WILDE LAKE
COMMUNITY ASSOCIATION

Board of Directors Handbook

APPROVED: April 14, 2025

INTRODUCTION: WELCOME FROM THE BOARD CHAIR

Dear Board Members:

Welcome to the Wilde Lake Community Association (WLCA). You are now an important part of the Village of Wilde Lake. The Association's basic purpose is to promote the "common good and social welfare" of Wilde Lake residents, uphold the Covenants, and provide services designed to make living and working in Columbia a satisfying experience. As a Board member of WLCA, you will have an opportunity to affect the quality of life of our residents and the users of our facilities. At times, you may be a representative to our residents, community members, and stakeholders. The impression you leave may be long lasting, so we encourage you strive to make that impression a positive one.

The Association offers many services and many opportunities for residents to take an active part in community-building activities. While our facilities, which include Slayton House and Bryant Woods, Faulkner Ridge and Running Brook Neighborhood Centers, are owned by the Columbia Association, they are managed by Wilde Lake Community Association in an effort to help make the village a dynamic, lively, responsive, and caring community.

The purpose of this Board Handbook (hereafter "Handbook") is to describe, in a general manner, the important questions you may have about your Board Service with Wilde Lake Community Association. The handbook is not intended to address the details of every question that may arise, nor can it anticipate future changes of WLCA's needs or requirements. The guidelines in this handbook are subject to change, and should not be considered a contract. It is, however, a useful document for you. Please read it carefully and do not hesitate to ask for additional information.

We are pleased to have you on our Board and I hope you will have a fulfilling term with Wilde Lake Community Association.

Sincerely,

Kevin McAliley
Board Chair
Wilde Lake Community Association

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SECTION 1: ABOUT WLCA

About Us

The Village of Wilde Lake is the "historic district" of Columbia. In 1967, ground was broken for Slayton House, the Columbia Swim Center, Wilde Lake Tennis Center and the Wilde Lake Village Center. Houses and apartment dwellings first emerged in the neighborhood of Bryant Woods. Wilde Lake now has a diverse mix of housing, including single family homes, townhomes, condominiums and rental apartments. Other neighborhoods in the Village are Faulkner Ridge and Running Brook/the Birches.

Slayton House houses the offices of Wilde Lake Community Association. It serves the community by offering a variety of classes and special events. Slayton House is a unique community center building which features a 240 seat theatre, dance studio and juried art gallery as well as several meeting rooms.

A prominent feature in the Village's landscape is Wilde Lake, a manmade lake created by Rouse Company. Wilde Lake Park is part of the Columbia Association (CA) open space system. CA also maintains the distinctive Barn and the Boathouse on the lake's shores as well as a tot lot and picnic area. There are 11 CA tot lots and seven miles of CA pathway in Wilde Lake.

Mission Statement

Wilde Lake Community Association was formed "to organize and operate a nonprofit civic organization, exclusively for the promotion of the health, common good and social welfare of the owners of property in, and the residents of, the Village of Wilde Lake."

Wilde Lake Community Association is committed to supporting its mission by:

1. Administering the Wilde Lake Village Covenants which govern the exterior appearance and maintenance of properties in the Village.
2. Offering a wide variety of programs, special events and classes.
3. Advocating for Village residents in areas of interest and concern to Village residents.
4. Providing information and referral services.
5. Providing space for meetings and events at Slayton House and the neighborhood centers.

Wilde Lake Community Association is governed by an elected Board of Directors in accordance to the Articles of Incorporation, By-Laws and Covenants. In addition, the Village Board appoints several committees to assist with community outreach, including the Resident Architectural Committee (RAC), Wilde Lake CARES, Education Committee and Neighborhood Representatives program. The Association's daily operations are managed by the Village Manager/Executive Director and staff whose offices are located in Slayton House.

SECTION 2: CODE OF ETHICS AND CONDUCT

WLCA is committed to doing things right and doing the right thing. "Ethics" can mean different things to different people. In this section, we clarify what we mean by "ethical board practices" and we expect you to understand and apply our commitment – this is how *we* do business.

WLCA Board members are required, by well-established principles of nonprofit corporation law, to conduct themselves ethically and legally. A board member must meet certain standards of conduct and attention in carrying out their responsibilities to the organization. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience. These constitute fiduciary duties for Board members.

Section 2: 1 - Code of Ethics

An organization's reputation for integrity is its most valuable asset and is directly related to the conduct of all employees and board members.

WLCA adheres to high legal and ethical standards. Our business is conducted in strict observance of both the letter and spirit of all applicable laws and the integrity of each board member is of utmost importance.

