

CONDUCT OF MEETINGS POLICY

This Policy replaces and supersedes all prior meeting policies

Purpose: Adoption of a policy regarding the conduct of homeowner and Board of Director meetings for Town & Country Village Homeowners Association, Inc. ("Association").

Authority: The Amended and Restated Declaration for Town and Country Village Townhomes as recorded in the real property records of Douglas County on September 2, 2004, at Reception No. 2004091833 ("Declaration"), the Association's Bylaws, Articles of Incorporation, and Colorado law, and any amendments thereto.

Effective Date: January 19, 2023

Resolution: The Association hereby adopts the following policy:

I. Meeting of the Members

1. Annual meetings of the Members of the Association shall be called at least once per fiscal year, in accordance with the provisions of the Colorado Common Interest Ownership Act ("the Act"), where applicable, and the Association's Bylaws.
2. Special meetings of the Members may be called by the President of the Board, a majority of the Board of Directors or by petition signed by twenty-five percent (25%) of the member's votes in the Association.
 - a. If a special meeting is called by the members by submission of a valid petition, the Association shall send notice of the special meeting identifying the subject(s) contained in the petition, no later than thirty (30) days after a valid petition is delivered to the Association.
 - b. The Association shall schedule the date for such special meeting as soon as reasonably practicable.
 - c. If the Association fails to set a special meeting date as set forth in subsection (a), the members may set the date and time, send notice to members of such meeting and conduct the meeting.
3. Notice of the meeting of the Members shall be delivered by hand or by U.S. Mail, postage prepaid to the address on file with the Association to each Member of the Association.

4. For all meetings, the notice shall be delivered not less than fifteen (15) days, nor more than fifty (50) days prior to the date of the meeting, and shall state the date, time, and location of the meeting as well as the items on the agenda, including matters to be approved by Members.
5. In addition to the delivery of the notice to the Members, the Association may cause to be posted a notice of the meeting of the Members in a conspicuous place within the Community, if feasible and practicable.
6. If electronic means are available, the Association may provide notice to the Members via e-mail to those who request it and furnish the Association with their e-mail addresses.
7. All meetings of the Members shall proceed on issues generally set forth in the notice required by §38-33.3-308, C.R.S.
8. All meetings of the Members shall be open to attendance by all Members of the Association, or their representatives appointed in writing provided to the Secretary of the Board no later than the start of the meeting.

Conduct of Meetings

1. The President or designee shall chair all meetings, except as provided for in paragraph I(2)(c) above.
2. All owners will sign in, present any proxies and receive ballots, if appropriate.
3. The order of business shall should be:
 - a) Roll call;
 - b) Proof of Notice of meeting or waiver of notice;
 - c) Approval of minutes;
 - d) Reports;
 - e) Election of directors (when required);
 - f) Old business;
 - g) New business.
4. Any person desiring to speak should sign up on the list provided.
5. All speakers must first be recognized by the chair.
6. Only one person may speak at a time.
7. Each person must identify him/herself and state their address.

8. Any person represented by another person must provide a written instrument executed by the owner and provided to the Secretary of the Board no later than the start of the meeting.
9. Time permitting, and in the reasonable discretion of the Board, each person may have time to make a statement or ask questions. The Board may or may not respond to questions at the meeting.
10. All actions/decisions will require a motion and a second of the motion.
11. Once a vote is taken, no further discussion will take place on that topic.
12. ANYONE DISRUPTING THE MEETING BY INTERRUPTING THE BOARD OR OTHER SPEAKERS, USING PROFANITY, YELLING, THREATENING OR INTIMIDATING OWNERS, MANAGEMENT COMPANY PERSONNEL OR BOARD MEMBERS WILL BE EITHER ASKED BY THE CHAIR TO "COME TO ORDER" OR INSTRUCTED TO LEAVE THE MEETING, AS DEEMED APPROPRIATE BY THE CHAIR. FAILURE TO LEAVE THE MEETING MAY RESULT IN LAW ENFORCEMENT BEING CALLED. VIOLATIONS OF THIS PROVISION MAY ALSO BE PUNISHED BY IMPOSITION OF A FINE OR OTHER PENALTY PURSUANT TO THE ASSOCIATION'S COVENANT ENFORCEMENT POLICY.
13. The chair may adopt additional rules of order, as necessary.

Voting

1. A quorum shall be deemed present if members representing five percent (5%) of the votes of the Association are present in person or by proxy at the commencement of the meeting.
2. Once a quorum is established, a majority of the votes present in person or by proxy is necessary for adoption of any proposal.
3. Board member elections must be by secret ballot if there are more candidates than there are open seats.
4. The results of a vote by ballot shall be reported without reference to names, addresses, or other identifying information as to the parties casting ballots. However, ballots by mail may contain information necessary to perform reconciliation with the eligible owners' list.

Proxies

1. A member entitled to vote may vote either in person or by proxy executed in writing by the owner and filed with the Secretary of the Association or its managing agent no later than the start of the meeting.
2. Proxies are governed by the Association's Bylaws, §7-127-203, §7-127-204, and §38-33.3-310, C.R.S.
3. The proxy is revocable either in writing or by the owner's attendance at the meeting for which the proxy was given. Proxies cannot be revoked once quorum is established and the meeting begins.
4. All proxies are automatically revoked if the owner conveys the property.

