

DILLEY RANCH PROPERTY OWNERS ASSOCIATION, INC.

POLICY AND PROCEDURE
CONDUCT OF MEETINGS

Adopted: August 21, 2010

The following policy and procedure has been adopted by the Executive Board ("Board") of Dilley Ranch Property Owners Association, Inc. ("Association") for the conduct of meetings.

MEMBERS/OWNERS MEETINGS

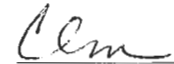
1. Meetings of the Members/Owners ("Members") shall be held at such times and locations as may be provided in the Association's Declaration, Bylaws, Articles of Incorporation or Rules and Regulations (collectively referred to as the "Governing Documents") or by applicable Colorado statutes, but at least once annually.
2. Only Members in good standing are eligible to vote. For purposes of this policy, "good standing," shall mean all of the following (i) ownership of a Lot; (ii) no outstanding amounts due to the Association; (iii) no outstanding violation of any provision of any Governing Document.
3. Notice of Members meetings shall be distributed as may be provided in the Association's Governing Documents or by applicable Colorado statutes.
4. The Association's Board shall determine the agendas for the meetings, subject to any requirements in the Association's Governing Documents, and distribute such agendas with notices of the meetings.
5. The President of the Association's Board or such other person as may be designated by the President, shall preside over all meetings.
6. Any person not in compliance with the following rules of conduct, may be ejected from the meeting:
 - (a) No one may speak until called upon by the chairperson to do so;
 - (b) Only one person may speak at a time;
 - (c) Personal attacks or abusive language will not be tolerated; and
 - (d) Only the individual presiding over the meeting may interrupt a speaker and then only for the purposes of limiting the time of the discussion or due to personal attacks or abusive language.



7. Unless otherwise provided by the Governing Documents or by applicable Colorado statutes, the affirmative vote required for the election of Members of the Board shall be the candidates receiving the largest number of votes. Unless otherwise provided by the 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 a majority of those present (as defined by the Rules and/or Bylaws) and voting at this meeting.

BOARD MEETINGS

1. Meetings of the Board shall be held at such times and locations as may be provided in the Governing Documents or by applicable Colorado statutes.
2. Notice of Board Meetings shall be distributed as may be provided in the 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. Notwithstanding paragraph 3 and 4 above, Board Meetings shall include a "Homeowners Forum" towards the end of the meeting to be conducted as follows:
 - a. There will be a list at a sign in table for persons to enter their names if they wish to speak at the Homeowners Forum.
 - b. Only those persons who have entered their names on the list of speakers shall speak;
 - c. Speakers will be called upon to speak in the same order in which they entered their names;
 - d. No one may speak until called upon by the chairperson to do so;
 - e. Only one person may speak at a time;
 - f. Each person shall have five (5) minutes to speak;
 - g. Personal attacks or abusive language will not be tolerated; and
 - h. Only the chairperson may interrupt a speaker and then only for purposes of limiting the time of the discussion or due to personal attacks or abusive language.
5. The President of the Board or such other person as may be designated by the President, shall preside over Board meetings.
6. 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.

7. 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. Notwithstanding the previous statement, no more than one person in favor of the Motion and one person opposed to the Motion shall be heard.
8. Board meetings shall be open to attendance by all members of the association or their representatives.
9. The members of the Board may hold an executive session and restrict attendance to only Board members and such other persons requested by the Board during a regular or special 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.
10. Prior to holding an executive session, the President or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.
11. No Rule or Regulation shall be adopted during an executive session. A Rule or Regulation may be validly adopted only during a regular or special meeting or after the Board returns from its executive session.
12. 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.
13. Meeting minutes will be emailed to all Board Members for review and approval. Approved Meeting minutes will be distributed within 30 days following the approval to all members. In the event meeting minutes cannot be agreed upon by all Board members, minutes will be presented at the next scheduled Board meeting for review and majority approval.

A handwritten signature in black ink, appearing to be 'C. M.', is located in the bottom right corner of the page.

14. Upon the final resolution of any matter for which the board received legal advice or that concerned pending or contemplated litigation, the board may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

SECRETARY'S CERTIFICATION:

The undersigned, being the Secretary of Dilley Ranch Property Owners Association, Inc., a Colorado non-profit corporation, certifies that the foregoing policy and procedure was adopted by the Executive Board of the Association, at a duly called and held meeting of the Board on August 21, 2010, and in witness thereof, the undersigned has subscribed his/her name.

DILLEY RANCH PROPERTY OWNERS ASSOCIATION, INC.
A Colorado non-profit corporation

By: Claire McCutcheon
Secretary

CCM