

SROA

Board Member Candidacy Application to the Nominating Committee

Our Mission Statement

*Maintaining Sunriver as a premier residential and resort community,
protecting its natural environment, vibrant quality of life, property values,
and overall economic vitality.*

Dear Sunriver Owner,

Thank you for your interest in running for the SROA Board of Directors.

Sunriver has always benefited from the time and talents of its members. Since its beginning, there has been a desire to make Sunriver a special place.

“From its inception in 1968 the intent of the planners, ecologists and developers alike was to create a community which would provide an unusually attractive place to live, appealing especially to sports and outdoorsmen, retirees, artists and others attracted to a controlled area of natural scenic beauty. The clear clean air, the river, the riverbanks, the meadows, the marshes, the lakes, the trees, the wildflowers, and wildlife constitute a community treasure. Open areas provide broad vistas of national forest and high Cascade Mountains. Ecological vigilance has been a major concern since the beginning of planning.” Consolidated Plan, Pg. 3.

The Nominating Committee is tasked with recruiting, screening, and qualifying candidates for the Board of Directors. The information you provide in this application will help us do that. It also gives you, the candidate, information you need. Please review the entire application and return the completed application forms by the deadline indicated.

Please feel free to contact any of the Nominating Committee members if you have any questions, or if we can help in any way. Thank you for helping keep Sunriver a wonderful place.

Sincerely,

Nominating Committee

BOARD CANDIDACY OVERVIEW

Candidacy Requirements per Bylaws:

1. Sunriver property owner in good standing

Three ways to become a Candidate for election:

1. Complete the Board Member Application and submit to the Nominating Committee
2. Gather 100 owner signatures which will be validated by the Elections Committee. The required petition forms are available at the SROA office or the website.
3. Become a write-in candidate on the ballot

Basic Functions of the Board:

1. Support Sunriver Mission's Statement with adherence to the Consolidated Plan, Articles of Incorporation and Bylaws
2. Planning and Policy development
3. Financial Management and Development
4. Services and Communication to Association members

Time Commitment:

1. Board members serve three-year terms and are eligible for re-election for additional terms
2. Monthly meetings are the third Friday and Saturday of the month
3. Each Director participates in an additional committee and/or task force
4. Directors spend 20-30 hours per month on SROA Business

Important Timelines:

1. Board candidacy applications are due to the Nominating Committee the third Friday in March.
2. The Nominating Committee presents candidates for the ballot to the SROA Board at the April Board of Directors meeting.
3. Petitions for Candidacy are due to the SROA office by April 1st
4. Candidates nominated by committee or by Petition for Candidacy that are on the ballot will be featured in the Scene and other local media outlets.
5. Ballots will be distributed in early July and the election closes in August, specific dates to be determined by Elections Committee.
6. The Elections Committee will certify and post the elections results. The SROA President will then announce the election results at the next Board meeting, usually the annual meeting in August.

SUNRIVER OWNERS ASSOCIATION

Board Member Application

Name: _____

Sunriver owner since: _____

Physical Address of Sunriver Property: _____

Mailing Address: _____

Phone #: _____ Email: _____

Education: School, College, Professional Certificate Courses:

School	Field of Study	Degree/Designation

Employment:

Business	Dates	Functions

Volunteer/Community Service:

Entity	Dates	Functions

Sunriver Activities and Organizations:

Entity	Dates	Functions

References:

Name	Email	Phone

By signing this application, I attest that:

- √ I am an owner of record in Sunriver and a member in good standing per SROA Bylaws;
- √ I understand SROA will verify my good standing including a criminal background check and reference checks;
- √ I have signed and attached the Board Candidate Conflict of Interest Disclosure Statement;
- √ I understand, if elected I will accept the duties and responsibilities of an SROA director as described in the Consolidated Plan, Bylaws, Conflict of Interest Policy and the Code of Conduct and Ethics Resolution;
- √ I understand the required time commitment of a Board member.

