

ELK STREAM RANCH

A Colorado Common Interest Community
Located in T36N R13W, T35N R13W, T36N R12W and T35N R12W, N.M.P.M
Montezuma County and La Plata County, Colorado

Elk Stream Ranch Property Owners Association, Inc.
A Colorado Non-Profit Corporation

POLICIES

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POLICY #4-2010: CONDUCT OF MEETINGS

Adopted __ August 6, _____, 2010 __
Amended Aug 5, 2023

The following procedures have been adopted by the Elk Stream Ranch Property Owners Association, Inc., a Colorado Non-Profit Corporation (“Association”) pursuant to the provisions of C.R.S. §38-33.3-209.5, and in accordance with C.R.S. §38-33.3-308, the Governing Documents of the Association, and the Act, at a regular meeting of the Board.

Purpose: To establish a uniform and systematic protocol for conducting meetings of the Association, including Members’ meetings and Board meetings; to ensure equitable participation by Members while permitting the Board to conduct the business of the Association; and to memorialize the circumstances under which the Board may convene into executive session.

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

1. Open Meetings. All meetings of the Association are open to every Member, or to any person designated by a Member in writing as the Member’s representative, subject to the right of the Board to conduct executive sessions as provided in the Governing Documents and the Act.

2. Agenda. Copies of the agenda will be available at the meeting. The agenda for all meetings shall follow the order of business specified by the Association’s Governing Documents, and if none, in accordance with the order of business determined by the Board.

3. Disruptive or Unruly Behavior. If a person unreasonably disrupts a meeting, refuses to stop speaking when requested, or is otherwise in violation of the provisions of this Policy or the Governing Documents, the President or acting chair may call a recess and attempt to speak directly to the person, or adjourn the meeting to another time. The chair may at any time call law enforcement or security to bring an unruly situation under control.

4. Member Meetings. Meetings of the Members of the Association shall be called pursuant to the Bylaws of the Association.

(a) *Notice.*

(i) *Physical Posting.* In addition to any notice required in the Bylaws, notice of any meeting of the Members shall be conspicuously posted at the community center or bulletin board, if any, at least ten (10) days prior to each such meeting, or as may otherwise be required by Colorado law.

(ii) *Website Posting.* The Association shall also post notice on its website of all Member meetings. Such notice shall be posted 10 days prior to such meeting.

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

(iv) *Content of Notice.* The meeting notice will, at a minimum, include the date, time, location, the general nature of the purpose of the meeting, and a preliminary agenda if available.

(b) *Conduct.*

(i) *Rules of Conduct.* All Member meetings shall be governed by the following rules of conduct and order:

(1) The President of the Association or designee shall chair all Member meetings.

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

(3) 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.

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

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

(6) Each person who speaks shall first state their name and address.

(7) 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.

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

(9) 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.

(10) Each person shall be given time to make a statement or to ask questions. The Board may decide whether or not to answer questions during the meeting. The Board may limit speaking time. Yielding of time by a speaker to another individual shall not be permitted.

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

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

(13) So as to allow for and encourage full discussion by Members, no meeting may be audio, video, or otherwise recorded unless explicitly authorized by the Board. Note taking at Association meetings is permitted. Minutes of actions taken shall be kept by the Association.

(14) 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. Unruly persons will be obligated to comply with the chair's instruction.

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

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

(i) *Contested Elections.* 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 Member 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 Member holds a proxy for another Member, upon presentation of such proxy to the secretary of the Association or the secretary's designee, and the determination that both the Member voting by proxy and the proxy holder are in good standing with the Association, the proxy holder shall receive a secret ballot to cast the vote of the Member who provided the proxy. The proxy shall be kept and retained by the Association.

(ii) *Uncontested Elections.* 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 Members 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 Members who are present at the meeting or represented by a valid proxy.

(iii) *Ballot Counting.* 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.

(iv) *Results.* 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 Member as allowed by C.R.S. §7-127-203.

(i) *Review.* All proxies shall be reviewed by the Association's secretary or designee as to the following:

- (1) Validity of the signature;
- (2) Signatory's authority to sign for the Member;
- (3) Authority of the Member to vote;
- (4) Eligibility of the Member to vote;
- (5) Eligibility of the proxy holder to vote;
- (6) Conflicting proxies; and
- (7) Expiration of the proxy (11 months maximum proxy period).

