

**CEDAR LANE AT CHERRY CREEK HOMEOWNERS ASSOCIATION, INC.  
POLICY AND PROCEDURE  
CONDUCT OF MEETINGS**

Adopted December 14, 2015

The following policy and procedure has been adopted by Cedar Lane at Cherry Creek Homeowners Association, Inc. ("Association") pursuant to Colorado statutes, for conduct of meetings.

**MEMBERS MEETINGS**

1. Meetings of the Members shall be held at such times and locations as may be provided in the Association's governing documents or by applicable Colorado statutes, but at least once annually.
2. Notice of Members meetings shall be distributed as may be provided in the Association's governing documents or by applicable Colorado statutes.
3. The Association's Board of Directors shall determine the agendas for Members meetings, subject to any requirements in the Association's governing documents, and distribute such agendas with notices of the meetings.
4. The President of the Association's Board or such other person as may be designated by the President, shall preside over Members meetings.
5. Items of business and/or discussion must be presented by Motion and such Motion seconded, prior to discussion.
6. Voting by Members for contested positions on the Board shall be by secret ballot. Any other matter properly put before the assembly for a vote may be by any means acceptable to the assembly or by secret ballot at the discretion of the Board or if requested by twenty percent (20%) of the Members present in person or by proxy.
7. Unless otherwise provided by the Association's governing documents or by applicable Colorado statutes, the affirmative vote required for the election of Directors shall be the candidates receiving the largest number of votes. Unless otherwise provided by the Association's governing documents or by applicable Colorado statutes, the affirmative vote required for the passage of any other matter put before the assembly for a vote shall be fifty-one percent (51%) of those voting.

## **BOARD MEETINGS**

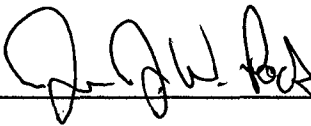
1. Meetings of the Board shall be held at such times and locations as may be provided in the Association's governing documents or by applicable Colorado statutes.
2. Notice of Board meetings shall be distributed as may be provided in the Association's governing documents or by applicable Colorado statutes.
3. The Board members or Managing Agent may create agendas for Board meetings, but are not required to do so. To the extent that an agenda is created for a Board meeting, it shall be provided to Owners requesting a copy of same.
4. The President of the Association's Board or such other person as may be designated by the President, shall preside over Board meetings.
5. For each matter upon which the Board anticipates taking action, a motion must be made stating the proposed action, followed by discussion. Owners who are not Board members may not participate in such discussion unless requested by a majority vote of the Board to do so.
6. At the conclusion of discussion, but prior to vote on the Motion by the Board members, any Owner may request to be heard on the matter discussed.
7. Board meetings shall be open to attendance by all Members of the Association or their representatives.
8. The members of the Board may hold a closed door session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting for discussion of the following:
  - a. Matters pertaining to employees of the Association or the Managing Agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association;
  - b. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
  - c. Investigative proceedings concerning possible or actual criminal misconduct;
  - d. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; and
  - e. Review of or discussion relating to any written or oral communication from legal counsel.

9. Prior to holding a closed door session, the President of the Board, or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.
10. No rule or regulation shall be adopted during a closed session. A rule or regulation may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following a closed session.
11. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

**PRESIDENT'S**

**CERTIFICATION:** The undersigned, being the President Cedar Lane at Cherry Creek Homeowners Association, Inc., a Colorado non-profit corporation, certifies that the foregoing policy and procedure was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board on December 14, 2015, and in witness thereof, the undersigned has subscribed his/her name.

**CEDAR LANE AT CHERRY CREEK HOMEOWNERS  
ASSOCIATION, INC.,**  
a Colorado non-profit corporation

By:  \_\_\_\_\_  
President