I desire to have my name appear on the ballot as follows:

Signature of Candidate

Date

SROA BOARD CANDIDATE CONFLICT OF INTEREST POLICY

(Signature required below and form to be submitted with the SROA Board Application)

PURPOSE:

The purpose of this Board Candidate Conflict of Interest Policy (the "Policy") is to prevent the institutional or personal interests of any Sunriver Owners Association ("SROA") board candidate from potentially interfering with the performance of such candidate's duties as a SROA director should such candidate be elected or appointed to the SROA board of directors ("Board"), and to ensure that there is no personal, professional, financial, or political gain at the expense of SROA. This Policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any potential conflicts of interest. This Policy has been developed for the protection of both the SROA and the Board candidate involved.

DEFINITION:

A conflict of interest may exist when the interests or potential interests of any Board candidate, or such candidate's immediate family member, or any individual, group, or organization to which such Board candidate has allegiance, may be seen as competing with the interests of SROA, or may impair such candidate's independence or loyalty to SROA. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director in a manner that is adverse to the interests of SROA, including, without limitation, all matters that would require disclosure (see potential conflict of interest examples below). "Immediate family member" for purposes of this Policy includes the Board candidate's spouse, significant other, or domestic partner, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in the Board candidate's home (other than a tenant or employee).

DISCLOSURE AND RECUSAL:

Whenever any Board candidate has a conflict of interest or a potential conflict of interest with SROA, he or she must notify the SROA Nominating Committee of such conflict in a writing outlining the potential nature of the conflict at the time of their application. The Nominating Committee shall evaluate the conflict and if material to the qualifications of the candidate will either disqualify the candidate or recommend the candidate be required to disclose the conflict or potential conflict. Disclosure will be via the candidate's voters pamphlet statement and publication in the *Sunriver Scene* or other means reasonably calculated to fully disclose the nature and all material financial details of the conflict to SROA members. The contents and sufficiency of the disclosure will be determined by the Nominating Committee.

DISSEMINATION:

A copy of this Policy will be furnished to each candidate for a Board seat. A copy will also be posted on the SROA website.

CERTIFICATION:

Each Board candidate will be asked to complete a certification acknowledging acceptance of this Policy and disclosing any potential conflicts of interest. The Elections Committee Chair will be responsible for reviewing the certifications by Board candidates seeking election via the petition process, and the Nominating Committee will be responsible for reviewing the certifications by Board candidates seeking election via the application for nomination process.

EXAMPLES OF POTENTIAL CONFLICTS OF INTEREST:

A potential conflict of interest may exist if a Board candidate or such candidate's immediate family member:

- Has a business or financial interest in any third party dealing with SROA. This does not include an ownership interest of less than five percent (5%) of the outstanding securities of public corporations.
- Holds office, serves on a board, participates in management, or is employed by any third party dealing with SROA.
- Derives remuneration or other financial gain from a transaction involving SROA.
- Receives gifts from any third party on the basis of his or her position (or potential or anticipated future position) with SROA (other than occasional gifts valued at no more than \$50, or if valued at more than \$50, the gift is made available in a team space or common area for others to share — e.g., fruit baskets, boxes of candy). All other gifts should be returned to the donor with the explanation that SROA policies do not permit the acceptance of gifts. No personal gift of money should ever be accepted.
- Engages in any outside employment or other activity that: (i) may materially encroach on such Board candidate's obligations to SROA should they be elected or appointed to the Board; (ii) competes with SROA's activities; (iii) involves any use of SROA's equipment, supplies, or facilities; or (iv) implies SROA's sponsorship or support of such outside employment or activity.

The foregoing list is not intended to be exhaustive.

**SROA BOARD CANDIDATE CONFLICT OF INTEREST CERTIFICATION AND
DISCLOSURE STATEMENT**

I have received, read and understand the SROA Conflict of Interest Policy and the SROA Board Candidate Conflict of Interest Policy.

I understand that if I am elected or appointed to SROA's Board of Directors, I will be expected to conduct business in accordance with the letter, spirit, and intent of all relevant conflict of interest laws and policies, including the SROA Conflict of Interest Policy, and must refrain from any illegal, dishonest, or unethical conduct. I understand that if a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with, as appropriate, the Board, the Board Chair or SROA general manager for advice and consultation. Furthermore, I understand that SROA policies, including the SROA Conflict of Interest Policy and the SROA Board Candidate Conflict of Interest Policy, may be amended at any time.

