

Elk Springs Homeowners Association, Inc.
Policy and Procedure for Conduct of Meetings

Pursuant to the authority granted by Article 4.14 (A) of the Second Amended and Restated Declaration of Covenants, Conditions and Restrictions for Elk Springs, Garfield County, Colorado (the “Declaration”) and as further authorized and required by the Colorado Common Interest Ownership Act, C. R. S. 38-33.3-209.5 (1)(b)(iii), et seq. (the “Act”), the Board of Directors of Elk Springs Homeowners Association, Inc. (the “Association”) adopts the following policy and procedures governing the conduct of meetings of the Association. Unless otherwise defined in this Policy and Procedure, initially capitalized or terms defined in the Declaration shall have the same meaning herein. This Policy and Procedure may be amended at any time by the Board of Directors of the Association.

Member Meetings:

Meetings of the Members of the Association shall be called pursuant to Sections 4.1, 4.2 and 4.3 of the Second Amended and Restated Bylaws of the Elk Springs Homeowners Association, Inc. (the “Bylaws”). Notice of all meetings of the Members of the Association shall be provided in accordance with Section 4.4 of the Bylaws. In addition, the notice of meetings of the Members shall be physically posted at the mail boxes bulletin board at least twenty-four (24) hours prior to any meeting of the Members of the Association.

All meetings of the Members of the Association are open to every Member and any other person designated by a Member in writing as the Member’s representative and shall be governed by the following rules of conduct and order:

1. The President of the Association or designee (the “Chair”) shall chair all Member meetings.
2. All Members and persons who attend a meeting of the Members will sign in, present any proxies (in accordance with Section 4.9 of the Bylaws) and receive ballots, as appropriate (see below regarding voting procedures).
3. Any person desiring to speak shall sign up on the list provided at check in.
4. Any person wishing to speak must first be recognized by the Chair and shall first state his or her name and address. Only one person may speak at a time.
5. 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 him/her.
6. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed. Only the Chair may interrupt the person recognized to speak if such person exceeds the specific time limits set for comments or is determined to be in violation of these rules. Should the Chair determine

that any Member has spoken for the allotted amount of time or longer, or determine that the Member is in violation of the provisions of this Policy, the Chair shall have the authority to instruct that Member to yield the floor and the Member will be obligated to comply with the Chair's instruction. Refer also to item #11 below.

7. Comments are to be offered in a civilized manner and without profanity, personal attacks, whether physical or verbal or shouting. All comments are to be directed to the Chair and restricted to the agenda item being discussed. Courteous behavior is mandatory.

8. Each person shall be given up to a maximum of three minutes to make a statement or to ask questions. No Member may speak a second time until all Members wishing to speak have had an opportunity to speak once and only by permission of the Chair. Yielding of time by a speaker to another person 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.

9. All actions and/or decisions will require a first and second motion. Once a vote has been taken, there will be no further discussion regarding that topic.

10. In order to allow for and encourage full discussion by Members of the Association, no meeting may be audio, video or otherwise recorded. Minutes of actions taken shall be kept by the Association.

11. If a Member refuses to stop talking after his/her allotted time has ended, or otherwise disrupts the meeting, or is otherwise in violation of the provisions of this Policy, the following procedure will be followed:

a) The Chair will issue an oral warning that if the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this Policy, either the meeting will be adjourned or law enforcement/security will be called to remove the Member.

b) If the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this Policy, the Chair may call a recess and speak directly to the Member, reiterating that either the meeting will be adjourned or law enforcement/security will be called to remove the Member.

c) If the Member still refuses to cooperate, the Chair may choose whether to adjourn the meeting to another time or to call law enforcement/security.

12. The Chair may establish such additional rules of order as may be necessary from time to time.

Pursuant to Section 4.8 of the Bylaws, voting may be by voice, show of hands, consent, mail, electronic means, proxy, written ballot or as otherwise determined by the Board prior to the meeting or by a majority of the Members present at a meeting. Secret ballots must be used in contested Board member elections and in any other matter as

required or allowed by law. In addition, at the discretion of the Board or upon the request of twenty percent (20%) of the Owners who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any matter on which all Owners are entitled to vote can be by secret ballot.

Secret ballots shall be counted by the Association's independent accountant or managing agent who 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 or against any issue. Results of the vote will be announced without reference to any identifying information.

