

**RESOLUTION OF RIVER CLUB
HOMEOWNERS ASSOCIATION, INC.
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, Bylaws of the Association, and Colorado law.

EFFECTIVE DATE: OCTOBER 1, __, 2022.

RESOLUTION: The Association hereby adopts the following Resolution:

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

a. **Notice.**

- i. In addition to any notice required in the Bylaws, written notice of each meeting of the Owners shall be given by, or at the direction of, the President, Secretary or other person authorized to call the meeting, either personally or by mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than thirty (30) days, before such meeting to each Owner of record entitled to vote thereat, addressed to the Owner's address last appearing on the books of the Association, or supplied by such Owner to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
- ii. Notice for common interest community owner meetings shall be posted at the entrances to the common interest community and on the common interest community website no more than thirty (30) days and at least ten (10) days prior to such meeting.
- iii. If Owners provide email addresses to the common interest community and requested that the Association provide notice via email, notice of owner meetings will also be sent to Owners via email at least twenty-four (24) hours prior to such meeting.

b. **Conduct.** All Owner meetings shall be governed by the following rules of conduct and order:

- i. The President of the Association or designee shall chair all Owner meetings.
- ii. 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).

- iii. 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.
- iv. Anyone wishing to speak must first be recognized by the Chair.
- v. Only one person may speak at a time.
- vi. Each person who speaks shall first state his or her name and Lot address.
- vii. 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.
- viii. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.
- ix. 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.
- x. Each person shall be given up to a maximum of one minute 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.
- xi. All actions and/or decisions will require a motion and a second motion.
- xii. Once a vote has been taken, there will be no further discussion regarding that topic.
- xiii. No meeting of the Owners may be audio, video, or otherwise recorded except by the Board of Directors to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association.
- xiv. 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.
- xv. 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:

- i. 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.

- ii. 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.
 - iii. Written ballots shall be counted by a neutral third party or by a volunteer committee of Lot Owners who are not: Board members, the Association's managing agent, the Association's legal counsel, or candidates. The committee shall be Lot Owners selected or appointed at an open meeting, in a fair manner, by the Chair or the Board of Directors or another person presiding during that portion of the meeting.
 - iv. 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. All proxies shall be reviewed by the Association's Secretary or designee as to the following:
- i. Validity of the signature.
 - ii. Signatory's authority to sign for the Lot Owner.
 - iii. Authority of the Lot Owner to vote.
 - iv. Conflicting proxies.
 - v. Termination.
1. Proxies terminate after eleven (11) months after its date unless the proxy itself indicates an earlier termination date.
 2. Board Meetings. Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.
- a. **Conduct.** All Board meetings shall be governed by the following rules of conduct and order:
- i. The President of the Association, or designee, shall chair all Board meetings.
 - ii. All persons who attend a meeting of the Board of Directors shall be required to sign in, listing their name and Lot address.
 - iii. All Owners will be given an opportunity to speak as to any matter or ask questions of the Board of Directors 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.
 - iv. Anyone desiring to speak shall first be recognized by the Chair.

- v. Only one person may speak at a time.
 - vi. Each person speaking shall first state his or her name and Lot address.
 - vii. 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 them.
 - viii. Those addressing the Board of Directors shall be permitted to speak without interruption from anyone as long as these rules are followed.
 - ix. 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.
 - x. Each person shall be given up to a maximum of one minute 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 of Directors 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.
 - xi. No meeting of the Board of Directors may be audio, video, or otherwise recorded except by the Board of Directors to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association.
 - xii. 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 of Directors, but prior to a vote by the Directors, Owners, or their designated representatives present at such time, there shall be afforded an opportunity to speak on the motion as follows:
- i. 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.
 - ii. 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.

3. Action Without a Meeting. The Board members shall have the right to take any action in the absence of a meeting which they could take at a meeting pursuant to the process set forth below:
 - a. **Notice of Action without a Meeting**. Notice of the proposed action must be transmitted in writing to all members of the Board. The notice must contain all of the following information:
 - i. The action to be taken;
 - ii. The date and time by which a Board member must respond to the written notice; and
 - iii. That failure by a member of the Board 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.
 - b. **Voting**. Before the deadline stated in the written notice, each member of the Board may:
 - i. Vote in writing for such action;
 - ii. Vote in writing against such action;
 - iii. Fail to respond or vote; or
 - iv. Demand in writing that the action be taken at a meeting. If any Board member demands, by the deadline date, that action be taken at a meeting, action without a meeting is no longer allowed. The Board must then hold a Board meeting to take decide such matter.
 - c. **Effective date of action**. Once the deadline on the notice has expired, and assuming no Board member demanded 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 or exceed the number of votes that would be required to pass the action if all Board members then in office were voting.
 - d. **Electronic Communications**. All written communications of Board members pursuant to this section 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 there is reasonable doubt about its validity.

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

4. Executive Sessions.

- a. The members of the Board may hold an executive meeting and may restrict attendance to Board members and other persons requested by the Board during a regular or special meeting for discussion of the following:
 - i. Matters pertaining to employees of the Association or the manager's contract or involved the employment, discipline, or dismissal of an officer, agent, or employee of the Association;
 - ii. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or matters that are privileged or confidential between attorney and client;
 - iii. Investigative proceedings concerning possible or actual criminal misconduct;
 - iv. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy, including a disciplinary hearing regarding an Owner and any referral of delinquency;
 - v. Review of or discussion relating to any written or oral communication from legal counsel;
 - vi. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
 - vii. Delinquent assessments accounts and the Association's actions to address the delinquencies.
- b. Prior to the executive session, the general matter(s) of discussion during the executive session should be announced;
- c. During an executive session, no rules or governing documents amendments shall be adopted;

- d. The minutes of all meetings at which an executive session was held and the general subject matter(s) of the executive session shall indicate that an executive session was held and the general subject matter of the executive session. Minutes of the executive sessions may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.
5. Referral of a Delinquent Account to a Collection Agency or Attorney. Any delinquent account must first be discussed by the Board of Directors during an executive meeting of the Board of Directors. The Association may pursue legal action against the Owner only if a majority of the Board of Directors approves this action in a recorded vote at a meeting conducted pursuant to the Association's Conduct of Meetings Policy.
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 laws of the State of Colorado governing the Association.
8. Deviations. The Board of Directors 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 Policy may be amended at any time by the Board of Directors.

PRESIDENT'S CERTIFICATION:

The undersigned, being the President of River Club Homeowners Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on OCTOBER 1, 2022, and in witness thereof, the undersigned has subscribed his/her name.

**RIVER CLUB HOMEOWNERS
ASSOCIATION, INC.,**
a Colorado nonprofit corporation

By: 

President