

## V. MEETINGS POLICY

### 1. **Conducting Board Meetings.**

Meetings of the Board of Directors shall be conducted in accordance with all of the Association's Governing Documents and the Colorado Common Interest Ownership Act, and the Colorado Revised Nonprofit Act.

Board of Director Rules for conducting meetings:

### **RAINBOW VALLEY PROPERTY OWNERS ASSOCIATION, INC. BOARD OF DIRECTORS MEETING RULES OF ORDER**

**Officers and Directors of the Rainbow Valley Board are organized and bound to represent the residents and property owners of the Rainbow Valley subdivision to the best of their abilities, as a covenant-protected community. To ensure the most effective and organized meetings to conduct business in support of this requirement, we adopt the following relaxed Roberts Rules of Order to be maintained during monthly meetings.**

#### **Roberts Rules of Order Rainbow Valley Board Meetings**

Members are bound to maintain these rules, such that no individual other than the President controls the meeting and all members have the opportunity to be heard:

- Avoid personalities and stay on the subject being discussed.
- Remain courteous and respectful at all times.
- The President is chairman and maintains control of the meeting.
- Members may be referred to by name rather than Chairman or speaker.
- Speakers must raise their hand and be recognized by the President before speaking.
- Exceptions to raising hand recognition are:
  - Point of Order
  - Point of information
  - Point of Privilege
  - Consider by paragraph
  - Orders of the Day

Once a member has raised any of the above five rules, the President recognizes the member with "State your justification or reason"; the member then states the justification or reason and the President rules the point. The President's rule or instruction stands and is not debatable. An objection to the President's rule may be raised but not overturned without a majority vote.

- Topics of business for upcoming meetings require a Move and Second to add to the agenda, and must have a defined purpose.
- The member bringing a specific order of business to an agenda is always allowed to speak first in favor of the subject, but may only speak again

after other members are finished speaking unless called on by the President.

- The President maintains meeting control, recognizing speakers, and controlling debates to the rules.
- Each member is limited to no more than three minutes to present their comments and or documents to support their support or disagreement.
- When debate is concluded, the President calls for a motion to approve the item of business. The motion must be seconded or the motion is lost.

### **FIXED ORDER OF BUSINESS FOR MEETINGS**

- **Meeting Called to order**
- **Notation from the Secretary of members present**
- **Reading of Minutes of Last Meeting**
- **Corrections to minutes, then motion to approve as read or approve as amended**
- **President's Report, summary, and or expectation for order of meeting business**
- **Officers' Reports**
- **Treasurer's Report, comments and or debate**
- **Committee reports**
- **Agenda business designated for discussion**
- **New Business, motion to add to agenda for next meeting**
- **Announcements**
- **Adjournment**

### **The Rules**

- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made.
- **Point of Information:** Used for information desired from the speaker; "I would like to ask the speaker a question."
- **Point of Privilege:** Pertains to noise, personal comfort, such as cold or hot room, etc.
- **Consider by Paragraph:** Used when multiple topics are under consideration from the same document. Limits debate to a single issue before moving on to or combining multiple topics under consideration.
- **Orders of the day:** Agenda; A call to adhere to the agenda (a deviation from the agenda requires suspending the rules by motion and majority approval)
- **Main Motion:** Brings new business to the next agenda
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify motion:** Applies only after motion is stated ready to vote. Mover can accept an amendment without obtaining the floor.
- **Commit/Refer/Recommit to Committee:** State the committee to receive the motion or resolution; if no committee exists, include size of committee desired and method of selecting the members (election or appointment).
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time

- **Postpone to a certain time:** State the time the motion or agenda item will be resumed
- **Object to consideration:** Objection must be stated before discussion or another motion is started
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question
- **Take from the Table:** Resumes consideration of item previously 'laid on the table' – state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the resolution for this session – exception; the motion to reconsider can be made this session
- **Appeal the decision of the chair:** Appeal for the members to decide – must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules of order of business
- **Suspend the rules:** Allows a violation of the Board's own rules (except Bylaws); the object of the suspension must be specified
- **How the Rules are used**

Objective	You Say	Interrupt speaker	Second needed	Debatable	Amendable	Vote needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move we recess until.."	No	Yes	No	Yes	Majority
Complain about noise, room temp,etc.	"Point of Privilege"	Yes	No	No	No	President Decides
Suspend further consideration	"I move that we table.."	No	Yes	No	No	Majority
End Debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration	"I move we postpone this until.."	No	Yes	Yes	Yes	Majority
Amend a Motion	"I move that we amend this by.."	No	Yes	Yes	Yes	Majority
Introduce New Business	"I move that..."	No	Yes	Yes	Yes	Majority