Board Meetings:

Regular, Special or Executive meetings of the Board of Directors of the Association (the "Board") shall be called pursuant to Sections 6.1, 6.2 and 6.3 of the Bylaws. Notice of all regular and special meetings of the Board shall be provided to the Board and Members in accordance with Article 6 of the Bylaws. In addition, the notice of any regular or special Board meetings shall be physically posted at the mail boxes bulletin board at least twenty-four (24) hours prior to any regular or special meeting of the Board.

All meetings of the Board shall be governed by the following rules of conduct and order:

1. All meetings of the Board are open to every Member and any person designated by a Member, in writing, as the Member's representative. Notice of such meetings and the agenda for the meeting shall be provided in accordance with Section 6.1 or 6.4 of the Bylaws, as applicable.
2. The President of the Association or designee (the "Chair") shall chair all Board meetings.
3. All Members and persons who attend a Board meeting are required to sign in
4. Any person desiring to speak shall sign in on the Member Forum list provided at check in. All Members will be given an opportunity to speak as to any matter or ask questions of the Board during the Member Forum. Any Member wishing to comment at the ensuing meeting may add his/her name to the Member Forum sign-in sheet. The Board will determine the length of time of the Member Forum prior to the commencement of such. The Chair will recognize Members for comment at the meeting in the same order as their names appear on the Member Forum sign-in sheet. Any Member wishing to comment who has not placed his/her name on the Member Forum sign-in sheet may only speak if time permits.
5. Any person wishing to speak during the Member Forum must first be recognized by the Chair and shall first state his or her name and address. Only one person may speak at a time.
6. 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 him/her.

7. After a motion and second has been made on any matter to be discussed, but prior to a vote by the Board, Members present at such time shall be afforded and opportunity to speak on the motion. The Chair will ask those Members 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 selection of those permitted to speak.

Following Member input, the Chair will declare Member input closed and there shall be no further Member participation on the motion at hand unless a majority of the Board votes to open the discussion to further Member participation.

8. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed. Only the Chair may interrupt the person recognized to speak if such person exceeds the specific time limits set for comments or is determined to be in violation of these rules. Should the Chair determine that any Member has spoken for the allotted amount of time or longer, or determine that the Member is in violation of the provisions of this Policy, the Chair shall have the authority to instruct that Member to yield the floor and the Member will be obligated to comply with the Chair's instruction. Refer also to item #12 below.

9. Comments are to be offered in a civilized manner and without profanity, personal attacks, whether physical or verbal or shouting. All comments are to be directed to the Chair and restricted to the agenda item being discussed. Courteous behavior is mandatory.

10. Each person shall be given up to a maximum of three minutes to make a statement or to ask questions during the Member Forum. No Member may speak a second time until all Members wishing to speak have had an opportunity to speak once and only by permission of the Chair. Yielding of time by a speaker to another person 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.

11. Note taking is permitted only by Members, the managing agent or legal counsel. Audio, video or any other recording of all or any portion of any Board meeting is prohibited. Minutes of actions taken shall be kept by the Association.

12. If a Member refuses to stop talking after his/her allotted time has ended, or otherwise disrupts the meeting, or is otherwise in violation of the provisions of this Policy, the following procedure will be followed:

a) The Chair will issue an oral warning that if the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this Policy, either the meeting will be adjourned or law enforcement/security will be called to remove the Member.

b) If the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this Policy, the Chair may call a recess and speak directly to the Member, reiterating that either the meeting will be adjourned or law enforcement/security will be called to remove the Member.

c) If the Member still refuses to cooperate, the Chair may choose whether to adjourn the meeting to another time or to call law enforcement/security.

13. The Chair may establish such additional rules of order as may be necessary from time to time.

14. Executive Session. Notwithstanding the foregoing, the Board may hold an executive or closed door session and may restrict attendance to Board members and other persons specified by the Board to discuss any matters outlined in Section 6.3 of the Bylaws.

Committee Meetings:

All of the requirements set forth in Article 6 of the Bylaws as well as the Policy outlined above regarding Board meetings apply to committees of the Board and their members.

PRESIDENTS CERTIFICATION:

The undersigned, being the President of the Elk Springs Homeowners Association, Inc. Board of Directors certifies that the foregoing Policy and Procedures for Conduct of Meetings was adopted by the Board of Directors at a duly called and noticed meeting of the Board of Directors held on June 12, 2017 and in witness thereof, the undersigned has subscribed her name.

/s/ Evelyn L. Cole

President, Elk Springs Homeowners
Association, Inc. Board of Directors

June 12, 2017

Date Adopted