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

(a) *Conduct.*

(i) *Rules of Conduct.* All Board meetings shall be governed by the following rules of conduct and order:

(1) The president of the Association, or designee, shall chair all Board meetings;

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

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

(4) Anyone desiring to speak shall first be recognized by the chair; there shall be no interruption of anyone who has been recognized by the chair, except by the chair;

(5) Only one person may speak at a time;

(6) Each person speaking shall first state their name and address;

(7) 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;

(8) Those addressing the Board shall be permitted to speak without interruption from anyone as long as these rules are followed. All comments are to be directed to the chair and not other individual participants;

(9) Comments are to be offered courteously and 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;

(10) 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 Member 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;

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

(12) 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.

(13) If it becomes evident that discussion of a particular issue will exceed the time reasonably available or as allocated on the agenda, the chair may continue the meeting to another date or schedule a special meeting or work session to further address the issue.

(b) *Member 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, Members, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as follows:

(i) *Rules of Conduct.* Member input shall be governed by the following rules of conduct and order:

(1) The chair will ask those Members 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 Member input, the chair will declare Member input closed and there shall be no further Member participation on the motion at hand unless a majority of the Board of Directors votes to open the discussion to further Member participation.

(c) *Board Action Without a Meeting.* The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

(d) *Action Without a Meeting.*

(i) *Notice of Action Without a Meeting.* Notice of the proposed action must be transmitted in writing to each Director. The notice must contain the following information:

(1) The action to be taken;

(2) The deadline (date and time) by which a Director must respond to the written notice; and

(3) That failure by a Director to respond by the deadline stated in the notice will have the same effect as abstaining in writing or failing to demand in writing that the action be taken at a meeting.

(ii) *Voting.* By the deadline stated in the written notice, each Director may:

(1) Vote in writing for such action;

(2) Vote in writing against such action;

(3) Fail to respond or vote; or

(4) Demand in writing that the action be taken at a meeting. If any Director demands, by the deadline date, that action be taken at a meeting, action without a meeting is no longer available. The Board must then hold a Board meeting to take action on such matter.

(iii) *Effective Date of Action.* Once the deadline stated on the notice has expired, and assuming no Director demands that action be taken at a meeting, the action is deemed effective if the number of votes received in favor of the action are equal to or exceed the number of votes that would be required to pass the action if all the Directors then in office were voting.

(iv) *Electronic Communications/Authenticity of Signatures.* All written communications of Directors pursuant to this Policy may be transmitted or received by facsimile, e-mail, or other form of wireless communication. The Association may accept any electronic vote received as valid unless it has a reasonable, good faith basis to doubt its validity.

(v) *Minutes/Ratification.* If action is taken pursuant to the above procedures, such action(s) shall be noted in the minutes of the next meeting of the Board and ratified at that time.

(e) *Executive Sessions.*

(i) *Rules of Conduct.* 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, including a disciplinary hearing regarding a Member and any referral of delinquency; except that a unit owner who is the subject of a disciplinary hearing or a referral of delinquency may request and receive the results of any vote taken at the relevant meeting;

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

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

(ii) *Announcement.* 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;

(iii) *Actions.* 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; and

(iv) *Minutes.* 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 resolution regarding inspection of records.

(f) *Attorney-Client Privileged Communications.* 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.

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

7. Supplement to Law. The provisions of this Resolution 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 community.

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

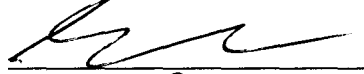
9. Amendment. This Resolution may be amended at any time by the Board of Directors, in accordance with the Governing Documents.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of the Elk Stream Ranch Property Owners Association, Inc., a Colorado Non-Profit Corporation, certifies that the foregoing Resolution was approved and adopted by the Board, at a duly called and held meeting of the Board on (date) 8/5/23 and in witness thereof, the undersigned has subscribed his name.

ELK STREAM RANCH PROPERTY OWNERS ASSOCIATION, INC.,
a Colorado Non-Profit Corporation

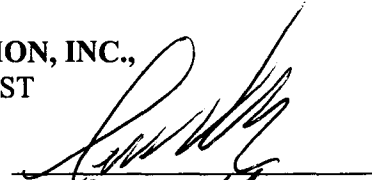
ATTEST

By:



STEPHEN PETER,
Its: President

By:



Soter Kopp,
Its: Secretary