

**RESOLUTION
OF THE
RED HAWK HOMEOWNERS ASSOCIATION, INC.
REGARDING POLICIES AND PROCEDURES
FOR THE CONDUCT OF MEETINGS**

SUBJECT: Adoption of policies and procedures for conducting Owner and Board of Director meetings.

PURPOSE: To facilitate the efficient operation of Owner and Board meetings and afford Owners an opportunity to provide input and comments on decisions affecting the community.

AUTHORITY: The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law, including but not limited to C.R.S. §38-33.3-209.5.

EFFECTIVE DATE: October 10, 2013

RECITALS: A. This policy is not intended to take the place of or invalidate provisions contained in the Association's Bylaws or the Colorado Revised Nonprofit Corporation Act.

B. The policy is intended to incorporate provisions of Senate Bill 100 into the Association's procedures for meetings of both Owners and the Board of Directors.

RESOLUTION: The Association hereby adopts the following policies and 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) Notice of the meeting of Owners shall be delivered by hand or by U.S. Mail postage prepaid to each Owner. The notice shall be addressed to the Owner's Unit within the community unless the Owner has designated another address in writing and delivered that request to the Association or its agent no less than twenty (20) days prior to the record date applicable to that meeting of Owners. The notice shall be delivered no less than ten (10) days, nor more than fifty (50) days prior to the date of the meeting, and shall state the date, time, and location of the meeting as well as the items on the agenda, including matters to be approved by Owners.
- (2) In addition to any notice required in the Bylaws, notice of any meeting of the Owners shall be physically conspicuously posted within the community at least ten (10) days prior to each such meeting, or as may otherwise be required by Colorado law.
- (3) The Association shall also post notice of all Owner meetings on its website. Such notice shall be posted ten (10) days prior to such meeting.
- (4) 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 twenty-four (24) hours prior to any such meeting.

(b) Order of Business.

(1) All meetings of the Owners shall proceed on issues generally set forth in the notice and in accordance with the written order of business unless a majority of Owners in person or proxy vote to amend the written order of business. In the event a written order of business has not been produced for the meeting, the following order of business shall apply:

- (A) Proof of Notice of meeting or waiver of notice of meeting
- (B) Proof of Quorum at meeting
- (C) Reading and acceptance of minutes from preceding meeting
- (D) Reports of officers
- (E) Reports of committees
- (F) Election of directors
- (G) Unfinished business
- (H) New business
- (I) Adjournment

(c) 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) 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.
- (D) Owners will be allowed to speak based upon the order in which they sign up per each agenda item after first being recognized by the chair. If an Owner failed to sign up as required above, they may be allowed to speak at the discretion of the Chair.
- (E) Anyone wishing to speak must first be recognized by the Chair.
- (F) Only one person may speak at a time.
- (G) Each person who speaks shall first state his or her name and Unit address.
- (H) Any person who is represented at the meeting by another person, as indicated by a written statement, will be permitted to have such person speak on his or her behalf.

- (I) Those addressing the meeting shall be permitted without interruption from anyone as long as these rules are followed.
- (J) 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.
- (K) Each person shall be given an equal amount of time to speak as determined by the Chair based upon the number of individuals wishing to speak, the length of the agenda, and other time constraints.
- (L) Each person shall be given up to a maximum of three (3) minutes to make a statement or to ask questions. The Board may decide whether or not to answer questions during the meeting. Each person may speak only 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.
- (M) All actions and/or decisions will require a first and second motion.
- (N) Once a vote has been taken, there will be no further discussion regarding that topic.
- (O) So as to allow for and encourage full discussion by Owners, no meeting may be audio, video, or otherwise recorded. Minutes of actions taken shall be kept by the Association.
- (P) 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.
- (Q) If a person has been requested to leave the meeting, and such person refuses, the Chair may adjourn the meeting or take other action necessary to bring order to the meeting.
- (R) The Chair may establish such additional rules of order as may be necessary from time to time.

