

POLICY TITLE – BOARD MEMBERS CODE OF CONDUCT
POLICY SECTION – GOVERNANCE
POLICY NUMBER – 01
DATE OF ORIGIN – MARCH 2009
APPROVED BY – HMCi Board of Directors 2/2009,
REVIEW /REVISION DATE: 2/2015, 2018

POLICY STATEMENT - The Board of Directors (BOD) of Holiday Manor Co-op Incorporated (HMCi) is committed to exercising their authority and responsibilities in a fair, honest, legal and ethical manner in all matters during the course of its work as the leadership body of HMCi.

PURPOSE – The purpose of the policy is to provide elected Directors a working framework regarding their obligations and to ensure that they meet the standards of care imposed under the Prospectus of HMCi, the statutes and laws of Florida and to meet the expectations of HMCi shareholders in their behavior.

DEFINITIONS

Legal Conduct – the expected behavior of Board Members in accordance with legislation and the laws of Florida

Honest Conduct – being candid, open, truthful and free from deception and deceit in all actions. Telling the truth, even when doing so may be difficult. A commitment to act in a manner that represents true honesty in all words and deeds

Fairness – a demonstrated effort to listen to expressed opinions and make decisions that benefit the majority of the shareholders of HMCi and consistently applying the same ethical standards to every person and situation. Acting in ways which do not provide inappropriate advantages or disadvantages to any party, or which could reasonably create the appearance of such advantage or disadvantage.

Ethical Behavior – conduct that demonstrates an understanding of the need to declare a conflict of interest in any matter coming before the Board and avoids any evidence of circumventing Board processes or obligations.

Attendance: In the event, a Director does not attend a minimum of fifty (50%) percent of the Board of Directors Meetings each year commencing November 1 and ending October 31 of the following calendar year, said Director's term shall be automatically terminated unless the other members of the Board of Directors, by majority vote at a Director's Meeting at which a quorum is present, determine that due to hardship, the Director in question shall retain his/her position for the remainder of the term. In no event shall the Board of Directors extend a Director's term on account of hardship more than one time during the given Director's term.

Amended 6/2005

PRINCIPLES

1. Directors will act honestly and in good faith with a view to the best interests of the Co-op.
2. Directors will exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Directors will always act in a manner that will not cause any prejudice or embarrassment to the Co-op.
4. Directors will form an independent opinion about any issue that is submitted to them and act accordingly and in a professional manner.
5. Directors shall strive to avoid any conflict of interest in their capacity as Directors. Should a conflict arise, the Directors shall disclose to the Co-op, on a timely basis, any such conflict, whether resulting from business dealings with the Co-op, in connection with contractual relations entered into by the Co-op, or otherwise.
6. Directors will support and maintain compliance with Board approved policies and procedures throughout the Co-op.

Patty Owens

7. Directors will monitor each other's conduct and advise each other or the President of any concerns related to the above.
8. Directors and shareholders will use the above principles as a measure of performance for all Board members in its evaluation of Board performance.
9. ~~Non compliance with the articulated principles may result in removal of a Board member from office by a majority vote of the Board, conducted by the President of the Co-op.~~

Any member of the Board of Directors may be recalled and removed from office with or without cause subject to the provisions of Florida Statutes, 719.30.