

**RESOLUTION
OF THE
LAKEVIEW ESTATES VENTURE HOMEOWNERS' ASSOCIATION (LEVHA)
REGARDING ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

SUBJECT: Adoption of policy and procedures for conducting 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 Declarations, Articles of Incorporation, Bylaws of the Association, and Colorado Law.

EFFECTIVE DATE: _____

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.** In addition to any notice required in the Declaration and Bylaws, notice of any meeting of the Owners shall be conspicuously posted in the LEVHA Office at least 10 days prior to each such meeting, or as may otherwise be required by Colorado law. The Association shall also post notice on its website of all Owner meetings. Such notice shall be posted 24 hours prior to such meeting.

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 said email address as soon as possible after notice is provided according to the Declaration and Bylaws, but in no case less than 24 hours prior to any such meeting.

(b) **Conduct.**

Procedural Note: LEVHA Owner meetings are primarily informational in nature. This is due to the fact that the Covenantal quorum requirements protect the Membership from any substantive decision on a community issue being made during an Annual or Owners Meeting by less than the Covenant required quorum. Any issue to be voted on by the membership is sent by mail to each member's registered address on an official paper ballot, embossed with the Seal of the Corporation. These ballots are secret, anonymous ballots. If an issue is brought forth during the Annual meeting that requires a membership vote, the Association will follow the procedure above. No vote on substantive community issues will be taken at the Annual meeting.

CONDUCT OF MEETINGS

PAGE 2

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

- (1) The President of the Association or designee shall chair all Owner meetings.
- (2) All Owners and persons who attend a meeting of the Owners will sign in.
- (3) Anyone wishing to speak must first be recognized by the Chair.
- (4) Only one person may speak at a time.
- (5) Each person who speaks shall first state his or her name and Unit address.
- (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) Those addressing the meeting shall be permitted to speak without interruption. Comments should be as concise as possible and to the point being discussed. The Chair has the authority and obligation to limit an individual who has held the floor too long.
- (8) 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.
- (9) Each person shall be given the opportunity to ask questions or voice concerns to the Board members. The Board may decide whether or not to answer the questions or address the issue during the meeting, or whether they will take the matter under advisement for later consideration.
- (10) Yielding the floor by a speaker to another individual shall not be permitted. Only the Chair can recognize a speaker.
- (11) So as to allow for and encourage full discussion by Owners, no meeting may be audio, video or otherwise recorded except by the Board in preparation of the minutes. Minutes of actions taken shall be kept by the Association.
- (12) 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 leave the meeting immediately.
- (13) The Chair may establish such additional rules of order as may be necessary from time to time.

(c) Results of Elections and any Ballot Measures.

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 case of a contested election, are not candidates. The committee shall be selected or appointed by the Board of Directors at one of their regularly scheduled meetings prior to the Annual Meeting. 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 or against any ballot measure.

(d) **Proxies.** Proxies may be given by any Owner as allowed by C.R.S. 7-127-203

All proxies shall be reviewed by the Association Secretary or designee as to the following:

- (1) Validity of the signature
- (2) Signatory's authority to sign for the unit Owner
- (3) Authority of the unit Owner to vote
- (4) Conflicting proxies
- (5) 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:** The LEVHA Board of Directors welcomes LEVHA members to attend their regularly scheduled meetings. If an Owner has a particular issue to be brought before the Board, the Owner should request the item be put on the agenda before the agenda is published, but no later than 4 days before the meeting. All Board meetings shall be governed by the following rules of conduct and order:

- (1) The President of the Association, or designee, shall chair all Board meetings.
- (2) All persons who attend a meeting of the Board shall be required to sign in, listing their name and unit address.
- (3) Attending Owners will be given the opportunity to speak and ask questions concerning any matters on the agenda. Any matters not on the agenda may be brought to the attention of the Board at the time New Business is presented; however, the Board may defer discussing or voting (if required) on these matters until a later time to allow for research or investigation.
- (4) Anyone desiring to speak shall first be recognized by the Chair.
- (5) Only one person may speak at a time.
- (6) Each person who speaks shall first state his or her name and Unit address.
- (7) 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.
- (8) Any person addressing the Board shall be permitted to speak without interruption. Comments should be as concise as possible and to the point being discussed. The Chair has the authority and obligation to limit an individual who has held the floor too long.
- (9) 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.
- (10) Each person shall be given the opportunity to ask questions or voice concerns to the Board members. The Board may decide whether or not to answer the questions or address the issue during the meeting, or whether they will take the matter under advisement for later consideration.

(11) Yielding the floor by a speaker to another individual shall not be permitted. Only the Chair can recognize a speaker.

(12) No meeting of the Board may be audio, video or otherwise recorded except by the Board to aid in the preparations of the minutes. Minutes of actions taken shall be kept by the Association.

(13) 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 leave the meeting immediately.

(b) Owner Input on a Motion before the Board: 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 delegated 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 wished 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 or against the motion, and how long each person will be permitted to speak. The Chair will 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) 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 an action;

(b) Vote in writing against such an action;

CONDUCT OF MEETINGS

PAGE 5

(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 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 this section may be transmitted or received by facsimile, e-mail, or other form of wireless communication. The Association may accept any electronic vote as valid unless it has reasonable, good faith basis to doubt 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 the attendance to Board members and such 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 or discussion relating to any written or oral communication from legal counsel.

(6) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters of public disclosure.

Prior to holding any closed door session, the President of the Board, or other person designated to preside over the meeting, shall announce the general matter of the discussion as stated above.

CONDUCT OF MEETINGS

PAGE 6

No rule or regulation shall be adopted during a closed session. A rule or regulation may be adopted validly only during a regular session 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 the 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.

5. 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.

6. AMENDMENT. This policy may be amended at any time by the Board of Directors.

PRESIDENT'S

CERTIFICATION: The undersigned, being President of Lake View Estates Venture Homeowners Association, a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on _____ and in witness thereof, the undersigned has subscribed his/her name.

**LAKE VIEW ESTATES VENTURE
HOMEOWNERS ASSOCIATION,
a Colorado nonprofit corporation,**

By: _____
President