*The above listed motions and points are listed in established order of precedence. When any one of them is pending you may not introduce another that is listed below it in the table, but you may introduce another above it in the table*

Objective	You Say	Interrupt speaker	Second needed	Debatable	Amendable	Vote needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	President Decides
Request Information	"point of Information"	Yes	No	No	No	None
Object to considering an Undiplomatic or improper matter	"I object to consideration of this matter due to..."	Yes	No	No	No	2/3
Take up a matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider Something already disposed of	"I move we now(or later) reconsider our action relative to."	Yes	Yes	Only if original motion was debatable	No	Majority
Consider something out of it's scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the President	"I appeal the Presidents decision"	Yes	Yes	Yes	No	Majority

*The motions, points and proposals listed above have no established order of preference. Any of the may be introduced at any time, except when meeting is considering one of the top three matters listed in the Top chart ( Motion to adjourn, Recess or Point of Privilege.*

## 2. **Conducting Annual or Special Meetings of the Members.**

- a. Association meetings shall be conducted in accordance with the Association Documents, especially the Association Bylaws, and in accordance with the Colorado Common Interest Ownership Act and the Colorado Revised Nonprofit Corporation Act. In addition, all meetings may be conducted in accordance of *Robert's Rules of Order* at the option of the President.
- b. At all meetings, Members are expected to maintain proper behavior and decorum, which requires that Members shall:
  - i. Be respectful to others present and to the meeting process;
  - ii. Refrain from name-calling, use of foul language, and other aggressive behavior;
  - iii. Differentiate statements of opinion from statements of fact;
  - iv. Speak only when acknowledged by the President or Chair; and
  - v. No alcohol shall be brought to meetings.

If a Member fails to observe the above standard, demonstrating inappropriate behavior which negatively impacts the Board or Association's meeting(s), the President shall issue one warning to the Member. If inappropriate behavior continues, the Member may be asked to remove himself or herself from the meeting. If the Member refuses to comply, the meeting may be adjourned at that time, even though there are agenda items not yet heard; or the President may take other action, at the sole discretion of the President, including request for law enforcement assistance to remove the Member from the meeting.

## 3. **Owner Participation at Board Meetings.**

- a. Owner members may attend any meeting of the Board of Directors. Owners who wish to discuss a certain issue, complaint, or request shall submit such in writing, at least five (5) days prior to the Board meeting. No action shall be taken upon such matters unless a motion is made stating the proposed action and is seconded by members of the Board prior to

discussion. The Board reserves the option to respond to any new business at the next Board meeting in order to investigate and/or obtain advice to respond to the Owner.

- b. To ensure meetings are conducted in an efficient manner, giving time and attention to matters at hand, all meetings are conducted in accordance with Roberts Rules of Order.
- c. The President will state the appropriate period of time at the beginning of the meeting, and prior to any vote by the Board, for Owner members or their representatives to speak on any matter, including items shown on the agenda. Unless a longer period of time for Owner member items for discussion is stated by the President at the beginning of the meeting, Owner members are allowed 20 minutes total for all discussions.
- d. After the allotted time has concluded, the Board will move to execute the order of Business to the Agenda at hand. Owner members who are not Board members may stay throughout the entire period of the Board meeting, but may not participate in any deliberation or discussion of the Board, unless expressly authorized by a majority of a quorum of the Board so present.
- e. Owner members are required to enter their names and purpose of attending the Board meeting on a sign-in sheet provided by the Board. The purpose of attending shall be the specific item intended for discussion, including items on the agenda. Owner members wishing to attend without a specific item for discussion may attend the meeting, but may not introduce an item for discussion after the meeting has started. Owner member discussion periods shall be conducted as follows:
  - i. Only persons who have entered their names on the sign-in sheet are allowed to speak;
  - ii. Speakers will be called upon to speak in the same order in which they entered their names;
  - iii. Each person shall have three (3) minutes to speak;
  - iv. Such period of discussion for the matter at hand shall not exceed a total of 20 minutes or a longer time as allotted at the beginning of the meeting by the President;

- v. Priority will be given to items shown on the agenda, if any; and
  - vi. If more than one person desires to address an issue, and there are opposing views, the President shall allocate the time permitted for discussion among the various owners or designated representatives to speak.
- f. At all meetings, Members are expected to maintain proper behavior and decorum, which requires that Members shall:
- i. Be respectful to others present and to the meeting process;
  - ii. Refrain from name-calling, use of foul language, and other aggressive behavior;
  - iii. Differentiate statements of opinion from statements of fact;
  - iv. Speak only when acknowledged by the President; and
  - v. No alcohol shall be brought to the meeting.
- g. If a Member fails to observe the above standard, demonstrating inappropriate behavior which negatively impacts the Board meeting(s), the President shall issue one warning to the Member. If inappropriate behavior continues, the Member may be asked to remove himself or herself from the meeting. If the Member refuses to comply, the meeting may be adjourned at that time, even though there are agenda items not yet heard; or the President may take other action, at the sole discretion of the President, including request for Law enforcement assistance to remove the Member from the meeting.

**Rainbow Valley Property Owners Association, Inc.**

**Board of Director's Meetings**

**Guest Sign-in Form**

**Date** \_\_\_\_\_

**Name:**

**Purpose for Attending Meeting,  
Specific Matter for Discussion:**

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4. **Owner Participation at Annual and Special Meetings of Owners.**

The Board shall determine the agendas for the meetings, subject to any requirements in the Association's Governing Documents, and distribute such agendas with notices of the meetings. Owners who wish to call a special meeting shall submit a written request accompanied by signatures or validated proxy signatures of 20% of the total membership.

- a. The President (or such other person as may be designated by the Board) shall preside over all meetings. Items of business and/or discussion must be presented by Motion and such Motion must be seconded prior to discussion.
- b. Any Owner or designated representative of Owner may speak at the designated time in the agenda upon any issue requiring a vote of the Owners (prior to any vote). Upon being recognized, the Member must state his/her name and address.
- c. The total length of any time for Owners or designated representatives speaking on a single issue of any meeting of the Owners shall not exceed the time set forth by the President at the beginning, but not exceeding a time limit of twenty (20) minutes total, and the President shall pro-rate that time among the various Owners who speak.
- d. Each member who wishes to speak will be given three (3) minutes to speak, provided the President may impose reasonable time limits to facilitate Member participation. Members may not speak a second time until everyone who wishes to speak has been given an opportunity to speak once. Members may not speak more than twice on any one topic, subject to the President's discretion.
- e. All issues that an Owner wishes to discuss at the annual meeting shall be submitted to the Board in writing five (5) days prior to the annual meeting. Any motions must be seconded prior to discussion and voting.
- f. In any case where the nature of a motion and vote may be outside the Members' authority, the Board reserves the right to determine whether a motion will be considered binding on the Association; or the Board may adjourn to obtain a



recommendation whether to proceed; such determination may be made following consultation with legal counsel.

5. **Notice of Meetings.**

- a. Board Meetings: Notice of Board Meetings shall be given in accordance with the Association Documents.
- b. Owners Meetings: Notice of Owners Meetings shall also be given in accordance with the Association Documents, but in addition, notice of such shall be physically posted in a conspicuous place (to the extent such posting is feasible and practical) and may be given by electronic posting on the Association's website or electronic mail notices pursuant to C.R.S. § 38-33.3-308. If a Member requests notice by e-mail only and provides an e-mail address, the Board shall make an effort to provide e-mail notice to that Member.
- c. The notice of any meeting must state the time and place of the meeting and the items on the agenda. If the meeting will include any of the following actions, the Notice, agenda or some other method (such as the website) should include:
  - i. the general nature of any proposed amendment to the Declaration or Bylaws;
  - ii. any budget changes; and
  - iii. any proposal to remove an officer or member of the Board.
- d. Notice will only be sent to Members in good standing who are entitled to vote at a meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each Member at such Member's address as it appears in the records of the Association, with postage thereon prepaid.
- e. Any Member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- f. Any notice that conforms to the above requirements is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered.
- g. If an annual, regular, or special meeting of Members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under C.R.S. 7-127-106, however, notice of the adjourned meeting must be given under this section to the Members of record as of the new record date.
- h. The Board may fix the record date for determining the Members entitled to notice or to vote at any Members' meeting or to exercise any rights in respect to any lawful action pursuant to C.R.S. 7-127-106 or otherwise. Such record date may not be more than fifty (50) days before the meeting or action requiring a determination of Members occurs. Unless otherwise directed by the Board, the Association shall not be required to prepare the list of names described in C.R.S. 7-127-201.

