

High Country Estates Policies & Procedures

Conduct of Meetings Policy

Colorado Revised Statute 38-33.3-209.S(1)(b)(III) requires the Association to adopt a policy pertaining to the conduct of meetings.

This policy is not intended to take the place of or invalidate provisions contained in the Association's bylaws or the Colorado Revised Nonprofit Corporation Act. The policy is intended to incorporate provisions of Senate Bill 100 into the Association's procedures for meetings of both the members and the board.

Members Meetings

Each meeting of the Members of the Association shall be called at least once per year in accordance with the provisions of the Colorado Common Interest Ownership Act and High Country Estate's Bylaws. Special meetings of the unit owners may be called by the president, by a majority of the executive board, or by unit owners having twenty percent of the votes in the association.

Notwithstanding the status of a member's right to vote at a meeting of the Members, each Member, or a duly appointed representative, may speak at the appropriate time during the deliberations after being recognized by the chair of the meeting and based on the reasonable time restrictions imposed by the Board. Reasonable time restrictions shall include the requirement that a reasonable number of persons are permitted to speak on each side of an issue

In the event a quorum is not present for a meeting of the Members, an officer may adjourn the meeting to be reconvened at a later date and time.

I. Notification of Meetings

Not less than ten nor more than fifty days in advance of any meeting of the Lot owners, the secretary shall cause notice to be hand delivered or sent prepaid by United States mail to the mailing address of each unit or to any other mailing address designated in writing by the unit owner. The notice of any meeting of the unit owners shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable, in addition to any electronic posting or electronic mail notices that may be given pursuant to the Colorado Common Interest Ownership Act. Notices of meetings shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove an officer or member of the executive board. Electronic notice of a special meeting shall be given as soon as possible but at least twenty-four hours before the meeting.

All meetings of the Members shall proceed on issues generally set forth in the notice required by Colorado Revised Statute 38-33.3-308 and in accordance with the written order of business unless a majority of Members in person or proxy vote to amend the written order of business. In the event a written order of business has not been produced for the meeting, the following order of business shall apply:

1. Call to Order
2. Approval of Minutes
3. Open Forum
4. Election of Board of Directors (if applicable)

High Country Estates Policies & Procedures

5. Adjournment

II. Meeting Attendance

All meetings of the Members shall be open to attendance by all Members of the Association or their duly appointed representatives. Members that are not currently in good standing shall be prohibited from voting.

III. Electronic Meetings

Pursuant to the Colorado Revised Nonprofit Act (7-127-108), any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting. This includes web conferencing, phone conferencing, and any other electronic means that allows for the above.

IV. Voting

Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Article III Section 1 of the Covenants. The Commercial Lot shall have one (1) vote for each business tenant but not to exceed a total of four (4), votes. When more than one (1) person holds such interest or interests in any Lot or Commercial Lot, all such persons shall be members and the vote for such Lot or Commercial Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any such Lot, except for the Commercial Lot as hereinabove described.

Voting for positions on the Board of Directors shall be taken by secret ballot and, upon the request of one or more Lot owners, the vote on any other matter affecting the Common Interest Community on which all other Lot owners are entitled to vote, shall be by secret ballot. Ballots shall be counted by a neutral third party or by a Lot Owner who is not a candidate. If the ballots are to be counted by a Lot Owner, that person must be selected randomly from a pool of two or more Lot owners who are not candidates. The results of a vote by secret ballot shall be reported without reference to names, addresses, or other identifying information respective to the parties casting secret ballots.

Proxy voting shall proceed in strict compliance with Colorado Revised Statutes Sections 38-33.3-310 and 7-127-203.

Pursuant to the Colorado Revised Nonprofit Act (7-127-109) any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the nonprofit corporation delivers a written ballot to every member entitled to vote on the matter.

1. A written ballot shall:
 - a. State each proposed action; and
 - b. Provide an opportunity to vote for or against each proposed action.
2. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

High Country Estates Policies & Procedures

3. All solicitations for votes by written ballot shall:
 - a. Indicate the number of responses needed to meet the quorum requirements;
 - b. State the percentage of approvals necessary to approve each matter other than election of directors;
 - c. State the time by which a ballot must be received by the nonprofit corporation in order to be counted; and
 - d. Be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.
4. A written ballot may not be revoked.
5. Action taken under this section has the same effect as action taken at a meeting of members and may be described as such in any document.

V. Electronic Voting

As the budget allows, electronic voting will be made available to all homeowners who request it. This will be provided through a commercial service to guarantee anonymity of voting and maintenance of voting records as legally required.

Board meetings

Each meeting of the Board of Directors shall be called in accordance with the provisions of the Colorado Common Interest Ownership Act, the Association's Bylaws, and the provisions of the Colorado Revised Nonprofit Act.

Meetings of the Board of Directors shall proceed on issues as generally set forth in the agenda. The agenda will be made reasonably available to members and their duly appointed representatives.

Unless the Board is in executive session pursuant to subsection 308 of the Colorado Common Interest Ownership Act, all meetings of the Board or a committee thereof are open to attendance by all Members of the Association or their duly appointed representative.

Executive Session

The members of the Board or any committee thereof 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. The matters to be discussed at such an executive session shall include only matters enumerated below.

Matters for discussion by an executive or closed session are limited to:

- a. Matters pertaining to employees of the association or the managing agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the association;
- b. 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;
- c. Investigative proceedings concerning possible or actual criminal misconduct;
- d. Matters subject to specific constitutional, statutory, or judicially imposed requirements

High Country Estates Policies & Procedures

- protecting particular proceedings or matters from public disclosure;
- e. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
- f. 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.

Prior to the time the members of the board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in paragraphs (a) to (f).

No rule or regulation of the board or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive 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.

Conduct of Meetings

The following procedures are established to encourage the efficient conduct of meetings:

- a. Member and Board meetings shall follow appropriate parliamentary procedure.
- b. Members may participate in the meeting only by being recognized individually by the chair of the meeting. Normally this is allowed only during the open forum section of any meeting which shall take place after the meeting is called to order and the minutes of any prior meetings are approved.
- c. All members attending the meeting who intend to speak in any fashion shall be required to sign the appropriate sign-in sheet for that meeting. For those who attend electronically, electronic sign in will be provided. Members shall be recognized in the order in which they sign in except upon special permission by the board of directors. To the extent that members wishes to speak to specific issues on the agenda, those members shall designate those issues on the sign-in sheet and indicate what side of each issue that member will speak to.
- d. Members must wait to speak until recognized by the chair of the meeting.
- e. Members must speak in a calm manner and conduct themselves with respect of all those in attendance.
- f. Members shall keep their comments to no more than five minutes or such other time limit as designated by the chair of the meeting.

The Chair of the meeting has all authority to enforce this policy. The failure to comply with this policy may result not only in the denial of the ability to speak at that meeting, but may result in imposing fines and/or being removed from the meeting. The Association may at any time pursue legal remedies, including filing a court action and seeking injunctive relief, or seek assistance from other enforcement authorities.

High Country Estates Policies & Procedures

In the event a court of competent jurisdiction finds a provision of this policy void or otherwise unenforceable, the other provisions shall remain in full force and effect.

The Board of Directors reserves the right to change policy as needed.

High Country Estates Policies & Procedures

Adopted by the Board of Directors of HIGH COUNTRY ESTATES HOA at a duly called meeting on the 22nd day of March, 2017.

The Conduct of Meetings Policy is APPROVED.

MaryAnne DellaFera

3/31/2017

Signature/Date

President

Title