

POLICY OF STIRLING RANCH PROPERTY OWNERS ASSOCIATION, INC. REGARDING CONDUCT OF MEETINGS

SUBJECT: Policies and procedures for conducting meetings of the Owners and the Executive Board ("Board").

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. This Policy shall supersede and be in lieu of the "RULES, REGULATIONS AND PROTOCOLS APPLYING TO BOARD MEMBERS" policy previously adopted by the Board, which previous Policy shall have no further force and effect.

AUTHORITY: The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law.

EFFECTIVE DATE: 7/31/24

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

A. Executive Board Meetings

1. Meetings of the Executive Board shall be held at such times and locations as may be provided in the Association's Declaration, Bylaws, Articles of Incorporation, Rules, Regulations, or Policies ("Governing Documents") or by Colorado statutes.
2. A Board meeting is considered a meeting of at least a quorum of the members of the Executive Board of the Association, which shall be deemed present if persons entitled to cast at least fifty percent (50%) of the Board are present at the beginning of the meeting.
3. Notice of Board meetings shall be distributed in accordance with the Governing Documents and Colorado Statutes and such notices will be provided to Owners at least three to five (3-5) days in advance of the meeting date. Notice shall be in person, mail, email, phone, or by other means agreed upon by a majority of the Board. The Board can set a schedule for regular and/or special Board meetings by resolution and no further notice shall be required. Notice shall include agenda if such agenda is determined before the meeting.
4. Board Action Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Board members. Any action so approved shall have the same effect as though taken at a meeting of the Board. All actions taken by the Board in the absence of a meeting shall be ratified by the Board at the next noticed Board Meeting.

B. Owner Meetings

1. The Association shall have at least one annual Owner Meeting. The purpose of the annual Owner meeting shall be the election of members of the Executive Board (the "Board") and transaction of other business of the Association as may be properly raised before or at the meeting.
2. The Association shall send notice of all Owner meetings identifying date, time and location of the meeting to each such Owner by regular mail at least 14 days and no more than 50 days prior to each such meeting, or as may otherwise be required by Colorado law. If the Association has no mailing address on record for an Owner, then the notice will be posted on the corresponding Owner's Lot. In addition, the Association shall send email notice of all Owner meetings to each such Owner (other than to Owners who have requested to not to be emailed) at the email address in the Association's records 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.

C. Conduct of Meetings

1. All meetings of the Executive Board and Owners of the Association are open to every Owner, or to any person designated by an Owner in writing as the Owner's representative, Owners so desiring shall be permitted to attend, listen, and speak at an appropriate time during the deliberations and proceedings.
2. The President of the Association, or designee, shall chair all Board meetings. The Chair may establish additional rules of order as may be necessary from time to time. Meetings are not required to be held in accordance with Robert's Rules of Order.
3. The Board may go into executive session for any purpose allowed by law. Executive sessions may only be held in accordance with the provisions and requirements of Colorado law, including CCIOA, or other applicable law. Owners will be excluded from executive session. Prior to going into executive session, the chair of the meeting shall announce the purpose for the executive session. No rule or regulation or amendment to the Bylaws or the Articles of Incorporation shall be adopted during a closed session. A rule or regulation or amendment to the Bylaws or the Articles of Incorporations 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.
4. If created, the meeting agenda shall be made reasonably available for examination by Owners.
5. All Owners and persons who attend a meeting of the Owners will sign in, present any proxies and receive ballots as appropriate.
6. Anyone wishing to speak must first be recognized by the Chair. Only one person may speak at a time. Each person who speaks shall first state his or her name and Lot number.

7. Any Owner who is represented at the meeting by another person, as indicated by a written instrument signed by the Owner and sent to the Board or the Association's management company (the "Manager"), will be permitted to have such person speak for him/her.
8. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.
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 up to a maximum of five minutes to make a statement or to ask questions. The Board may decide whether or not to answer questions during the meeting. Such time limit may be increased or decreased by the Chair but shall be uniform for all persons addressing the meeting. After other Owners have had an opportunity to speak, then an Owner who has already spoken may be given an opportunity to speak again, at the discretion of the Chair.
11. The Board is not obligated to take immediate action on any item presented by an Owner.
12. So as to allow for and encourage full discussion by Owners, no meeting may be recorded. Minutes of actions taken shall be kept by the association or the Manager.
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 immediately leave the meeting.
14. Items shall be discussed pursuant to the meeting agenda, provided that items may be taken out of order if deemed advisable by a majority of the Board present. Items not on the agenda may be discussed after all other items have been concluded, time permitting.
15. Any Board member may make a motion to take action. All motions shall be recorded in the minutes. Motions must be seconded to be discussed and voted on. The minutes shall record the number of votes in favor, voted against, and abstentions. If any Board member requests that his/her vote in favor or against or his/her abstention be recorded in the minutes, the minutes shall so reflect. Once a vote has been taken, there will be no further discussion regarding that topic at such meeting.

D. Voting

1. Votes taken at a meeting of the Owners shall be taken in such method as determined by the Board, including acclamation, by hand, by voice or by ballot, electronic means, unless otherwise required by law.
2. Secret Ballots. At the discretion of the Board, or upon 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 affecting the Association on which all Owners are entitled to vote shall be by secret ballot. The results of a vote taken by secret ballot shall be reported without identifying information about Owner's participation in such a vote. Election of Board members in a contested election shall be conducted by secret ballot.
3. Ballots shall be counted by anyone designated by the Board, excepting any person with a conflict of interest, who shall be selected or appointed at an open meeting by the President

or Board or other person presiding during that portion of the meeting. The volunteer(s) shall not be Board members and, in case of a contested election for a Board position, shall not be 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, without reference to the names, addresses or other identifying information of Owners participating in such vote.

5. Proxies may be given by any Owner as allowed by the Association's governing documents. In the event an Owner holds a proxy for another Owner, upon presentation of such proxy to the Manager, Secretary of the Association or the Secretary's designee, (for validity of the signature, eligibility/ authority to sign for lot Owner, authority of the lot Owner to vote, conflicting proxies, expiration of the proxy, etc.) 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.

6. 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 Executive Board including by hand, by voice or by ballot. Notwithstanding the above, uncontested elections of Board members or other votes on matters affecting the community may be by secret ballot at the discretion of the Board as per 2. above.

E. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

F. Supplement to Law. The provisions of this 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 Association.

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

H. Amendment. This Policy may be amended at any time by the Board.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of Stirling Ranch Property Owners Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was approved and adopted by the Executive Board of the Association, at a duly called, noticed and held meeting of the Board on 7/13/24 and in witness thereof, the undersigned has subscribed his/her name.

STIRLING RANCH PROPERTY OWNERS ASSOCIATION, INC.
a Colorado non-profit corporation,

By: 
President
Name:

