

**POLICY OF KNUDSON RANCH ASSOCIATION, INC. DBA BACHELOR
SPRINGS ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

SUBJECT: Adoption of a 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 Declaration, Articles of Incorporation, and Bylaws of the Association and Colorado law.

EFFECTIVE DATE: 2/28/2024

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.**
 - (1) In addition to any notice required in the Bylaws, notice of any meeting of the Owners shall be conspicuously posted within the community (if feasible and practicable) at least three (3) days prior to each such meeting, or as may otherwise be required by Colorado law.
 - (2) The Association shall also post notice on its website, of all Owner meetings. Such notice shall be posted at least ten (10) days prior to such meeting.
 - (3) If any Owner has requested the Association provide notice via email and has provided the Association with an email address, the Association shall send notice for all Owner meetings to such Owner at the email address provided at the same times that the meeting notice is mailed to all Owners, pursuant to the Bylaws.

(b) Conduct.

- (1) All Owner meetings shall be governed by the following rules of conduct and order:
 - (A) The president of the Association or designee shall chair all Owner meetings;
 - (B) All Owners and persons who attend a meeting of the Owners shall be required to participate in roll call or sign in;
 - (C) Anyone wishing to speak must first be recognized by the chair;
 - (D) Only one person may speak at a time;
 - (E) Each person who speaks shall first state their name and address;
 - (F) 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 them;
 - (G) Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed;
 - (H) 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, provided however, that general comments related to the community are deemed relevant, even if the specific topic is not on the meeting agenda;
 - (I) Each person shall be given up to a maximum of three minutes to make a statement or to ask questions about a specific topic being discussed. The Board may decide whether or not to answer questions during the meeting. Each person may only speak one time per topic on the agenda. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased by

the chair, but shall be uniform for all persons addressing the meeting;

- (J) All actions and/or decisions will require a first and second motion;
- (K) After the second motion, the chair will ask whether there is any further discussion, if no further discussion is needed or when the additional discussion has ended, then the vote will be taken.
- (L) Once a vote has been taken, there will be no further discussion regarding that topic;
- (M) So as to allow for and encourage full discussion by Owners, no meeting may be audio, video, or otherwise recorded. Minutes of actions taken shall be kept by the Association;
- (N) 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; and
- (O) The chair may establish such additional rules of order as may be necessary from time to time.

(c) **Voting.** All votes taken at Owner meetings shall be taken as follows:

- (1) Contested elections of Board members, defined as elections in which there are more candidates than positions to be filled, shall be conducted by secret ballot. Each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event an Owner holds a proxy for another Owner, upon presentation of such proxy to the secretary of the Association or the secretary's designee, 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.
- (2) 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 Board

of Directors including acclamation, by hand, by voice, or by ballot. Notwithstanding the above, uncontested elections of Board members or other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon the request of 20% of the Owners who are present at the meeting or represented by proxy.

- (3) Written ballots shall be counted by a neutral third party.
- (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.

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

- (1) All proxies shall be reviewed by the Association's secretary or designee as to the following:
 - (A) Validity of the signature;
 - (B) Signatory's authority to sign for the Owner;
 - (C) Authority of the Owner to vote;
 - (D) Conflicting proxies; and
 - (E) 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 which Notice shall be provided to each Director, personally, by mail, by telephone, or by email, at least three (3) business days prior to the day named for such meeting. In addition to the notice to the Directors, the Association shall also notify the membership of the Board Meeting via email. The Association shall also post notice on its website, of all Board meetings.

(a) Conduct.

- (1) All Board meetings shall be governed by the following rules of conduct and order:

- (A) The president of the Association, or designee, shall chair all Board meetings;
 - (B) All persons who attend a meeting of the Board shall be required to participate in a roll call or sign in;
 - (C) All Owners will be given an opportunity to speak as to any matter or ask questions of the Board during the Owner forum at the beginning of the meeting;
 - (D) 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 or issue at hand;
 - (E) No meeting of the Board may be audio, video, or otherwise recorded. Minutes of actions taken shall be kept by the Association;
 - (F) Anyone disrupting the meeting, as determined by the chair, shall be asked to “come to order.” Anyone who does not come to order shall be requested to immediately leave the meeting; and
 - (G) The chair shall determine whether any additional rules of conduct and order shall be required at any Board Meeting at the chairperson’s discretion and the chairperson shall announce any such rules of conduct and order prior to commencing with the Board Meeting agenda.
- (b) **Owner Input.** 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 designated representatives, present at such time shall be afforded an opportunity to speak. 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) **Board Action Without a Meeting.** The directors 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. 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.

- (1) The members of the Board may hold a closed door, executive session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting for discussion of the following:
 - (A) 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;
 - (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, including a disciplinary hearing regarding an Owner and any referral of delinquency;
 - (E) Review of or discussion relating to any written or oral communication from legal counsel;
 - (F) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.
- (2) 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;
- (3) No rule or regulation or amendment to the Bylaws shall be adopted during a closed session. The foregoing documents may be validly

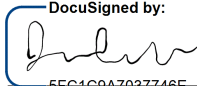
adopted only during a regular or special meeting or after the Board goes back into regular session following a closed session; and

- (4) 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.
3. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration shall have the same meaning herein.
4. Supplement to Law. The provisions of this Policy 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.
5. 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.
6. Amendment. This Policy may be amended at any time by the Board of Directors.

PRESIDENT'S

CERTIFICATION: The undersigned, being the President of Knudson Ranch Association, Inc. dba Bachelor Springs, a Colorado nonprofit corporation, certifies the foregoing Policy was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on Febrauy 20, 2024 and in witness thereof, the undersigned has subscribed their name.

**Knudson Ranch Association, Inc. dba
Bachelor Springs, a Colorado nonprofit
corporation**

By:  _____
Its: President