

Shadow Run Townhomes Homeowners Association

POLICY No. 003-2020: CONDUCT OF MEETINGS

Adopted prior to December 31, 2007; last amended 3/31/2021.

The following Policy has been adopted by the Shadow Run Townhomes Homeowners Association ("the Association") pursuant to Colorado Revised Statute ("C.R.S."), C.R.S. §38-33.3-209.5, and in accordance with C.R.S. §38-33.3-308, at a regular meeting of The Board of Directors ("The Board"). Additional policies, procedures, rules and regulations may exist separately.

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 Owners 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 Owners and meetings of the Board of Directors.

A. Procedures for Meeting Notices.

1. **Open Meetings.** All meetings of the Association and the Board of Directors are open to every Owner and to any person designated by an Owner, in writing as the Owner's representation.
2. **Notice of Meetings.** Written notice of each Owners meeting shall be given by, or at the direction of, the Secretary of the Association or persons authorized to call the meeting. Not less than 10 or more than 50 days in advance of such meeting, the notice of meeting shall be hand delivered or sent prepaid by first class U.S. mail to the mailing address of each Owner of record or to any other mailing address designated in writing by the Owner. In addition, a copy of the notice shall be posted in a conspicuous place within the community and/or on the community web site, approximately 48 hours prior to the meeting.
3. **Contents of Notice.** The notice of any meeting must state the time and place of the meeting and the items on the agenda, including; the general nature of any proposed amendment to the Declaration, Bylaws, Policies, any budget changes, including a summary of the proposed budget; the election of Directors to the Board of Directors and any proposal to remove a Director from the Board of Directors.
4. **Electronic Notice.** In addition to providing notice as set forth in Section A.2. above, the Association may also provide notice in electronic form of any duly called meeting, by posting to a website and by direct e-mail. If such electronic means are available, electronic notice shall be provided to all Owners who have furnish the Association with their e-mail addresses. Electronic notice shall be given as early as possible, but not less than 10 nor more than 50 days in advance and again at no more than 48 hours prior to the meeting.

B. Procedure for Owners Meeting.

1. **Conduct of Meeting.** All Owners meetings shall follow the following rules and procedures:
 - a) All Owners and Owner representatives who attend a meeting of the Owners will sign-in (listing their name and address and providing written authority to represent an Owner if applicable); present any proxies and receive ballots as appropriate.
 - b) 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.

- c) The President of the Association or designee shall chair all Owners meetings.
- d) Anyone wishing to speak must first be recognized by the Chair. Only one person may speak at a time. Each speaker shall first state his/her name and address or representative capacity.
- e) Each person shall be given up to a maximum of three minutes to speak or ask questions without interruption. Such time limit may be increased or decreased by the Chair but shall be uniform for all speakers. Each person may speak only once during the Owner forum, if any, and once on any other issue prior to a vote by the Board of Directors on such issue. A speaker may not yield unused time to another speaker.
- f) Comments are to be made in a civil manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting or issue at hand.
- g) Anyone disrupting the meeting, as determined by the Chair, shall be asked to "come to order." Anyone who refuses to come to order shall be requested to leave the meeting immediately.
- h) All actions and decisions require a first and second motion.
- i) Once a vote has been taken there will be no further discussion on that issue.
- j) The Association will keep minutes of the meeting. There shall be no audio, video, or other recording of the meeting.
- k) The Chair may establish such additional rules of order as may be necessary from time to time.

2. Procedures for voting. Voting at Owners Meetings shall be conducted as follows:

- a) Votes for contested positions on the Board of Directors shall be taken by secret ballot. Each Owner shall receive a ballot, which shall not identify the name or Lot address of the ballot holder. A proxy holder, upon presentation of the proxy to the Association's Secretary or designee, shall receive a secret ballot to be voted on behalf of the Owner providing the proxy.
- b) Votes for all other matters shall be taken in such manner as determined by the Board of Directors (such as by voice, by counting of hands, or by written ballot), unless otherwise provided by Project Documents and/or Colorado statute.
- c) Ballots shall be counted by a neutral third-party volunteer or by a three person (3) committee of volunteer Owners. Such volunteers shall be Owners who are selected or appointed in an open meeting, in a fair manner, by the Chair of the Board. The volunteers shall not be Board members and in the case of a contested election for a Board position, shall not be candidates. An employee of the Declarant, the Association's manager or agent and its legal counsel are not neutral third parties eligible to count ballots.
- d) The results of any vote taken by secret ballot shall be reported without reference to the names, addresses, or other identifying information of Owners participating in such a vote and shall include the total votes cast, the total cast in person, the total votes cast by proxy and the total votes cast per individual candidate. These totals shall be recorded in the minutes of the meetings.

