

**WINDJAMMER HOMEOWNERS ASSOCIATION CONFLICT
OF INTEREST POLICY AND PROCEDURES
July 1, 2020**

Authority: CRS 38-33.3-209.5, Responsible Governance Policies, Paragraph (1) (b) (II);
CRS 38-33.3-209.5(4), Required content of Conflict-of-interest Policy
CRS 38-33.3-310.5, Executive Board - Conflicts of Interest; CRS 7-128-
501, Conflicting Interest Transactions
Bylaws, Article X, Section 10.2 Conflicts of Interest

1. Policy: A Conflict of Interest exists when any contract, transaction, or other financial relationship exists or would exist after a Board decision, between the Association and any Director, or any person who is a Director's spouse, child, parent, grandparent, sibling (or spouse or child of sibling), or any entity in which any of these persons have an interest. The above includes any Officer (i.e. not elected to the Board, but to whom the Board has delegated responsibilities for a duty).

a. If a conflict of interest exists, the Director with the conflict will declare the conflict in an open meeting, prior to any discussion or action on the issue. After making such disclosure, the director may participate in the discussion and may be allowed to vote on that issue. The minutes of the meeting shall reflect the disclosure made, the composition of the quorum (which may include the conflicted Director), and record who voted for and against.

- b. Transactions wherein a conflict of interest was disclosed may not be voided by any Association member or on behalf of the Association if:
- i. The facts about the transaction and the conflict of interest are disclosed to the Board and a majority of the disinterested Directors in good faith approves the transaction; or
 - ii. The facts about the transaction and conflict of interest are disclosed at a membership meeting and the transaction is authorized in good faith by a vote of the Homeowners entitled to vote on the matter; or
 - iii. The transaction is fair to the Association.

c. Any contract entered in violation of this policy may be void and unenforceable.

2. Procedure:

a. A Director who knowingly has a conflict of interest as defined above, will declare that conflict openly at the meeting at which the issue is to be deliberated, prior to any discussion or other action on the issue occurs.


b. In the event a Director subsequently determines a conflict of interest exists for an issue previously deliberated by the Board **or by the membership**, the Director will advise the Board of the conflict by the most expeditious means. The Board will review the circumstances of the deliberation of the issue involved at the next Board meeting, to determine if policy enforcement applies.

3. Periodic Review:

a. The Board of Directors shall review this policy periodically, and not less than once per year.

IN WITNESS WHEREOF, the undersigned certifies that this Policy and Procedures was revised by resolution of the Board of Directors of the Association on this 1st day of July 2020.

Windjammer Homeowners Association is a Colorado Non-profit Corporation


Dan Bailey, President