Even our personal lives and choices can have an impact on our work. You should conduct your personal affairs in a way that your duties and responsibilities to WLCA are not jeopardized and that legal questions do not arise with respect to your board affiliation with WLCA.

Therefore, you must never use your board position with WLCA for private gain to advance personal interests or to obtain favors or benefits for yourself, members of your families or any other individuals, corporations, or business entities.

Section 2: 2 - Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of board service with WLCA. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of WLCA and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.

It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking.

Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board including an annual procedure for all Board members to disclose conflicts of interest.

Any Board Member having a conflict of interest shall not vote or use his/her/their personal influence to address the matter, and he/she/they shall not be counted in determining the quorum for the meeting.

All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

All Board members will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

This policy shall also apply to any Board member's immediate family or any person acting on his/her/their behalf.

Section 2: 3 - Duty of Care

The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when they make a decision as a steward of the organization.

Section 2: 4 - Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Section 2: 5 - Duty of Obedience

The duty of obedience requires board members to be faithful to the organization's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to advance the organization's mission. This duty also requires board members to obey the law and the organization's internal rules and regulations.

Section 2: 6 - Board Member Responsibilities

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, civility, and care. These include:

- Fiduciary Responsibility - ensuring the protection and proper use of the Association's assets.
- Attend all board and committee meetings and as many functions, such as special events, as possible.
- Be informed about the organization's mission, services, policies, and programs.
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials.
- Cooperate with and respect the opinions of fellow Board members, and leave personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Serve on committees or task forces and offer to take on special assignments when your capacity allows.

- Inform others about the organization. Advocate for the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization's field.
- Follow conflict-of-interest and confidentiality policies.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.
- Put the interests of the organization above personal interests.
- Represent the organization in a positive and supportive manner at all times and in all places.
- Show respect and courteous conduct in all board and committee meetings.
- Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observe established lines of communication and directing requests for information or assistance to the Village Manager/Executive Director or Board Chair.
- Maintain confidential all financial, personnel and other matters concerning WLCA, community members, vendors, donors, staff, visitors, or clients/consumers that may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

Section 2: 7 - Media Relations

The Wilde Lake Village Board Chair is the official spokesperson for the Association. You should honor the privacy rights of your colleagues by seeking written consent before writing or displaying information about them or providing to the media information that might be considered a breach of their privacy or confidentiality. Unless given prior written consent by the Board Chair, you are not authorized to act or speak as an agent or representative of WLCA, nor may you misrepresent to third parties that you have such authority. All media contacts or questions concerning WLCA must be referred to the Board Chair.

Section 2: 8 - Gifts

You should not offer or accept gifts of other than nominal value to or from customers or vendors. Also, you should not accept at any time any lavish entertainmentor other similar forms of solicitation or persuasion. You must never accept gifts of money in any amount or under any circumstances unless otherwise approved.

It is appropriate to accept modestly valued items (not to exceed $50) from vendors, suppliers and WLCA customers. Souvenir items of nominal monetary value, such as promotional items imprinted with a company's logo presented at meetings, conferences, etc. may be accepted. Consult with the Village Manager if you receive an unusually large value gift from a client or vendor (i.e. greater than $50).

Section 2: 9 - Staff Interaction

Generally speaking, you should not discuss general employment, day-to-day/internal work concerns, or HR related issues with our members of our staff. If WLCA staff approach you with concerns about day-to-day operational matters, you should direct that employee to discuss the matter with the Village Manager/Executive Director. However, in circumstances involving whistleblower concerns, harassment, or fraud, you should report the matter immediately to the Board Chair.

SECTION 3: WHISTLEBLOWER POLICY

Whistleblower Policy – General Statement (approved by the Board of Directors on 10/3/2011)

Wilde Lake Community Association ("The Association") Code of Ethics and Conduct ("the Code") requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Association, they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with the Whistleblower Policy.

Section 3: 1 - No Retaliation

No director, officer or employee ("the individual") who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence.

Anyone who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of board service. This Whistleblower . Policy is intended to encourage and enable individuals to raise serious concerns within the Association prior to seeking resolution outside the Association.

Section 3: 2 - Reporting Violations

The Code addresses the Association's open door policy and suggests that individuals share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an individual's supervisor is in the best position to address an area of concern. However, if the individual is not comfortable speaking with his or her's supervisor or is not satisfied with the supervisor's response, the individual is encouraged to speak with anyone in management whom the individual is comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Association's Executive Director ("Compliance Officer"), who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when they are not satisfied or uncomfortable with following the Association's open door policy, individuals should contact the Association's Compliance Officer directly.

