

## **Elk Falls Property Owners Association**

### **POLICY REGARDING CONDUCT OF MEETINGS**

The following procedures have been adopted by the Elk Falls Property Owners Association. ("Association") pursuant to C.R.S. §38-33.3-209.5, by of the Board of Directors.

**WHEREAS**, the Board of Directors believe it to be in the best interest of the Association to establish a uniform and systematic protocol for conducting meetings of the Association, for both Owner meetings and Board meetings, which will ensure equitable participation by the Owners, while permitting the Board to conduct the business of the Association; and

**WHEREAS**, a policy regarding the conduct of meetings will also memorialize the circumstances under which the Board may convene into executive session;

**NOW, THEREFORE, BE IT RESOLVED** that the Association does hereby adopt the following policy governing the conduct of meetings of the Owners and meetings of the Association Board:

1. The Association must physically post the Notice of any Owner meeting, annual or special, in a conspicuous place, if at all feasible and practicable. The Notice must state the time and place of the meeting and the items on the Agenda, including the general nature of any proposed amendment to all recognized Covenants of Elk Falls Property Owners Association or Bylaws, any budget changes and any proposal to remove an officer of the Executive Board.

The Association Secretary, or other officer designated in the Bylaws, is required to give Notices by hand-delivery or prepaid U.S. Mail to the Unit mailing address or any other address provided by the Owner for Association Notices.

2. All Owner Meetings are open to every Owner, or to any person designated by an Owner in writing as the Owner's representative, and Owners or designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during the deliberations and proceedings; except that, for regular and special meetings of the Board, Owners who are not Board members may not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board.
3. The Board may place reasonable time restrictions on those persons speaking during the Board or Owner Meetings but at Owner Meetings shall permit an Owner or an Owner's designated representative to speak before the Association takes formal action on an item under discussion. At Owner Meetings, a reasonable number of persons shall be permitted to speak on each side of an issue.
4. 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.
5. All regular and special meetings of the Board, or any committee thereto, shall be open to attendance by all Owners or to any person designated by an Owner in writing. At regular and special meetings of the Board, Owners who are not members of the Board may

not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board.

6. The agenda for all meetings shall follow the order of business specified by the Association's Bylaws, and if none, in accordance with the order of business determined by the Board, which shall include an Owner open forum during which any Owner or Owner's designated representative who wishes to speak will have the opportunity to do so, provided they are in good standing for annual dues & subject to the provisions of this policy.
7. The Board shall have the right to determine the length of time of the open forum. The President or acting chair of the meeting may place reasonable limitations upon the time given to each Owner seeking to comment to allow sufficient time for as many Owners as possible to comment within the time permitted. Unless otherwise determined by the President or acting chair, the time limit will be three (3) minutes per Owner. Owners will only be allowed to speak more than once during open forum at the discretion of the Board. No Owner may speak a second time until all Owners wishing to speak have had an opportunity to speak once.
8. Sign-Up Sheets. A sign-up sheet may be made available to Owners immediately prior to the meeting. Any Owner wishing to comment at the ensuing meeting may add his/her name to the sign-up sheet. Owners will be recognized for comment at the meeting in the same order as their names appear on the sign-up sheet. All Owners wishing to comment who have not placed their names on the sign-up sheet will nonetheless be permitted to speak, time permitting. The President of the Board or acting chair shall, to the best of his/her ability, allocate time to each Owner for comment so as to allow as many Owners as possible to speak.
9. Curtailment of Owner Conduct. Should the President or acting chair determine that any Owner has spoken for the allocated amount of time or longer, the President or acting chair shall have the authority to instruct that Owner to yield the floor, and that Owner will be obligated to comply with the President's or acting chair's instruction.
10. Executive Session. Notwithstanding the foregoing, the Board or a committee thereof may hold an executive or closed door session and may restrict attendance to Board members and other persons specified by the Board; provided that any such executive or closed door session may only be held in accordance with the provisions of Colorado law, including the Colorado Common Interest and Ownership Act as amended from time to time (the "Act"), or other applicable law. The matters to be discussed at such an executive session are limited to:
  - 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. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;

- e. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; or
- f. Review of or discussion relating to any written or oral communication from legal counsel.

11. Prior to the time the members of the Board convene in executive session, the President or acting chair shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above. No rule or regulation of the Board 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 goes back into regular session following an executive session.

12. Disruptive or Unruly Behavior. If an Owner refuses to stop talking after his/her allotted time has ended or otherwise disrupts the meeting, the following procedure will be followed:

- a. The President or acting chair will issue an oral warning that if the Owner continues to speak or disrupt the meeting, either the meeting will be adjourned or law enforcement/security will be called to remove the individual.
- b. If the Owner continues to speak or disrupt the meeting, the President or acting chair will call a recess and speak directly to the Owner, reiterating that either the meeting will be adjourned or law enforcement/security will be called to remove the individual.
- c. If the Owner still refuses to cooperate, the President or acting chair may choose whether to adjourn the meeting to another time or to call law enforcement/security.

13. Voting by Proxy. An Owner may vote in Association matters by proxy. An Owner may appoint a proxy in accordance with Section 7-127-203 of the Nonprofit Act. Read with the Act, the procedures for appointing a proxy are generally as follows:

- a. An Owner may appoint a proxy by signing an appointment form, either personally or by the Owner's attorney-in-fact.
- b. The appointment form may be transmitted electronically as long as one can confirm that the Owner transmitted the form or authorized the transmission.
- c. An appointment of a proxy is effective when received by the Secretary of the Association, and it is valid for 11 months unless a different period is stated in the appointment form.
- d. An Owner may revoke his or her appointment of a proxy only by giving actual notice of a revocation to the person presiding over a meeting of the Association.
- e. A proxy is void if it is not dated or purports to be revocable without notice.

14. Secret Ballots

- a. Casting Secret Ballots in Board Elections. Votes for contested positions on the Board of Directors must be taken by secret ballot.

- b. Casting Secret Ballots in Other Matters. If the Board so directs, or if 20% of the Owners present at a meeting in person or by proxy so request, and if a quorum has been achieved, a vote on any matter coming before the Owners must be by secret ballot.
- c. Keeping Ballots Secret. The results of a vote by secret ballot must be reported without reference to the names, addresses, or other identifying information of the Owners participating in the vote.
- d. Counting of Secret Ballots. A neutral third party or a committee of volunteer Owners who are not Board members and, in the case of contested elections, candidates, and who are selected or appointed at an open meeting in a fair manner by the person presiding over the meeting, must count the ballots.

The undersigned hereby certifies that the foregoing resolution was adopted on the \_\_\_ day of \_\_\_\_\_, 2008.

Elk Falls Property Owners Association

By: \_\_\_\_\_  
David Crespo, President

Attest:

This policy regarding conduct of meetings was adopted by the Board of Directors on the \_\_\_ day of \_\_\_\_\_, 2008, effective the \_\_\_ day of \_\_\_\_\_, 2008, and is attested to by the Secretary of Elk Falls Property Owners Association.

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Suzy Nelson, Secretary