3. Procedures for Proxies.

- a) Owners may vote by proxy as provide by the Bylaws.
- b) Proxies shall be reviewed by the Association's Secretary or designee as to the following: the validity of the signature, the signatory's authority to sign on behalf of the Owner, the

authority of the Owner to vote, incomplete or expired proxies and conflicting proxies. The Association may reject any proxy if the Secretary or designee, acting in good faith, has reasonable basis for doubt about the validity of the signature on the proxy of the signatory's authority to sign on behalf of the Owner. A proxy shall not be valid if obtained through fraud or misrepresentation.

C. Procedures for Board Meetings.

- 1. Conduct of Meeting.** All Board of Directors meetings shall be governed by the following rules of conduct and order:
 - a) The President of the Association, or designee, shall chair all Board of Director meetings.
 - b) All Owners and Owner representatives who attend a Board meeting will sign in (listing their name and address, and providing written authority to represent an Owner, if applicable).
 - c) All Owners and Owner representatives will be given an opportunity to speak as to any matter or ask questions of the Board of Directors. Any Owner or representative wishing to speak at the meeting 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 address or representative capacity.
 - g) Any person who is represented at the meeting by a designated representative shall be permitted to have such person speak for them.
 - h) Those addressing the Board of Directors 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 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 five (5) 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 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.
 - k) Board of Directors meetings may not 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 immediately "come to order" and cease the disruptive behavior when requested, shall be asked to remove themselves from the meeting immediately and shall not be allowed to return for the duration of the meeting. In the event the disruptor refuses to leave, the Board may call for security or law enforcement assistance in affecting the removal.
- 2. Owner Comment.** After a motion and second has been made on any matter to be discussed, but prior to a vote by the Board of Directors, Owners present at such time shall be afforded an opportunity to speak on the motion as follows:

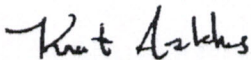
- a) The Chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor or against the motion. The Chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the motion and for how long each person will be permitted 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.
- b) Following Owner Comment, the Chair will declare Owner Comment 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.

- D. **Enforcement.** Upon certification, the Board shall give notice of the adoption of the Policy to all Owners of the Association. Notice to the Owners shall be by any reasonable method as determined by the Board. Any Owner's failure to notice or gain access to the new Policy, shall not be a defense against any attempt by the Association to enforce the new Policy, levy fines, and recover costs and/or attorneys' fees as a result of a violation of the new Policy.
- E. **Definitions.** As used in this Policy, capitalized terms shall have the same meanings as defined in the Declarations.
- F. **Conflicts.** The Policies adopted by the Association are supplemental to the Project Documents and the ACT. In the event of a conflict between the provisions of this Policy and the Declaration, the Declaration shall control. In the event of a conflict between this Policy and the ACT, the ACT shall control.
- G. **Severability.** The provisions of this Policy shall be independent and severable. The invalidity of any one or more of the provisions of this policy by judgment or court order or decree shall in no way affect the validity or enforceability of any of the other provisions, which shall remain in full force and effect.

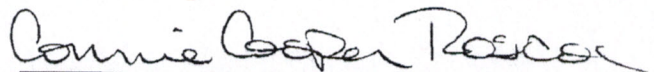
PRESIDENT'S CERTIFICATION:

The undersigned, being the President of Shadow Run Townhomes Homeowners Association, a Colorado non-profit corporation, certifies that the foregoing Resolution, amending and codifying Policy III, was introduced as Policy No. 003-2020 for first reading at a duly called and held meeting of the Board on May 6, 2020. Policy No. 003-2020 was presented for a second, final reading and adopted at a duly called and held meeting of the Board on March 31, 2021. Policy No. 003-2020 is hereby certified as adopted by the Board on March 31, 2021 and in witness thereof, the undersigned has subscribed their names and titles in performance of their duties as officers of:

Shadow Run Townhomes Homeowners Association, Inc., a Colorado non-profit corporation.



Knut Aakhus, President



Connie Cooper, Secretary