(d) Voting. All votes taken at Owner meetings shall be taken as follows:

- (1) In the event the Board of Directors has the authority to suspend an Owner's right to vote at the meeting, the Board must have provided that Owner with at least fifteen (15) days written notice of the Board's intention to suspend the right to vote. They must provide an opportunity for that Owner to be heard not less than five (5) days prior to the suspension of the Owner's right to vote in an effort to cure the problem. Owner's that have been suspended will not be provided a ballot for voting.
- (2) 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.

- (3) 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 the 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 shall be by secret ballot at the discretion of the Board or upon request of any Owner. In addition, other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon request of twenty (20%) of the Owners who are present at the meeting or represented by proxy.
 - (4) Written ballots shall be counted by a neutral party (which excludes the Association's manager and 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.
 - (5) 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.
- (e) **Proxies.** Proxies may be given to any Owner as allowed by the Bylaws, C.R.S. 7-127-203, 7-127-204, and 38-33.3-310.
- (1) All proxies shall be delivered by hand or U.S. Mail postage prepaid to the Secretary or designated agent no later than 72 hours prior to the date and time of the Owner's meeting.
 - (2) 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 Owner
 - (C) Authority of the Owner to vote
 - (D) Conflicting proxies
 - (E) Expiration of the proxy.
 - (3) Proxies not delivered in accordance with section 1 (e) (1) or that are found to be deficient in accordance with section 1 (e) (2) shall not be provided with a ballot or counted.

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

(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 Unit Address.
 - (C) All Owners will be given an opportunity to speak as to any matter or ask questions of the Board during the Owner's forum at the beginning of the meeting after the

meeting is called to order and before the minutes of any prior meetings are approved. Any Owner wishing to speak during the Owner's forum shall so indicate at the time of sign in.

- (D) Anyone desiring to speak shall be first recognized by the Chair.
 - (E) Only one person may speak at a time.
 - (F) Each person who speaks shall first state his or her name and Unit address.
 - (G) Any person who is represented at the meeting by another person, as indicated by a written statement, will be permitted to have such person speak on his or her behalf.
 - (H) Those addressing the Board shall be permitted 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 up to a maximum of three (3) minutes to speak or to ask questions during the Owner forum. At the discretion of the Board questions may not be answered until a later date. Each person may speak only once during the Owner forum. 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 Board.
 - (K) No meeting of the Board may be audio, video, or otherwise recorded except by the Board to aid in the preparation of minutes. 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 will be requested to leave the meeting immediately.
- (b) **Owner Input.** After a motion and second has been made on any matter to be discussed, at a time to be determined by the Board, but prior to a vote by the Directors, Owners 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 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) Subject to the provision of C.R.S. §7-128-202, the Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting if notice is transmitted

in writing to Director and each Director by the time stated in the notice in writing (“Written Vote(s)”) either:

- (A) Votes for such actions;
 - (B) Votes against such action; or
 - (C) Abstains from voting and waives the right to demand that a meeting be held.
- (2) Action under this section is valid only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. For any action taken under this section to be effective the Association must receive the Written Votes described in subsections (a) and (b) signed and not revoked. Written Votes may be received by the Association in the form of a physical document, facsimile, or an email from the Board member’s official g-mail account. Failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting.
- (3) A Director may revoke such Director’s Written Vote by a writing signed and dated describing the action and stating that the director’s prior vote is revoked (“Revocation”) if such Revocation is received by the Association before the last Written Vote necessary to effect the action is received by the Association. The Association shall keep the Written Votes and any Revocations with the minutes of the meetings of the Board of Directors.
- (d) **Executive Sessions.** The member 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 proceeding 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 sessions. Minutes of executive sessions may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.

3. **Definitions.** Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration 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 and the law of the State of Colorado governing the Project.
5. **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.
6. **Amendment.** This Policy may be amended by the Board of Directors at any time.
7. **Miscellaneous Provisions.** In the event a Court of competent jurisdiction finds a provision of this collection policy void or otherwise unenforceable, the other provisions shall remain in full effect.

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 on OCT 1, 2013 and in witness thereof, the undersigned has subscribed his/her name.

RED HAWK HOMEOWNERS ASSOCIATION, INC.,
a Colorado nonprofit corporation

By: Ralph J. Jellerton
President

