

ALQUEZAR HOMEOWNER'S ASSOCIATION, INC.  
CONDUCT OF MEETINGS POLICY

**BE IT RESOLVED**, that the Board of Directors of Alquezar Homeowner's Association, Inc. ("Association") hereby adopts the following Conduct of Meetings Policy in order to comply with CRS 38-33.3-209.5(1)(b)(III) of the Colorado Revised Statutes.

**WHEREAS**, in order to comply with Senate Bill 05-100 and the provisions of Section 38-33.3-209.5 CRS, the Executive Board has hereby sets forth the following policy:

I. MEETINGS

1. Meetings of the membership shall occur in accordance with the Bylaws of the Association ("Bylaws"). An agenda to be provided with all Notices of Meeting.

(a) Meetings of the Unit Owners shall be held at least once a year;

(b) Per Article IV, Section 2 of the Bylaws Special Meetings of the Unit Owners may be called by the President, by the Board, or by Unit Owners having at least 30%, or any lower percentage specified in the Bylaws, of the votes in the Association;

(c) The Secretary or other officers specified by the Bylaws or the property management company retained by the Association, shall cause notice to be delivered per Article IV, Section 4 of the Bylaws, not less than ten (10) no more than fifty (50) days in advance of any meeting, annual or special, of the Unit Owners. The notice of any meeting shall additional be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable for the Association, in addition to any electronic posting or electronic mail notices that may be given pursuant to subsection (b) of subsection (2) of CRS 38-33.3-308;

(d) Every notice of meeting 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 Declaration or Bylaws, any budget changes, and any proposal to remove an officer or member of the Executive Board;

(e) All regular and special meetings of the Association, Board, or any committee thereof, shall be open to attendance by all members of the Association or their representatives. Agendas for meetings of the Board shall be made reasonably available for examination by all members of the Association or their representatives upon request;

(f) 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 Unit Owner of the Association, or to any person designated by a Unit Owner in writing as a Unit Owner's representative, and all Unit Owners or designated representatives, so desiring shall be permitted to attend, listen and speak at an appropriate time as determined by the Executive Board

during the deliberations and proceedings; except that, for regular and special meetings of the Board, unit owners who are not board members may not participate in any deliberation or discussion, unless it is expressly so authorized by a vote of the majority of the quorum of the Board;

(g) The Board may place reasonable time restrictions on those persons speaking during the meeting, but shall permit a Unit Owner or a Unit Owner's designated representative to speak before the Board takes formal action on an item under discussion, in addition to any other opportunities to speak. The Board shall provide for a reasonable number of persons to speak on each side of an issue;

(h) As provided for in the Bylaws Section 3.2.1. the Board may at any time in the future prescribe additional reasonable rules for the conduct of all members of the board and owners at meeting, but in the absence of any such rules, Roberts Rules of Order shall be used.

## II. Executive Closed Door Sessions.

1. The members of the Board or any committee thereof may hold an executive closed door session during any regular or specially announced meeting or any part thereof and restrict attendance to Board Members and such other persons, including property managers, financial and legal advisers, requested by the Board. The attendance of other persons such as property managers, attorneys and accountants, shall not invalidate the confidential nature of the executive session. The matters to be discussed at such an executive session can only include the following matters:

- (a) matters pertaining to employees of the Association or the managing agent's contract, or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the association;
- b) 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;
- (c) investigative proceedings concerning possible or actual criminal misconduct;
- (d) matters subject to specific constitutional, statutory or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- (e) any matter the disclosure of which could constitute an unwarranted invasion of individual privacy;
- (f) review of or discussion relating to any written or oral communication from legal counsel.

Upon the final resolution of any matter for which the Board received legal advice or the concerned pending and contemplated litigation, the Board may elect to preserve the

attorney/client privilege in any appropriate manner, or may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

2. Prior to the time the members of the Board or any committee thereof convene an executive session, the chair of the body shall announce the general matter of the discussion.

3. No rule or regulation of the Board or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting after the Board goes back into regular session following an executive session.

4. The meetings of all minutes at which an executive session was held shall indicate only that an executive session was held and the general subject matter of the executive session. Decisions made and actual discussions held at the executive session do not need to be reflected in the minutes.

### III. SECRET BALLOTS

1. Votes for positions on the Board shall be taken by secret ballot and, upon the request of one or more Unit Owners, a vote on any other matter affecting the common interest community on which all owners are entitled to vote shall be by secret ballot. Ballots shall be counted by a neutral third party, which can be the property management company, or by a Unit Owner who is not a candidate, who attends the meeting at which the vote is held, and who is selected at random from a pool of two or more such Unit Owners. The results of the vote shall be reported without reference to names, addresses, or other identifying information.

### IV. VOTING BY PROXY

1. In addition to the provisions in the Bylaws for the Association, and the provisions of the Colorado Non-profit Corporation and Association Act codified at CRS 7-122-101 et seq. in regard to voting by proxy, if only one of the multi-owners of a unit is present at a meeting of the Association, such owner is entitled to cast all of the votes allocated to that unit. If more than one of the multiple owners is present, the votes allocated to that Unit may be cast only in accordance with the agreement of a majority of the owners, unless the Declaration expressly provides otherwise. There is a majority agreement if any one of the multi-owners casts the votes allocated to that unit without protest being made promptly to the person presiding over the meeting by any of the other owners of the unit.

2. Votes allocated to a unit may be cast pursuant to a proxy duly executed by a unit owner and provided in compliance with Section 2.10(d) of the Bylaws. A proxy shall not be valid if obtained through fraud or misrepresentation. Unless otherwise provided in the Declaration, Bylaws or Rules of the Association, appointment of proxies may be made substantially as provided in Section 7-127-302, CRS of the Colorado Nonprofit Corporation and Association Act. If a unit is owned by more than one person, each owner of the unit may vote or register protest to the casting of votes by the other owners of the unit through a duly executed proxy. A Unit Owner may not revoke a proxy given pursuant to this section 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 (11) months after its date, unless it provides otherwise.

3. The Association is entitled to reject a vote, consent, written ballot, waiver, proxy, appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, including the property management company, acting in good faith, has reasonable basis to doubt the validity of the signature on it or about the signatory's authority to sign for the unit owner.

4. The Association and its officer(s) or agent(s) who accept or reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.

5. Any action of the Association based on the acceptance or rejection of a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation under this section is valid unless a court of competent jurisdiction determines otherwise.

#### V. COLORADO NONPROFIT CORPORATION ASSOCIATION ACT

1. To the extent that there are any provisions of the Bylaws, this meeting policy and/or the Colorado Common Interest Ownership codified at CRS 38-32.3-310.1 et seq. that does not address an issue regarding conducting of meetings and voting in regard the provisions of the Colorado Nonprofit Corporation and Association Act shall be referred to which is codified at CRS 7-122-101 et seq.

#### VI. CONDUCT OF BOARD MEETINGS

1. All meetings of the Board of Directors shall be conducted in compliance with Article 3 of the Bylaws of the Association in conjunction with the provisions of this Policy with additional reference to the Colorado Common Interest Ownership Act specifically CRS 38-33.3-310.5 and the Colorado Nonprofit Corporation and Association Act codified at CRS 7-122-101 et. Seq.

So adopted this \_\_\_\_ day of \_\_\_\_\_, 2007

Alquezar Homeowner's Association, Inc.

By: \_\_\_\_\_  
Director

By: \_\_\_\_\_  
Director

By: \_\_\_\_\_  
Director