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**SENT VIA EMAIL**

kevin@kinneymanagement.com

Kevin Leastman, Community Manager  
Aviara Homeowners Association

June 18, 2025

Re: Aviara Homeowners Association Community Update

Dear Residents of Aviara Homeowners Association:

At the request of the Aviara Homeowners Association Board of Directors, this law firm is providing the following update regarding recent matters that were brought before the Arizona Department of Real Estate (ADRE) through its HOA Dispute Resolution process. The Board remains committed to transparency and asked us to share this information to help keep the community informed.

Earlier this year, a homeowner submitted multiple petitions to the ADRE involving perceived issues related to the Association. While the Board did not agree with the allegations made, it viewed the process as a constructive opportunity to respond and make enhancements. The parties participated in a mediation facilitated by the ADRE, and we are pleased to report that the matter was resolved through mutual agreement. Unfortunately, resolving these petitions involved both significant amounts of time and financial resources, causing large financial impacts to the Association.

As part of its broader commitment to strong leadership, the Board of Directors has formally adopted a Code of Conduct and Ethics Policy for Board Members. This policy articulates the values of integrity, professionalism, and accountability that the Board has long practiced. By codifying these standards, the Board aims to ensure that current and future Directors are guided by the same principles of ethical governance. A copy of the policy is available for review on the Aviara HOA website.

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The Board appreciates the community's patience throughout this process and thanks you for your continued support as we work to maintain a strong, inclusive, and well-governed neighborhood. Should you have any questions regarding this update, we encourage you to attend an upcoming Board meeting.

Sincerely,

A handwritten signature in blue ink, appearing to read "Tessa Knueppel".

Tessa Knueppel, Esq.  
CHDB Law

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## **AVIARA HOMEOWNERS ASSOCIATION BOARD MEMBER CODE OF CONDUCT AND ETHICS POLICY**

The Aviara Homeowners Association ("Association") Board of Directors ("Board") has approved the following Code of Conduct and Ethics Policy for its Board Members in order to guide and maintain a high standard of ethical conduct in the performance of the Association's business, and to ensure that the residents maintain confidence in and respect for the entire Association Board.

The following principles and guidelines constitute the Code of Conduct and Ethics Policy for the Association's Board of Directors and are contemplated as part of the follow six categories: Transparency, Fairness and Equality, Conflict of Interest, Compliance with Laws and Regulations, Confidentiality, and Respect and Professionalism.

**Transparency:** Board Members are expected to conduct Board business openly and transparently, providing residents with access to information about association operations, finances, and decision-making process as legally permitted.

**Fairness and Equality:** Board Members shall treat all residents fairly and equally, without discrimination or favoritism. Decisions should be made impartially, with consideration for the best interests of the entire community.

**Conflict of Interest:** Board Members are required to avoid conflicts of interest and disclose any potential conflicts that may arise due to personal, financial, or professional relationships.

**Compliance with Laws and Regulations:** Board Members must comply with all applicable laws, regulations, and governing documents, including the Association's bylaws, covenants, conditions, and restrictions (CC&Rs), and state and local statutes.

**Confidentiality:** Board Members shall handle confidential information with discretion and not disclose it to unauthorized individuals.

**Respect and Professionalism:** Board Members shall interact with residents, fellow Board Members, and vendors in a respectful and professional manner, fostering a positive and collaborative community environment.

The following principles and guidelines constitute the Code of Conduct and Ethics Policy for the Association's Board of Directors:

- 1) Board Members will not disclose confidential information to any party outside the Board, regardless of familial status, unless given authorization by majority vote of the Board to do so. Information received by Board Members relating to legal action, enforcement or collection matters, or advice from an attorney is to be considered confidential to protect the privacy and rights of the individuals involved and to protect attorney-client privilege.

- 2) Board Members will not share to any third party, regardless of familial status, any discussion or decisions made in the executive session of Board meetings. Board Members will treat any information and documentation (e.g. email correspondence, potential contracts with

vendors, etc.) provided to them in preparation for an executive session Board meeting as confidential and will not disclose it. The duty of confidentiality is perpetual and extends beyond the terms of the individual Directors.

3) Board Members shall act within the scope of their authority as determined by the law and the Association's governing documents, including its Declaration and Bylaws, and shall make decisions for the Association using sound judgment and with reliance on hired third party experts. Board Members will not support or promote any activity, action, or behavior that breaches the law or other regulatory requirement.

4) Board Members will, at all times, subsequent to a vote, support the decisions of the majority of the Board, regardless of the position the Board Member took prior to and at the time of the vote, and shall not engage in any conduct or communication that conflicts with or undermines the decision of a majority of the Board.

5) Board Members are leaders in the community and should strive to serve as exemplary members of the Association. Board Members will promptly pay their assessments and comply with the documents governing their individual lots.

6) Board Members represent the Association and should, at all times, act with the understanding that their opinions may be construed as a position of the Association. Therefore, any spoken or written opinions expressed by Board Members on social media, e-mail, verbally, or in any other communication mediums should be represented as their individual opinion, and not as an opinion held by the Board.

7) No individual shall use his or her position as a Board Member for private gain. Board Members represent the Association when carrying out their duties, not their own individual interests. It is expected that when considering options, Board Members will choose what is in the best interest of the Association. Board Members will not use or disclose non-public information obtained while serving for their own personal gain or in a manner contrary to the interests of the Association.

8) No Board Member shall accept a gift or favor given with the intent of influencing decisions or action on any official matter. No Board Member shall directly or indirectly accept gifts from residents in the community, nor solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association.

9) No Board Member shall receive any compensation from the Association for acting as a Board Member, other than normal reimbursement of expenses incurred on behalf of the Association.

10) No contributions will be made to any political parties or political candidates by a Board Member on behalf of the Association.



11) Board Members shall carry out their responsibilities with impartiality. Board Members shall not willingly misrepresent facts to residents of the community for any reason, including, but not limited to, advancing a personal cause or influencing the community to place pressure on the Board to advance a Board Member's personal cause. Board Members shall disclose any potential conflicts of interest, and shall recuse themselves from discussion and vote in cases where a conflict of interest exists.

12) Board Members shall conduct all discussions and decision-making in accordance with A.R.S. § 33-1804, ensuring that such activities take place during properly noticed open meetings that are accessible to members of the community.

13) No Board Member, except for the President, will assume or is vested with any authority to direct a member, contractor, vendor, agent, management company representative, or employee of the Association unless requested to do so by the President or expressly granted by the Board. The authority of a Board Member is limited to voting on matters of Association business brought before the Board and participation in Board meetings.

14) Board members shall respect clearly defined communication roles and responsibilities to maintain consistency, avoid confusion, and protect the integrity of the Association. Board members shall not speak or act on behalf of the Board or the Association unless expressly authorized to do so by a majority vote of the Board. This includes statements made in person, in writing, via email, on social media, or through any other public or private forum.

15) Once the Board has made a decision, all members shall support and communicate that decision uniformly, regardless of personal opinions or prior positions. Disagreements may be documented in minutes but shall not be aired in public communications that undermine the authority of the Board.

16) Board members shall not promise or imply individual solutions to homeowner concerns. Homeowners should be directed to the proper channels—typically the community manager or formal Board meetings—for resolution of issues. Board members may listen to concerns but must avoid offering opinions that may be interpreted as binding or official.

17) Board members must use discretion in all written communications, especially on platforms that may reach other homeowners or the public. Personal opinions must be clearly identified as such, and board-related discussions should occur through official, secure channels to ensure proper documentation and transparency.

18) Board members are encouraged to maintain professional and respectful communication within the Board at all times. Disputes or disagreements should be addressed constructively, and never through public channels or forums.

19) No Board Member shall interfere with the system of management established by the Board.

20) No Board Member shall interfere with duties of the Association's management company or its agents or employees working on behalf of the Association. All issues and complaints regarding management or its agents should be addressed to the Board President, Vice President, or the Association's Manager.

21) Board Members will conduct themselves in a respectful manner to residents in the community, other Board Members, Association employees, agents, contractors, management company representatives and vendors. They will not publicly or privately ridicule anyone. Board Members shall refrain from engaging in behavior, or using language that is harassing or disparaging against such individuals both in public and private, on social media, and including but not limited to at board meetings.

22) Board Members must conduct themselves in a dignified, reserved, and professional manner at all times.

23) Board Members must act, speak, and communicate in a calm and reasonable manner, in setting forth, elucidating, or underscoring any points to be made, or in resolving any issues under discussion or consideration.

**Enforcement.** A violation of this Code of Conduct and Ethics Policy is deemed a violation of the Association's governing documents. Any Board Member who violates this, as determined by a vote of the majority of the Board, will be subject to the following action:

A) A courtesy notice will be sent to the Board Member to notify the Board Member of the violation and to request that the violation cease.

B) If the violation persists or reoccurs, a second formal notice may be sent to the Board Member to notify the Board Member of the violation and to request that the violation cease. The Board Member may be removed from any Officer position at this time by a majority vote of the Board.

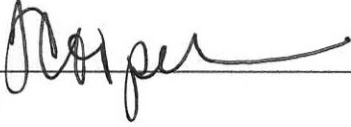
C) If the violation persists or reoccurs within six months of the second formal notice, a third formal notice may be sent to the Board Member to notify the Board Member of the violation and to request that the violation cease. The Board may publish this third formal notice and/or ratify this reprimand at an open board meeting. The Board Member may be removed from any Officer position at this time by a majority vote of the Board.

D) If the violation continues to persist, the Board has the right to take additional or further action against a Board Member in violation of this Code of Conduct and Ethics Policy, if the Board, by majority vote, determines that such action is appropriate. Such action may include, but is not limited to, bringing a lawsuit against the Board Member seeking an injunction to stop the violations, bringing a petition to remove the Board Member from the Board, or further admonishments during open session Board meetings.

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

IN WITNESS WHEREOF, the Board of Directors, by majority vote at a Board meeting on the 6<sup>th</sup> day of JUNE, 2025 have approved this Board Member Conduct and Ethics Policy.

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President

A handwritten signature in dark ink, appearing to read "M. J. Harper", is written over a horizontal line.