

**RESOLUTION
OF THE
MICHIGAN HILL OWNERS 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 of Covenants, Articles of Incorporation and Bylaws of the Association and Colorado law.

**EFFECTIVE
DATE:** **July 28, 2012**

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 on the community Bulletin Board for at least 30 days 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 for at least 30 days but will make reasonable attempts to post notice of meetings between 30-50 days prior to such meeting.

(3) If any Owner has requested that the Association provide notice via email and has provided the Association with an email address, the Association shall send notice of all Owner meetings to such Owner at the email address provided as soon as possible after notice is provided pursuant to the Bylaws but in no case less than 30 days 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) Anyone wishing to speak must first be recognized by the Chair.
 - (D) Only one person may speak at a time.
 - (E) Each person who speaks shall first state his or her name and Lot number.
 - (F) 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.
 - (G) Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.
 - (H) 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.
 - (I) Each person shall be given an appropriate amount of time to make a statement or to ask questions as determined by the MHOA Board. The Board will answer questions during the meeting unless the discussion concerns a legal matter or when potentially sensitive details of a situation might negatively infringe upon the privacy of individuals. If the Board cannot answer a question, it will make its best effort to state when it will address unanswered questions.
 - (J) Yielding of time by a speaker to another individual shall not be permitted as part of the Owner Forum at the beginning of a 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) 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. The rules must be in accordance with Robert's Rules of Order.

(c) **Voting.** All Board member and ACC member elections shall be taken as follows:

(1) Contested elections of Board members and ACC 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, 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 President of the Board 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 Lot Owner
- (C) Authority of the Lot 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. Notice of Board meetings shall be given to Board members in compliance with the Bylaws and Colorado law.

(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 Lot number.
- (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 Lot number.
- (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 them.
- (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 an appropriate amount of time to speak or to ask questions as determined by the MHOA Board, although questions may not be answered until a later date if the discussion concerns a legal matter or when potentially sensitive details of a situation might negatively infringe upon the privacy of individuals.. If the Board cannot answer a question, it will make its best effort to state when it will address that question. Yielding of time by a speaker to another individual shall not be permitted.
- (K) Minutes of actions taken shall be kept by the Association.
- (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 order and 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.**

- (1) **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:
 - (A) The action to be taken;
 - (B) The deadline (date and time) by which a Director must respond to the written notice;

(C) 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.

(2) Voting. By the deadline stated in the written notice, each director may:

(A) Vote in writing for such action;

(B) Vote in writing against such action;

(C) Fail to respond or vote; or

(D) 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. The Board may take action on the motion only at a Board meeting.

(3) 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 at least a quorum of votes are received and at least a majority of such votes are in favor of the action.

(4) Electronic Communications/Authenticity of Signatures. All written communications of Directors 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 from a Board member as valid, unless it has a reasonable, good faith basis to doubt its validity.

(5) 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.

(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 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 shall be adopted during a closed 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 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.

3. Definitions. Unless otherwise defined in this Resolution, words initially capitalized or terms defined in the Declaration of Covenants shall have the same meaning herein.
4. Supplement to Law. The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration of Covenants and the law of the State of Colorado governing the Project.
5. Deviations. In the event of emergencies or in the event the Board of Directors, in good faith, fails to fully comply with the above policy, such action taken will not invalidate the policy.

6. Amendment. This Policy may be amended at any time by the Board of Directors. However, any amendments must be approved by a majority vote at the next regularly scheduled Owner's annual meeting.

PRESIDENT'S

CERTIFICATION: The undersigned, being the President of the Association 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 held on July 28, 2012 and in witness thereof, the undersigned has subscribed his/her name.

MICHIGAN HILL OWNERS ASSOCIATION, INC.

By: Laing McClaymond
Its: President