In compliance with SROA's Board Candidate Conflict of Interest Policy, the positions that I or an immediate family member currently hold within the community are as follows:

The following are business and professional activities in which I or an immediate family member hold a position as either an owner, officer, board member, partner, employee, or other beneficiary position:

<u>Name of Business/Organization</u>	<u>Position Held/By Whom</u>
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(Attach additional sheets as needed)

Other transactions or activities that may produce a possible conflict of interest:

(Attach additional sheets as needed)

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Type/Print Name	Signature	Date

RECOMMENDED READING FOR CANDIDATES TO THE BOARD OF DIRECTORS:

- Consolidated Plan of Sunriver
- Sunriver Bylaws
- Sunriver Rules & Regulations
- Minutes of previous monthly Board meetings
- “A Guide to Nonprofit Board Service in Oregon” – Office of the Attorney General of the State of Oregon

*These items are available on the SROA website or copies can be requested from The SROA Administration Office, 57455 Abbot Dr, Sunriver or by calling Becki Sylvester at (541)593-2411

ATTACHED APPENDIX IS INFORMATIONAL MATERIAL FOR REFERENCE ONLY, they are specific to elected board members (candidate signatures are not required nor are these forms to be submitted with this application):

- SROA Resolution 2012-001, Code of Conduct and ethics for Board Members and Officers
- SROA Confidentiality Agreement
- SROA Conflict of Interest Policy

APPENDIX

RESOLUTION 2012-001 OF THE BOARD OF DIRECTORS THE SUNRIVER OWNERS ASSOCIATION

A RESOLUTION ADOPTING A CODE OF CONDUCT AND ETHICS FOR BOARD MEMBERS AND OFFICERS

(Upon taking office as a Director or Officer, each Director or Officer must agree to and sign a copy of this code.)

WHEREAS; In order to ensure that the Board of Directors and Officers of The Sunriver Owners Association maintain a high standard of ethical conduct in the performance of the Association's business, and to ensure that the Owners maintain confidence in and respect for the entire Board,

NOW THEREFORE; The Sunriver Owners Association Board of Directors has adopted the following Code of Conduct and Ethics for its members and Officers;

The following principles and guidelines constitute the code of Conduct and Ethics:

Code of Conduct and Ethics

It is recognized that many clients, vendors, and suppliers consider reasonable gifts and entertainment as an accepted business practice without any intent to unduly influence the judgment of the Board of Directors. Nevertheless, it will be the policy of the Board of Directors to discourage the acceptance by its members and officers of gifts, entertainment, or other favors from existing or prospective clients, vendors, or suppliers.

Cash gifts of any amount are unacceptable. Gifts of a nominal value and personal nature given as a token of friendship or special occasions such as Christmas, a job promotion, or length-of-service award are acceptable.

A Director or Officer will undertake only those responsibilities and assignments that he or she can reasonably expect to perform adequately.

A Director or Officer will adequately plan for the functions for the Association including review of all materials pertinent to the Board meetings and other functions of the Board of Directors.

No Director or Officer will use his or her position to make threats of Association enforcement action against Owners or to promise outcomes to Owners in regard to Association Rules and Regulations. All such matters are to be handled in the ordinary course of business through the Association Staff or appropriate Committee.

No Director or Officer will seek to have a contract implemented that has not been duly approved by the Board.

No Director or Officer will individually impede or obstruct a contractor implementing a contract in progress. All communications with contractors will be conducted through the General Manager or an assigned employee. Professional courtesy will include and should not interfere with, among other things, contractual relationships between Association management professionals and contractors.

No Director or Officer will individually impede or obstruct with the system of management established by the Board and General Manager. A member will comply with all operating standards (internal operating procedures) that are in force or may from time to time be promulgated by the Board of Directors and General Manager.

No Director or Officer may use any funds being held for Association business for personal use.

No Director or Officer will interfere with the duties of any staff member of the Association. All Board members will exhibit professional courtesy to all Association staff.

