in reports and documents filed with, or submitted to the membership or any other party.

WAIVERS OF THIS CODE OF BUSINESS CONDUCT AND ETHICS

While some of the requirements contained in this policy must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. A covered party who believes that an exception to any of these policies is appropriate in his or her case should first contact the Board of Directors. If the Board of Directors agrees that an exception is appropriate, the approval of the membership must be obtained. The Board of Directors shall be responsible for maintaining a complete record of all requests for exceptions to any of these policies and the disposition of such requests.

Any waiver of this policy, or any change to this policy may be made only by vote of a majority of the membership at an Annual or Special meeting of the Association and will be disclosed at each subsequent Annual Meetings of the Membership as long as the waiver or change remains in effect.

REPORTING AND COMPLIANCE PROCEDURES

Every member, employee, contractor, officer, and director has the responsibility to ask questions, seek guidance, and report suspected violations and express concerns regarding compliance with this policy. Any party who knows or believes that any employee, contractor, officer, director, or representative of the Association has engaged or is engaging in Association related conduct that violates applicable law, the Articles of Incorporation or Bylaws of the Association or this policy, should immediately report such information to the Board of Directors.

The Board of Directors of the Association shall determine whether violations of this policy have occurred and, if so, shall recommend to the membership the disciplinary measures to be taken against any covered party who has violated this policy. Failure to comply with the standards outlined in this policy may result in disciplinary or corrective action including, but not limited to, reprimands, warnings, and removal from office. Certain violations of this policy may require the Association to refer the matter to the appropriate criminal or civil authorities for investigation or prosecution. Moreover, any covered party who directs or approves of any conduct in violation of this policy, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including removal from office.

CONCERNS REGARDING ACCOUNTING OR AUDIT MATTERS

Employees, members, and covered parties with concerns regarding questionable accounting or auditing matters, or complaints regarding accounting, internal accounting controls or auditing should refer these to the Board of Directors. All complaints will be reviewed by a committee established by the Board of Directors, and the findings will be reported to the membership at the next Board of Directors meeting.

The Board of Directors will evaluate the merits of any complaints received by it, and take such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the complaint.

DISSEMINATION AND AMENDMENT

This policy shall be distributed annually to each covered party, and each shall certify that he or she has received, read and understood the policy and has complied with its terms. All Association contracts shall include the applicable provisions of this policy and require compliance as part of the contract's terms and conditions.

The Association membership reserves the right to amend, alter, or terminate this policy at any time for any reason. The most current version of this policy can be obtained from the Board of Directors at any time.

This document is not an employment contract between the Association and any of its covered parties, and does not alter the Association's at-will employment policy or the member's rights as detailed in the Articles of Incorporation and Bylaws.

I have read this "CODE OF BUSINESS CONDUCT AND ETHICS" and agree to be bound by its provisions.

SIGNED:

Signed

Dated

Printed Name

Terminology:

'**Close relative**' - A spouse, dependent child or any other relative living in the same home with the employee, officer, or director.

'**Immediate family**' - A parent, sibling, child, mother- or father-in-law, son- or daughter-in-law or brother- or sister-in-law.

'**Significant supplier**' - A supplier to which the Association has made during the Association's last full fiscal year, or proposes to make during the Association's current fiscal year, payments for property or services in excess of one hundred dollars (\$100).