

**Dixie Springs Architectural Control Committee, Inc.**  
**CODE OF CONDUCT FOR DIRECTORS**

The recorded covenants, conditions, and restrictions (CC&Rs) of the Dixie Springs Subdivision (Dixie Springs) in Hurricane, Utah, provide for an architectural control committee to ensure “that all exteriors of homes and landscaping within the property harmonize with existing surroundings and structures,” and under the CC&Rs, the committee has “the right and authority to enforce the CC&Rs.” The members of the architectural control committee in 2015 created the Dixie Springs Architectural Control Committee, Inc. (ACC), as a nonprofit corporation, duly organized and existing under Utah law, to, among other things, avail committee members of the liability protections afforded by Utah nonprofit-corporation laws. Consequently, those serving as committee members have also been directors of the ACC, i.e., members of the ACC’s governing body—its Board of Directors (Board).

It is the policy of the ACC that before serving on the Board, including attending or participating in Board meetings, each director acknowledges and agrees to this Code of Conduct. A director is a fiduciary of the ACC, which means the director has certain legal responsibilities to the ACC.

**Directors will:**

1. Act in good faith and objectively.
2. Perform their duties in the best interests of the ACC regardless of their personal interests.
3. Perform their duties without bias for or against any individual or group of lot owners or residents of Dixie Springs.
4. Perform their duties with the care that an ordinarily prudent person in a similar position would exercise under similar circumstances.
5. Be familiar with the CC&Rs and the ACC’s Articles of Incorporation and Bylaws.
6. Use sound judgment to make the best possible for the ACC, taking into consideration all available information, circumstances, and resources.
7. Act within the boundaries of their authority as a director as defined by the ACC’s Articles of Incorporation and Bylaws and by applicable law.
8. Always speak with one voice, supporting all duly made decisions of the Board—even if they disagree with the decisions.
9. Be prepared for Board meetings and be courteous and respectful to others attending Board meetings.
10. Disclose personal or professional relationships with any individual or company who has or is seeking to have a business relationship with the ACC.
11. Recuse themselves if they have a conflict of interest.

**Directors will not:**

1. Misrepresent the facts concerning any issue involving ACC business or misrepresent the decisions of the Board or actions of the ACC or the actions of other directors.
2. Divulge personal information about any lot owner or resident that was obtained in the performance of Board duties.

3. Reveal to any lot owner or resident or any other third party the discussions, decisions, or comments made at any executive session of the Board or the communications with the ACC's attorneys.
4. Make personal attacks on lot owners or residents in Dixie Springs or other directors.
5. Harass, threaten, or attempt through any means to control or instill fear in any director, lot owner, or resident.
6. Act contrary to the decisions of the majority of the Board.
7. Use their position or decision-making authority for personal gain or to seek advantage over another owner or resident of Dixie Springs.
8. Use ACC's funds for their own personal use or benefit.

I have read and understand this Code of Conduct. I agree to comply with this Code of Conduct. I understand and agree that my failure to adhere to this Code of Conduct may result in action against me by the Board on behalf of the ACC, including, if allowed by the Bylaws, to remove me as a director.

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Signature

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Printed Name