It is expected that all members of the Board of Directors and Officers will make reasonable efforts to attend all Regular, Special and Executive Board meetings.

A Director or Officer should not, in the regular course of business, disclose information about the Association's legitimate activities unless such information is already known by Owners generally or are part of the Association's records open for inspection by Owners. In the normal course of business, a Director or Officer should treat as confidential all matters involving the Association until there has been general public disclosure or unless the information is a matter of public record (i.e., reported in the minutes) or common knowledge. An individual director is not a spokesperson for the Association and thus disclosure to the public of Association activities should be made only through the Association's designated spokesperson, usually the President or General Manager. This presumption of confidential treatment should apply to all current information about Board or Association activities. All information learned or discussed at an Executive Session of the Board is privileged and confidential and is not to be publicly discussed until such information becomes part of the Association's public records.

No provision of this Resolution can be rescinded, altered, and/or amended without a vote of a majority of the members of the Board of Directors.

Acknowledged and agreed to this _____ day of _____, 20____

By (SIGNATURE): _____

Print Name: _____

SROA Confidentiality Agreement

I, _____, understand and acknowledge that during my service with the Sunriver Owners Association (SROA), I will have access to Confidential Information not generally known to the public or the membership of SROA at large concerning the business of SROA and that the disclosure of such Confidential Information would damage SROA's interests. In consideration of the opportunity to volunteer with SROA, I agree that during my service with SROA and at all times thereafter, I will hold SROA's Confidential Information in strict confidence, take reasonable precautions to avoid disclosure of Confidential Information, and will not disclose nor use such information outside the scope of my service with SROA or without prior written authorization from the SROA Board of Directors, unless there has been general public disclosure of the Confidential Information by SROA. For the purposes of this Agreement, "Confidential Information" includes, but is not limited to, information regarding contracts in negotiation (which includes information regarding projects and potential projects), organizational practices and methodologies, and personnel information concerning SROA employees. I further agree and understand that I will immediately return all SROA Confidential Information and/or delete Confidential Information from any electronic devices in my possession or control, at the end of service or whenever requested by the SROA Board of Directors. If I receive a request to disclose Confidential Information by a third party, I agree to notify SROA and allow SROA to evaluate the appropriate response to the request.

Signature

Date

Printed Name

- Board Member
- Committee Member Specify: _____
- Taskforce/Workgroup Specify: _____

SROA CONFLICT OF INTEREST POLICY

PURPOSE:

The purpose of this Conflict of Interest Policy (this “Policy”) is to prevent the institutional or personal interests of members of the Sunriver Owners Association (“SROA”) board of directors (collectively, the “Board”, each a “director”) from interfering with the performance of their duties to SROA, and to ensure that there is no personal, professional, financial, or political gain at the expense of SROA. This Policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the recusal of any interested party in a decision relating thereto. This Policy has been developed for the protection of both the SROA as well as the director involved.

DEFINITION:

A conflict of interest may exist when the interests or potential interests of any director, or that director’s immediate family member, or any individual, group, or organization to which such director has allegiance, may be seen as competing with the interests of SROA, or may impair such director’s independence or loyalty to SROA. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, in a manner that is adverse to the interests of SROA, including, without limitation, all matters that would require disclosure (see potential conflict of interest examples below). “Immediate family member” for purposes of this Policy includes the director’s spouse, significant other, or domestic partner, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in the director’s home (other than a tenant or employee).

USE OF INFORMATION:

Directors may not use, share or disseminate information received from participation in SROA affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of SROA.

DISCLOSURE AND RECUSAL:

Whenever any director has a conflict of interest or a potential conflict of interest with SROA, he or she must immediately notify the SROA President of such conflict in a writing outlining the potential nature of the conflict.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the Board, a Board-appointed committee or task force, the interested director must call it to the attention of the SROA President and may not be present or participate (i.e., must leave the room or terminate any phone or communication, as the case may be) during Board or committee discussion or decision on the matter. However,

if reasonably necessary in order to make a full and fair disclosure, such interested director may provide a written statement to the Board or applicable committee with any and all relevant information on the particular matter.