Section 3: 3 - Compliance Officer

The Association's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise the board of directors. The Compliance Officer has direct access to the board of directors and is required to report to the board of directors at least annually on compliance activity.

Section 3: 4 - Accounting and Auditing Matters

The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the

board of directors of any such complaint and work with the board of directors until the matter is resolved.

Section 3: 5 - Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 3: 6 - Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 3: 7 - Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

SECTION 4: EQUAL EMPLOYMENT & ANTI-DISCRIMINATION POLICIES

In order to promote harmonious relationships and to maintain a professional atmosphere, WLCA has a policy prohibiting discrimination and harassment. WLCA does not tolerate unlawful discrimination or harassment on the basis of veteran status, uniformed service member status, marital status, race (including traits associated with race such as hair texture, afro hairstyles and protective hairstyles that include braids, twists and locks), color, religion, sex, sexual orientation or expression, gender identity, age, pregnancy (including childbirth, lactation and related medical conditions), national origin or ancestry, ethnicity, citizenship status, physical or mental disability, genetic information (including testing and characteristics), family medical history, political affiliation, unemployment status or any other consideration protected by federal, state or local law

Not only does WLCA prohibit conduct that is unlawful, but WLCA also prohibits conduct that is otherwise offensive, insulting, intimidating, threatening, degrading, defamatory, disparaging, disrespectful, or discourteous. This policy applies to conduct towards or by its employees, executives, officers, board members, supervisors, coworkers, vendors, partners, customers, or independent contractors, and whether or not it occurs in a business or social setting.

Section 4: 1 - Equal Opportunity

WLCA is an equal employment opportunity employer. Thus, employment practices will not be influenced or affected by an applicant's or employee's veteran status, uniformed service member status, marital status, race (including traits associated with race such as hair texture, afro hairstyles and protective hairstyles that include braids, twists and locks), color, religion, sex, sexual orientation or expression, gender identity, age, pregnancy (including childbirth, lactation and related medical conditions), national origin or ancestry, ethnicity, citizenship status, physical or mental disability, genetic information (including testing and characteristics), family medical history, political affiliation, unemployment status or any other consideration protected by federal, state or local law.

WLCA's management staff is primarily responsible for ensuring that equal employment opportunity philosophy is implemented and observed. All board members and employees share in the responsibility for assuring that, by their personal actions, these policies are effective and applied consistently.

Section 4: 2 - Commitment to Harassment-Free Workplace

WLCA prohibits harassment of any employee based on race, color, gender, sexual orientation, gender identity, religion, genetic information, ethnic or national origin, age, mental or physical disability, veteran status, marital status, other non-disqualifying disability, or any other characteristic protected by law. Harassment is any unwelcome verbal, visual, or physical conduct which has the purpose of creating an intimidating, hostile, or offensive work environment. Conduct that can be evidence of harassment includes, but is not limited to: verbal conduct such as epithets, derogatory or obscene comments, slurs, jokes, propositions, advances, suggestive remarks, discussing sexual activities, commenting on physical attributes, whistling; physical conduct such as unwanted touching, grabbing, kissing, hugging, interference with movement; visual conduct such as sexually suggestive objects, pornographic pictures, calendars, sexual gestures.

Such conduct may constitute harassment when:

1. Submission to the conduct is made either an explicit or implicit condition of employment;

2. Submission to or rejection of the conduct is used as a basis for an employment decision;
3. The harassment unreasonably interferes with an employee's work performance or is severe or pervasive enough to alter the conditions of the employee's employment and creates an abusive, intimidating, hostile, or offensive work environment.

WLCA recognizes that, in the course of carrying out job responsibilities, you may be exposed to material that you consider offensive. If this occurs, you merely have to notify your supervisor that you want that material to be removed. WLCA assumes that if you continue to work on an issue that exposes yourself to content that could be considered offensive, that you have chosen to do so.

Section 4: 3 - Sexual Harassment

WLCA strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct towards is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee. Generally, there are two kinds of sexual harassment described below.

Section 4: 4 - Quid Pro Quo Sexual Harassment

Quid Pro Quo refers to "this for that" – for example, offering a promotion or raise in exchange for a subordinate providing sexual favors; firing a subordinate because of his/her refusal to provide sexual favors; or other like examples. Quid pro quo sexual harassment is prohibited by law and WLCA policy.