6. **Proxies.**

- a. One vote per Lot may be cast pursuant to a proxy duly executed by an Owner. If a Lot is owned by more than one person, only one vote is allowed per Lot and/or protest from the other Owner is brought forth. Disputes that may not be resolved invalidate such vote. An Owner may not revoke a proxy given pursuant to this section except by actual notice of revocation to the person presiding over a meeting of the Association or as otherwise provided below. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven (11) months after its date, unless it provides a shorter term, or is designated good until revoked.
- b. A Member may appoint a proxy by transmitting or authorizing an electronic transmission providing a written statement of the appointment to the proxy, to a proxy solicitor, proxy support service organization, or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Association; except that the proxy must be received by the individual designated on the notice of meeting no later than 11:59 p.m. the day before the meeting date, with written

evidence from which it can be determined that the Member transmitted or authorized the transmission of the appointment.

- c. An appointment of a proxy is revocable by the Member. Appointment of a proxy is revoked by the person appointing the proxy:
  - i. By attending any meeting and voting in person; or
  - ii. By signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes a written statement that the appointment of the proxy is revoked or a subsequent appointment form.
- d. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. A proxy shall not be valid if obtained through fraud or misrepresentation. The Association is entitled to reject a proxy appointment if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Member.

7. **Voting.**

- a. Only those Owners of a Lot who are in good standing are eligible to vote and only one vote is allowed per Lot. For purposes of this policy, the Board may suspend the vote allocated to a Lot and the right of an Owner to cast such vote, or by proxy the vote of another, during any period in which such Owner is in default in the payment of any Assessment, or, after notice and a hearing, during any time in which an Owner is in violation of any other provision of the Governing Documents.

Each Member will sign in prior to the meeting for himself/herself and for any proxies he/she holds. If an election or vote is to be held, the Member will be given the appropriate number of ballots, unless the voting rights have been suspended, in which case Members shall not be given a ballot.

- b. Any ballot for the contested election of Directors shall be a secret ballot. At the discretion of the Board or upon the request of twenty percent (20%) of the Lot 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 Members are entitled to vote shall be by secret ballot. If secret balloting is not required, the Association may indicate the number of proxies held on the ballot itself.

- c. Each voting Member is entitled to one vote on each matter submitted to a vote of the Members entitled to vote thereon. Cumulative voting shall not be allowed. The right to vote of any Member which is a corporation or unincorporated association may be exercised by such officer, agent or proxy as the bylaws, constitution or other governing instrument of such corporation or association may prescribe or, in the absence of such provision, as the board of directors of such corporation or association may determine.
- d. If only one of the multiple owners of a Lot is present at a meeting of the Association, such Owner is entitled to cast the one vote allocated to that Lot. If more than one of the multiple Owners are present, the votes allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Owners. There is a majority agreement if any one of the multiple owners casts the votes allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot.
- e. The Association Secretary shall be in charge of providing secret ballots, which protect the voters' privacy, but also provide for the security of the election. The Association Secretary, if not a Board member, shall constitute a neutral third party to count the ballots. If no neutral party is available, the ballots may be counted by a committee of volunteers, who shall be Owners selected or appointed at an open meeting, in a fair manner, by the Chair of the Board or another person presiding during that portion of the meeting, provided however, that said volunteers shall not be Board members and, in the case of a contested election, shall not be candidates.
- f. The results of a vote taken by secret ballot shall be reported without reference to the names, addresses, or other identifying information of Owners participating in such vote.
- g. As used in the Bylaws, the term "*majority of Members*" shall mean fifty-one percent (51%) of the combined votes cast by all Members present plus proxy at a meeting containing a quorum.

8. **Executive Sessions.**

The Association's Board may meet in executive closed sessions to discuss matters pertaining to employees, consultation with legal counsel, investigative proceedings concerning possible or actual criminal misconduct, matters which are subject to specific constitution and statutory or judicially imposed requirements protecting the proceedings, any matter of disclosure which would constitute an unwarranted invasion of individual privacy, and a review and/or discussion relating to any written or oral communication from legal counsel.

Prior to holding an executive session, the President or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above. The Board will take no final action in executive session, but it may give direction to legal counsel therein. Any proposed Rule or Regulation discussed during an executive session may be validly adopted only during a regular or special meeting, or after the Board returns from its 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. The Board Members and other Members shall preserve attorney-client privilege regarding consultation and communications from legal counsel.

**Adopted by the Board, this 4th day of August, 2018, effective immediately.**