To approve a transaction or other matter in which a conflict of interest or potential conflict of interest has been deemed to exist with a director, at least 67 percent of the remaining directors who have no conflict of interest or potential conflict of interest on the matter must vote to approve the transaction or matter.

The minutes of the meeting of the Board or its committee shall reflect that the conflict of interest was disclosed, that the interested director was not present during discussion or decision on the matter, and did not vote.

DISSEMINATION:

A copy of this Policy will be furnished to each current SROA director. A copy will also be posted on the SROA website.

CERTIFICATION:

As administered by the SROA President, each director will be asked to complete a certification acknowledging acceptance of this Policy and disclosing any potential conflicts of interest upon his or her election, re-election or appointment to the Board, and annually thereafter. All such certifications will be reviewed by the Board, as appropriate.

IMPLEMENTATION

It is the policy of the SROA that directors must abide by this Policy during the term of their Board service.

Charges that any director has violated this Policy must be presented in writing to the SROA President. If the SROA President is included in the charge, the presentation shall be to the Vice President of the Board. If the SROA President (or Vice President, if applicable) believes that a director has violated this Policy, he or she will inform such director of the basis for such belief and afford such director an opportunity to explain his or her views on the matter.

The Board may consider such charges in an Executive Session called for that purpose outside of the presence of the director who has allegedly violated this Policy. The Board may take any action it deems appropriate, including, without limitation, conducting further investigation as warranted by the circumstances, taking appropriate corrective action (such as ratifying or cancelling a contract, as the case may be), and taking appropriate disciplinary action up to and including removal from office as provided in the Bylaws, Article IV, Section 5.

The Board, in its sole discretion, will decide whether this Policy has been violated by any director.

The disposition of the charges will be announced by the Board at an open meeting.

EXAMPLES OF POTENTIAL CONFLICTS OF INTEREST:

A potential conflict of interest may exist if a director or such director's immediate family member:

- Has a business or financial interest in any third party dealing with SROA. This does not include ownership interest of less than five percent (5%) of outstanding securities of public corporations.
- Holds office, serves on a board, participates in management, or is employed by any third party dealing with SROA.
- Derives remuneration or other financial gain from a transaction involving SROA.
- Receives gifts from any third party on the basis of such director's position with SROA (other than occasional gifts valued at no more than \$50, or if valued at more than \$50, the gift is made available in a team space or common area for others to share — e.g., fruit baskets, boxes of candy). All other gifts should be returned to the donor with the explanation that SROA policies do not permit the acceptance of gifts. No personal gift of money should ever be accepted.
- Engages in any outside employment or other activity that: (i) may materially encroach on such director's obligations to SROA; (ii) competes with SROA's activities; (iii) involves any use of SROA's equipment, supplies, or facilities; or (iv) implies SROA's sponsorship or support of the outside employment or activity.

The foregoing list is not intended to be exhaustive.

**CONFLICT OF INTEREST CERTIFICATION AND DISCLOSURE STATEMENT FOR
THE PERIOD _____**

I have received, read and understand the SROA Conflict of Interest Policy. As part of SROA's Board of Directors, I understand that this Policy applies to me.

I understand that I am expected to conduct business in accordance with the letter, spirit, and intent of all relevant conflict of interest laws and policies, including this Policy, and must refrain from any illegal, dishonest, or unethical conduct. I understand that if a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with, as appropriate, the Board, the Board Chair or SROA general manager for advice and consultation. Furthermore, I understand that SROA policies, including this Policy, can be amended at any time.

In compliance with this Policy, the positions that I or an immediate family member currently hold within the community are as follows:

The following are business and professional activities in which I or an immediate family member hold a position as either an owner, officer, board member, partner, employee, or other beneficiary position:

<u>Name of Business/Organization</u>	<u>Position Held/By Whom</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

(Attach additional sheets as needed)

Other transactions, activities that may produce a possible conflict of interest:

(Attach additional sheets as needed)

In addition, I recognize the need to maintain confidentiality regarding information I might receive as a SROA director. I will promptly inform in writing, the SROA President or

general manager of any material change that develops in the information contained in the foregoing statement.

Type/Print Name

Signature

Date