RESOLUTION
OF THE
COPPERLEAF HOMEOWNERS ASSOCIATION, INC.
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS

SUBJECT: Adoption of a policy and procedures regarding 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, Bylaws, Articles of Incorporation of the Association, and Colorado law.

EFFECTIVE DATE: October 25, 2012

RESOLUTION: The Association hereby adopts the following procedures regarding the conduct of meetings:

1. Owner Meetings. Meeting 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 message board at The Arboretum located on E. Copperleaf Blvd. prior to the day of the meeting, or as may otherwise be required by Colorado law.
      2. The Association shall also post notice of all meetings on its website. Such notice shall be posted at least ten (10) 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 24 hours prior to any such meeting.

   (b) **Conduct.**
      1. All 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 shall sign in, present any proxies and receive ballots as appropriate. (See section below regarding voting.)
         (C) Any Owner 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) Anyone wishing to speak must first be 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 address.

(G) Any person who is represented at the meeting by another person, as indicated by a written instrument, shall be permitted to have such person speak for him/her.

(H) Those addressing the meeting shall be permitted to speak without interruption from anyone provided that 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 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 only speak 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.

(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) 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.

(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.

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

(1) 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.

(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, excluding the Association's managing agent or legal counsel, 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 Chair 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 unit Owner

(C) Authority of the unit 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.

(a) **Conduct.**

(1) All 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 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 at the beginning of the meeting. Any Owner wishing to speak shall indicate so 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 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 instrument, shall be permitted to have such person speak for him/her.

(H) Those addressing the Board shall be permitted to speak without interruption from anyone provided that 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 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 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) 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 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 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.

(3) Effective Date of Action. Once the deadline stated on the notice has expired, and assuming no Director demands that 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 the section may be transmitted or received by facsimile, e-mail, or other form of wireless communication. The Association may accept any electronic vote received 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 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 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. 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 the 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.

4. Deviations. The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

5. Amendment. This Policy may be amended from time to time by the Board of Directors.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of Copperleaf Homeowners Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Executive Board at a duly called and held meeting of the Executive Board on October 25, 2012 and in witness thereof, the undersigned has subscribed his/her name.

Copperleaf Homeowners Association, Inc.
a Colorado nonprofit corporation

By: _____
President