

III. CONDUCT OF MEMBERS' AND BOARD MEETINGS

1. Member Meetings

a. Annual Meeting

- 1) The Annual Meeting shall be held on a Saturday in July each year. The specific time and date shall be set by the **Board** no later than May 15th of each year.
- 2) Notice: Notice of the meeting shall be included in the 2nd (calendar) quarterly Newsletter which shall be mailed not less than twenty and not more than fifty days prior to the meeting and shall be posted on the **SPOA** website.

b. Special Meetings

- 1) Special Meetings may be called by the President of the **Board** of **SPOA**, a majority of the **Board** or twenty percent (20%) of the votes in **SPOA**.
- 2) Special Meetings shall be held upon not less than twenty and not more than fifty days from notice.¹

c. Notice

- 1) Notice of the Annual Meeting and any Special Meeting shall include the agenda and a general description of any proposed amendment to the Declaration or By-Laws, budget changes, and/or any proposal to remove an **officer** or **Member** of the **Board**.
- 2) Notice shall be sent via U.S. Mail, and if it falls within requisite notice period, shall be in a quarterly Newsletter, and shall be posted on the **SPOA** website.²
- 3) Notice shall be sent via electronic mail to any **Member** who makes written request to **SPOA** c/o the Board Administrative Assistant, or if none the **Board** Secretary together with the electronic address.

¹ Amended Board of Director Meeting April 26, 2008

² Amended Board of Director Meeting April 26, 2008

d. Conduct of Meetings

All meetings shall be conducted upon parliamentary procedure following Robert's Rules of Order. Meetings shall be planned and conducted so as to consume not more than four hours. The **Board** may provide for informal discussion or focus groups following the meeting.

e. Quorum and Voting

- 1) The presence at a meeting, in person, or by proxy of one-tenth (1/10th) of votes in good standing shall constitute a quorum.
- 2) Voting by proxy shall be governed by the By-Laws and C.R.S. §38-33-3-310.
- 3) Voting for positions on the **Board** shall be conducted by secret written ballot. Ballots shall be counted by a neutral third party selected by the **Board** or by a **Member** who is not a candidate, present at the meeting at which the vote is held and who is selected at random by two or more **Members**. The results of the vote shall be reported without reference to names, addresses or other identifying information.
- 4) Upon request by 20% of the **Members** a secret ballot shall be used for any other matter affecting **SPOA** upon which all **Members** are entitled to vote.

2. Board of Directors Meetings

a. Quarterly Meetings

The **Board** shall hold at least four meetings per year on an approximate quarterly basis. One meeting shall be held immediately following the Annual **Members** Meeting in July. The other meetings shall be scheduled by the President.

b. Special Meetings

Special Meetings may be called by the President or by any two **Directors**, after not less than three days notice to **Directors**.

Special Meetings may be conducted telephonically.

c. Notice

Notice shall be posted on the **SPOA** website and electronic notice sent to any **Member** who has requested electronic notification. There shall be at least twenty-four hours notice prior to any meeting. Whenever possible, notice of the quarterly **Board** minutes shall be included in the Newsletter.

d. Attendance

- 1) Any **Board** meeting is open to attendance by any **Member** or **Member's** designated representative. **Members** shall be given an opportunity to speak, upon which reasonable time restrictions may be placed, prior to any formal action taken by the **Board**. If several members wish to speak on the same side of the issue, the **Board** shall allow a reasonable number of people to speak on each side of the issue. **Members** shall not be allowed to otherwise participate in discussion or deliberation by the **Board** unless authorized by a majority vote of a quorum of the **Board**.
- 2) Any **Member** or **Member's** representative wishing to attend a **Board** meeting must do so in person unless the **Board** meeting is being held telephonically. If a **Member** wishes to attend a telephonic meeting, it must notify current Board Administrative Assistant no later than four hours prior to the meeting.

e. Closed Sessions

The **Board** or any committee of the **Board** may hold an executive or closed door session and may restrict attendance to **Board Members** and such other persons requested by the **Board** during a regular or specially announced meeting or a part thereof for any of, but limited to, the following matters:

- 1) Matters pertaining to employees of **SPOA** or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of **SPOA**;

- 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) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- 5) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
- 6) 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 that concerned pending or contemplated litigation, the **Board** may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.