Section 4: 5 - Hostile Environment

Hostile environment harassment is unwelcome and offensive verbal/non-verbal behavior in the workplace that focuses on the sexuality of another person or occurs because of the person's gender and is enough to affect the person's work environment-such as off-color jokes; unwelcome comments about body parts; unwelcome touching-brushing, pats, hugs or pinches; offensive telephone calls of a persistent or sexual nature; inappropriate gifts of a personal nature; or similar examples.

Hostile environment is difficult to define and may depend somewhat on the subjective feelings of the person targeted by the unwanted attention. It can take many forms. It may involve, without limitation, words, signs, offensive jokes, cartoons, pictures, posters, screen-savers, computer wallpaper, email jokes or statements, pranks, intimidation, physical assaults or contact, leering, or violence. Again, harassment is not necessarily sexual in nature. It may also take the form of other verbal activity including derogatory statements not directed to the targeted persons but taking place within their hearing. Other prohibited conduct includes visual material such as notes, photographs, cartoons, graffiti, articles of a harassing or offensive nature, and taking retaliatory action against an employee for discussing or reporting harassment.

If you feel that you have been adversely affected by workplace harassment or has witnessed workplace harassment must report the incident(s) to the Village Manager as soon as possible. Once reported to management, a swift and thorough investigation will ensue. Any board member found to have engaged in harassment will face disciplinary action up to and including removal from the board. Any employee reporting harassment will be assured that no retaliation will ensue for reporting such prohibited behavior(s).

Harassment can be based on other factors, such as sexual orientation, race, age, religion, national origin, or disability can also create a hostile environment.

Section 4: 6 - Retaliation

An employee who reports alleged discrimination and/or harassment shall not suffer any retaliation, including the loss of benefits, demotion, discipline, or adverse impact on the terms and conditions of employment for filing or responding to a bona fide complaint of discrimination or harassment, appearing as a witness in the investigation of a complaint of discrimination or harassment, or threatening to file a complaint of discrimination or harassment.

Section 4: 7 - Reporting Discrimination and/or Harassment

An employee should promptly report any incident that is arguably discriminatory or could be considered to be harassment to their immediate supervisor or Village Manager/Executive Director.

If the employee feels that the supervisor or manager is the source of the discrimination and/or harassment, the employee may report acts of discrimination and/or harassment to the Village Manager/Executive Director.

If the Village Manager/Executive Director is the source of discrimination or harassment, the employee may report to the Board Chair. All complaints of discrimination or harassment will be investigated.

If a Board member receives a complaint of harassment or discrimination, the Board member must report the complaint immediately to the Board Chair (or the Village Manager/Executive Director if the source of harassment or discrimination is from the Board Chair).

Section 4: 8 - Investigation of Discrimination and/or Harassment

WLCA will conduct an investigation appropriate to each complaint. WLCA will attempt to keep the investigation confidential. However, because WLCA has a duty to investigate claims of discrimination and/or harassment, complete confidentiality is not possible. WLCA will strive to preserve confidentiality to the fullest extent possible.

Section 4: 9 - Prompt & Remedial Action

If WLCA determines that this policy has been violated, then WLCA will take prompt and remedial action, which may include disciplinary action, up to, and including discharge. The appropriate corrective measures will be determined on a case by case basis. If the prohibited conduct is by a third party, WLCA will take appropriate corrective action to attempt to ensure that such conduct is not repeated.

Section 4: 10 - Maintaining Written Records

WLCA shall maintain a complete written record of each complaint and how it was investigated and resolved. Written records shall be maintained in a confidential manner to the extent practical and appropriate in the office of the Village Manager.

This document will be reviewed and updated every five years.

BOARD HANDBOOK ACKNOWLEDGEMENT FORM

I acknowledge that I have received either a printed copy of Wilde Lake Community Association, Inc. Board Handbook or have access to the document electronically. I acknowledge that I have read and understand the Board handbook and that I will comply with the policies and practices set forth in the handbook. I will ask the Board Chair or Village Manager for clarification of any of the Board handbook information that I do not understand.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the Conflict of Interest Policy and Whistleblower Policy.
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I, _____, a duly elected/appointed member of the Board of Directors of the Wilde Lake Community Association for the term May 1, 2025 – April 30, 2026, do hereby affirm, understand, and agree to comply with the above statement of policy.

I, _____, a duly elected/appointed member of the Board of Directors of WILDE LAKE COMMUNITY ASSOCIATION, INC. (the "Association"), for the term of May 1, 2025 to April 30, 2026, do hereby acknowledge and understand that ensuring the protection and proper use of the Association's assets is my fiduciary responsibility as a Director of the Association.

_____

Signature of Board Member

_____

Board Member Name (please print)

_____

Date