II. Board Meetings

1. Meetings of the Executive Board are to be held on a schedule adopted by Resolution of the Board. No further notification shall be necessary.
2. Meetings shall proceed on issues as generally set forth in the agenda. The agenda will be made reasonably available to Members or their duly appointed representatives.
3. Members shall be permitted to speak before the Board takes action on an issue. The Board may set reasonable time restrictions on speaking and on the number of members that may speak for and against a particular proposal.
4. All meetings are open to all owners except for Executive Sessions.
5. Special meetings of the Board may be called on the request of the President or any two directors of the Board upon not less than three (3) days' notice to all Directors. Notice may be waived in writing by the Board member either before or after the meeting or by attendance at the meeting.
6. Action may be taken without a meeting if all Directors vote in favor of the action or the Director voting against the measure does not exercise his/her right to demand that the matter only be determined at a meeting. Such action shall only be effective if there are writings describing the action, signed by all directors, filed with the minutes of the Association or if the action is ratified at a meeting and such ratification is included in the minutes of said meeting.

7. Proxy voting by Directors is permitted.
8. A quorum is reached when a majority of the Directors is present when a meeting commences unless there are fewer than three (3) Directors, in which case all must be present.
9. Once a quorum is present, a majority of votes is necessary to win approval unless there are fewer than three (3) Directors, in which case unanimity is required.

Conduct

1. The order of business for all Board meetings should be:
 - (a) roll call;
 - (b) proof of notice of meeting;
 - (c) reading of minutes;
 - (d) reports of officers;
 - (e) reports of committees;
 - (f) old business; and
 - (g) new business.
2. The President or designee shall chair all meetings.
3. All persons attending the meeting must sign in, listing their name and address.
4. Owners should be given an opportunity to speak during the Owner Forum. Any owner wishing to speak should, if possible, so indicate at the time of sign in.
5. All speakers must first be recognized by the chair.
6. Only one person may speak at a time.
7. Each person must identify him/herself and state their address.
8. Any person represented by another person must provide a written instrument executed by the owner.
9. ALL COMMENTS MUST BE MADE IN A PROFESSIONAL MANNER WITHOUT PROFANITY, PERSONAL ATTACKS OR SHOUTING. ANY PERSON WHO VIOLATES THIS PROVISION IMMEDIATELY WAIVES HIS OR HER RIGHT TO SPEAK ANY FURTHER AT THE MEETING. ANY VIOLATION OF THIS

PROVISION MAY ALSO BE PUNISHED BY IMPOSITION OF A FINE OR OTHER PENALTY PURSUANT TO THE ASSOCIATION'S COVENANT ENFORCEMENT POLICY.

10. The Board will determine how many speakers may speak on each subject and may set time limitations on each speaker.
11. The Board will decide in its discretion whether to respond to any or all questions at the meeting.
12. ANYONE DISRUPTING THE MEETING BY INTERRUPTING THE BOARD OR OTHER SPEAKERS, USING PROFANITY, YELLING OR THREATENING OR INTIMIDATING OWNERS, MANAGEMENT COMPANY PERSONNEL OR BOARD MEMBERS WILL BE EITHER ASKED BY THE CHAIR TO "COME TO ORDER" OR INSTRUCTED TO LEAVE THE MEETING. FAILURE TO LEAVE THE MEETING MAY RESULT IN LAW ENFORCEMENT BEING CALLED. VIOLATIONS OF THIS PROVISION MAY ALSO BE PUNISHED BY IMPOSITION OF A FINE OR OTHER PENALTY PURSUANT TO THE ASSOCIATION'S COVENANT ENFORCEMENT POLICY.
13. The chair may adopt additional rules of order, as necessary.
14. After a motion and second has been made on any matter but prior to a vote by the Directors, owners may speak after being recognized by the chair for the period of time the chair determines to be reasonable.
15. After owner input is closed, the Board will vote and no further discussion will be permitted by owners.

III. Executive Sessions

1. Executive sessions are permitted for the purposes set forth under Colorado Law including:
 - 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. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
 - e. Review of or discussion relating to any written or oral communication from legal counsel.
 - f. As set forth in section 38-33.3-308(3), C.R.S., matters that *must* be discussed in executive session include hearings on covenant enforcement violations and referral of delinquent accounts to legal counsel.
2. The general purpose of the Executive Session shall be included in the minutes for the meeting.
 3. Board members are prohibited from disclosing any information obtained or communications that take place in Executive Session. Violation of this provision may result in waiver of the attorney-client privilege or other harm to the Association, constituting a violation of the disclosing Board member's fiduciary obligations to the Association and may be restrained by an injunction or punished by imposition of fines or commencement of a lawsuit for damages, as determined by the Board.
 4. Prior to holding a closed-door session, the President of the Board, or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.
 5. No rule or regulation shall be adopted during a closed session. A rule or regulation may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following a closed session.
 6. 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.

IV. Definitions

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

V. 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 community.

VI. Deviations

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

VII. Amendment

This policy may be amended from time to time by the Board of Directors.

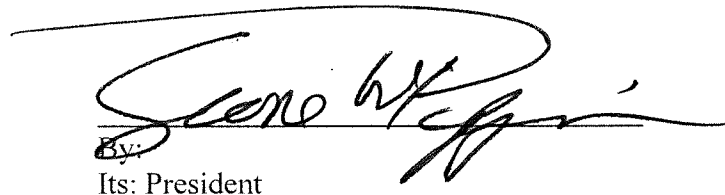
VIII. Severability

Invalidation of one of the foregoing provisions by court order or judgment shall have no effect on the remaining provisions which shall remain in full force and effect.

**PRESIDENT'S
CERTIFICATION:**

The undersigned, being the President of the Town And Country Village Homeowners Association, Inc., a Colorado non-profit corporation, certifies that the foregoing policy and procedure was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on January 19, 2023 and in witness thereof, the undersigned has subscribed his/her name.

**TOWN AND COUNTRY VILLAGE
HOMEOWNERS ASSOCIATION, INC.,**
a Colorado non-profit corporation


By: _____
Its: President