

## RESOLUTION 06.006 - Conduct of Meetings

SUBJECT: Adoption of a procedure regarding conduct of meetings.

PURPOSE: To adopt a standard procedure to be followed for meetings of the Association.

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

EFFECTIVE DATE: November 13, 2006

RESOLUTION: The Association hereby adopts the following Policy and Procedures:

### 1. General

It is the general policy of the Association to encourage the conduct of meetings to allow full and fair discussion of issues.

### 2. Meetings

(A) Meetings of the lot owners, as the members of the association, shall be held at least once each year. Special meetings of the lot owners may be called by the president, by a majority of the executive board, or by lot owners having twenty percent, or any lower percentage specified in the bylaws, of the votes in the association. Not less than ten nor more than fifty days in advance of any meeting of the lot owners, the secretary or other officer specified in the bylaws shall cause notice to be hand delivered or sent prepaid by United States mail to the mailing address of each unit or to any other mailing address designated in writing by the lot owner. The notice of any meeting of the lot owners shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable, in addition to any electronic posting or electronic mail notices that may be given. The notice shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the covenants, any budget changes, and any proposal to remove an officer or member of the executive board.

(B) Notwithstanding any provision in the declaration, bylaws, or other documents to the contrary, all meetings of the association and board of directors are open to every lot owner of the association, or to any person designated by a lot owner in writing as the lot owner's representative.

(C) At an appropriate time determined by the Board, but before the board votes on an issue under discussion, lot owners or their designated representatives shall be permitted to speak regarding that issue. The board may place reasonable time restrictions on those persons speaking during the meeting. If more than one person desires to address an issue and there are opposing views, the board shall provide for a reasonable number of persons to speak on each side of the issue.

(D) At the discretion of the Board or upon the request of twenty percent of the lot owners who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any matter affecting the common interest community on which all lot owners are entitled to vote shall be by secret ballot.

(E) Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be lot owners who are selected or appointed at an open meeting, in a fair manner, by the chair of the Board or another person presiding during that portion of the meeting. The volunteers shall not be board members and, in the case of a contested election for a Board position, shall not be candidates.

(G) The results of a vote taken by secret ballot shall be reported without reference to the names, addresses, or other identifying information of lot owners participating in such vote.

(H) The vote allocated to a lot may be cast pursuant to a proxy duly executed by a lot owner. A proxy shall not be valid if obtained through fraud or misrepresentation. A lot owner may not revoke a proxy except by actual notice of revocation to the person presiding over a meeting of the association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven months after its date, unless it provides otherwise.

### 3. Election of Board Members

(A) 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.

(B) 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.

#### (C) Written Ballots

Written ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or by 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 of the Board or another person presiding during that portion of the meeting.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of the Kings Row Homeowners Association, a Colorado nonprofit corporation, certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors of the Association on November 13, 2006 and in witness thereof, the undersigned has subscribed her name.

Kings Row Homeowners Association,  
A Colorado non-profit corporation,

By: \_\_\_\_\_, President

Susan Cuseo