

CANYON RIM SUBDIVISION

2. POLICY REGARDING CONFLICT OF INTEREST OF BOARD MEMBERS

Before any decision is made, contract entered into, or action taken by the Board of Directors, any member of the Board shall declare that an actual or potential conflict of interest exists or may exist relating to that issue. Such a declaration shall be made by the Board member at such time as such Board member has enough facts to reasonably determine that a conflict does, or may exist. Board members shall be guided by the premise of prompt disclosure and that he/she should make such a disclosure if any possibility of a potential conflict exists, and that such disclosure shall be made prior to any discussion, or any action on such issue occurs.

Upon such a disclosure, such Board member may exclude himself from the discussion on such issue, or any of the remaining members of the Board (not including the member who has raised the issue of a conflict of interest) may request such member to exclude him/herself from said discussion of such issue. However, such member is not required to excuse him/herself, and may still participate in the discussion of such issue. However, the member raising the issue of a conflict of interest shall not vote on such issue, and may be excluded from the meeting during the vote on such issue by a majority of the remaining members of the Board.

For purposes of this policy, a "conflict of interest" occurs when a decision, a contract between the Association and any party, or other action would financially benefit or adversely affect a Board member, or any person who is a parent, grandparent, spouse, child or sibling of such Board member or a parent or spouse of any of such persons. By way of example, a decision by the Architectural Control Committee that a homeowner, whose brother is a Board member, cannot build a certain type of house because it does not conform to the Covenants, would "adversely affect" such Board member.

Adopted on January 10, 2007

Secretary

*Wanda Iron* *Muri Lane Harris*