POLICY
OF THE STANTON HILL HOMEOWNERS ASSOCIATION
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS

SUBJECT: Adoption of a policy and procedures for conducting Owner and Board meetings.

PURPOSE: To facilitate the efficient operation of Owner and Board meetings and to afford Owners an opportunity to provide input and comments on decisions affecting the community.

AUTHORITY: The Declaration, Articles of Incorporation, and Bylaws of the Association and Colorado law.

EFFECTIVE DATE: 5/5/17

RESOLUTION: The Association hereby adopts the following procedures regarding the conduct of meetings:

1. Owner Meetings. Meetings of the Owners of the Association shall be called pursuant to the Bylaws of the Association.

   (a) **Notice.**

   (1) In addition to any notice required in the Bylaws, notice of any meeting of the Owners shall be conspicuously posted within the community at least 7 days prior to each such meeting, or as may otherwise be required by Colorado law.

   (2) The Association shall also post notice on its website of all Owner meetings. Such notice shall be posted 7 days prior to such meeting.

   (3) If any Owner has requested the Association provide notice via email and has provided the Association with an email address, the Association shall send notice for all Owner meetings to such Owner at the email address provided at least 24 hours prior to any such meeting.

   (b) **Conduct.**

   (1) All Owner meetings shall be governed by the following rules of conduct and order:

   (A) The president of the Association or designee shall chair all Owner meetings.

(B) All Owners and persons who attend a meeting of the Owners will sign in, present any proxies, and receive ballots as appropriate. (See section below regarding voting).

(C) Any person desiring to speak shall sign up on the list provided at check in and indicate if he/she is for or against an agenda item.

(D) Anyone wishing to speak must first be recognized by the chair.

(E) Only one person may speak at a time.

(F) Each person who speaks shall first state his or her name and address.

(G) Any person who is represented at the meeting by another person, as indicated by a written instrument, will be permitted to have such person speak for him/her.

(H) Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.

(I) Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting.

(J) Each person shall be given up to a maximum of three minutes to make a statement or to ask questions. The Board may decide whether or not to answer questions during the meeting. Each person may only speak once. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the chair, but shall be uniform for all persons addressing the meeting.

(K) All actions and/or decisions will require a first and second motion.

(L) Once a vote has been taken, there will be no further discussion regarding that topic.

(M) So as to allow for and encourage full discussion by Owners, no meeting may be audio, video, or otherwise recorded. Minutes of actions taken shall be kept by the Association.

(N) Anyone disrupting the meeting, as determined by the chair, shall be asked to "come to order." Anyone who does not come to order will be requested to immediately leave the meeting.

(O) The chair may establish such additional rules of order as may be necessary from time to time.

(c) **Voting**. All votes taken at Owner meetings shall be taken as follows:

(1) Contested elections of Board members, defined as elections in which there are more candidates than positions to be filled, shall be

conducted by secret ballot. Each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event an Owner holds a proxy for another Owner, upon presentation of such proxy to the secretary of the Association or the secretary's designee, the Owner shall receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy shall be kept and retained by the Association.

(2) Uncontested elections of Board members, defined as elections in which the number of candidates is equal to or less than the positions to be filled, and all other votes taken at a meeting of the Owners shall be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice, or by ballot. Notwithstanding the above, uncontested elections of Board members or other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon the request of 20% of the Owners who are present at the meeting or represented by proxy.

(3) Written ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or a committee of volunteers who are not Board members, and in the case of a contested election, are not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the chair or another person presiding during that portion of the meeting.

(4) The individual(s) counting the ballots shall report the results of the vote to the chair by indicating how many votes were cast for each individual or how many votes were cast in favor and against any issue.

(d) **Proxies.** Proxies may be given by any Owner as allowed by C.R.S. 7-127-203.

(1) All proxies shall be reviewed by the Association's secretary or designee as to the following:

(A) Validity of the signature
(B) Signatory's authority to sign for the unit Owner
(C) Authority of the unit Owner to vote
(D) Conflicting proxies
(E) Expiration of the proxy

2. Board Meetings. Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.

(a) **Conduct.**

(1) All Board meetings shall be governed by the following rules of conduct and order:

(A) The president of the Association, or designee, shall chair all Board meetings.

(B) All persons who attend a meeting of the Board shall be required to sign in, listing their name and unit address.

(C) All Owners will be given an opportunity to speak as to any matter or ask questions of the Board during the Owner forum at the beginning of the meeting. Any Owner wishing to speak during the Owner forum shall so indicate at the time of sign in.

(D) Anyone desiring to speak shall first be recognized by the chair.

(E) Only one person may speak at a time.

(F) Each person speaking shall first state his or her name and address.

(G) Any person who is represented by another person as indicated by a written instrument at the meeting shall be permitted to have such person speak for him/her.

(H) Those addressing the Board shall be permitted to speak without interruption from anyone as long as these rules are followed.

(I) Comments are to be offered in a civilized manner and without profanity, personal attacks, or shouting. Comments are to be relevant to the purpose of the meeting or issue at hand.

(J) Each person shall be given up to a maximum of three minutes to speak or to ask questions, although questions may not be answered until a later date. Each person may only speak once during the Owner forum and once on any other issue prior to a vote by the Board on such issue. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the chair but shall be uniform for all persons addressing the meeting.

(K) No meeting of the Board may be audio, video, or otherwise recorded except by the Board to aid in the preparation of minutes.

(L) Anyone disrupting the meeting, as determined by the chair, shall be asked to "come to order." Anyone who does not come to order shall be requested to immediately leave the meeting.

(b) **Owner Input**. After a motion and second has been made on any matter to be discussed, at a time determined by the Board, but prior to a vote by the directors, Owners, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as follows:

(1) The chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor or against the motion. The chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the motion and for how long each person will be permitted to speak. The chair shall also announce the procedure for who shall be permitted to speak if not everyone desiring to speak will be permitted to speak.

(2) Following Owner input, the chair will declare Owner input closed and there shall be no further Owner participation on the motion at hand unless a majority of the Board of Directors votes to open the discussion to further Owner participation.

(c) **Board Action Without a Meeting**. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if every member of the Board in writing either: (a) votes for such action or (b) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

The action shall only be effective if there are writings which describe the action, signed by all Directors, received by the Association and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Association with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Association unless the writings set forth a different date.

Any Director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Association before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

(d) **Executive Sessions**. The members of the Board may hold a closed door, executive 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:

(1) Matters pertaining to employees of the Association or the manager's contract or involving the employment, discipline, or dismissal of an officer, agent, or employee of the Association;

(2) 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;

(3) Investigative proceedings concerning possible or actual criminal misconduct;

(4) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;

(5) Review of or discussion relating to any written or oral communication from legal counsel; and

(6) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.

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.

No rule or regulation or amendment to the Bylaws or the Articles of Incorporation shall be adopted during a closed session. The foregoing documents may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following a closed session.

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. Minutes of executive sessions may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.

3. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

4. Supplement to Law. The provisions of this Policy shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the project.

5. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.

6. Amendment. This Policy may be amended at any time by the Board of Directors.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of The Stanton Hill Homeowners Association certifies that the foregoing Policy was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on 5/5/17 and in witness thereof, the undersigned has subscribed his/her name.

The Stanton Hill Homeowners Association,
a Colorado nonprofit corporation

By: _____
Its: President