

**RESOLUTION OF THE
REDCLIFF TWO CONDOMINIUMS OWNERS ASSOCIATION, INC.**

**ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS
Policy #4**

- SUBJECT:** Adoption of a policy and procedures for conduct of Owner and Board of Directors ("Committee") meetings of RedCliff Two Condominiums Owners Association, Inc. (the "Association").
- PURPOSE:** To facilitate the efficient operation of Owner and Committee meetings and to afford Owners an opportunity to provide input and comments on decisions affecting the community.
- AUTHORITY:** The Declaration of RedCliff Two Condominiums Owners Association (the "Declaration"), Articles of Incorporation and Bylaws of the Association, any amendments thereto (the "Governing Documents") and Colorado law
- EFFECTIVE DATE:** NOVEMBER 22, 2021
- 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 physically posted in a conspicuous location at least 2 days prior to each such meeting, or as may otherwise be required by Colorado law.
 2. The Association shall also post notice on its website, if applicable, of all Owner meetings. Such notice shall be posted 2 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 Owners meetings shall be governed by the following rules of conduct and order.
 - A. The President of the Board of Directors of the Association or designee (the "Chair") shall preside over all Owners 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. 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 Unit.
- 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 them.
- 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 up to a maximum of three minutes to make a statement or ask questions. The Board of Directors 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.
- J. All actions and/or decisions will require a motion and second.
- K. Once a vote has been taken, there will be no further discussion regarding the topic.
- L. So as to allow for and encourage full discussion by the Owners, no Meeting may be audio, video or otherwise recorded unless approved by a majority of the Board members in attendance prior to beginning the recording. The recording shall be for the purpose of writing the minutes of the meeting, shall be deleted upon approval of the meeting Minutes and shall not become part of the Association records. The Board members authorizing the recording shall designate the party responsible for creating and deleting the recording (i.e. manager, Secretary) for each occurrence. Owners, Board members and other individuals present at the meeting are prohibited from recording meetings, and if created, any such recordings shall not become part of the Associations records. Minutes of actions taken shall be kept by the Association.
- M. 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.
- N. 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. Election of Board of Directors: In a contested election, the voting shall be conducted by secret ballot. If uncontested, no secret ballot will be required. In the case of a secret ballot, each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall have 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. 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, unless otherwise required by law.
3. When possible, written ballots shall be counted by a neutral third party (which excludes the Association's manager and legal council) or by an Owner(s), who is not a candidate, selected randomly from a pool of two or more property Owners. The Chair shall ensure that the Owner(s) selection is done so without being chosen by the Chair, Board of Directors, or candidates.
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 property Owner
 - (c) Authority of the property 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 Board meetings shall be governed by the following rules of conduct and order:
 - A. The President of the Association, or designee (the "Chair"), shall preside or chair all Board of Directors meetings.
 - B. All persons who attend a meeting of the Board of Directors shall sign in, listing their name and Unit.
 - C. All Owners will be given an opportunity to speak as to any matter or ask any questions of the Board of Directors 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 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 Unit.
 - 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 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, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting or issues 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 the 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. No meeting of the Board of Directors may be audio, video or otherwise recorded except by the Board of Directors to aid in the preparation of minutes. Minutes of the 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, 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:

- 1. The Chair may ask those Owners present to indicate by a show of hands who wish 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 shall 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.

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 provision of this Resolution shall be in addition to and in supplement of the terms and provision 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) Amendments. This Policy may be amended at any time by the Board of Directors.

BOARD OF DIRECTORS CERTIFICATION: See signature page.