

SOMERSET ESTATES HOMEOWNERS ASSOCIATION, INC.
CONDUCT OF MEETINGS POLICY

First Adopted 2/27/2019 – Rev 2 Adopted November 19, 2024

The following policy has been adopted by Somerset Estates Homeowners Association, Inc. ("Association") pursuant to the Colorado Common Interest Ownership Act ("Act"), including C.R.S. 38-33.3-209.5 and 38-33.3-308, as amended, at a regular meeting of the Executive Board ("Board").

Purpose: To establish a uniform and systematic protocol for conducting meetings of the Association, including Members' meetings and Board meetings; to ensure equitable participation by Members while permitting the Board to conduct the business of the Association; and to specify the circumstances under which the Board or a committee thereof may convene into executive session. The general intention of the Board is for Members' and Board meetings to be conducted such that Members are heard and encouraged to participate in a reasonable manner.

NOW, THEREFORE, IT IS RESOLVED that the Association does hereby adopt the following policy governing the conduct of meetings of the Members and meetings of the Board:

1. Members' Meetings. All meetings of the Association are open to every Member, or to any person designated by a Member in writing as the Member's representative, and Members or designated representatives so desiring shall be permitted to attend, listen, and speak at the appropriate time during the deliberations and proceedings. The order of business at meetings of the Members shall be as set forth in the Notice of Meeting.

2. Board Meetings. All regular and special meetings of the Board, or any committee thereof, shall be open to attendance by all Members or to any person designated by a Member in writing. At regular and special meetings of the Board, except as stated below, Members who are not Board members may not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board or as otherwise allowed by the chairperson. Meetings may be held electronically (e.g., Zoom, Teams, etc.) or as a hybrid of in person and electronically. The availability of attendance electronically is considered to be equivalent to attending in person.

3. Members' Right to Speak at Board Meetings. At Board meetings, at an appropriate time, to be determined by the Board, the Board shall permit Members or their designated representatives to speak before the Board takes formal action on an issue under discussion. However, the Board may place reasonable time restrictions on those persons speaking during any meeting. If more than one person desires to address an issue and there are opposing views, the Board shall provide for a reasonable number of persons to speak on each side of the issue(s). For meetings held electronically, the chairperson may mute or unmute Members at his/her discretion.

4. Agenda: Open Forum. The President of the Board, and in his/her absence, the Vice President, shall be the chairperson of all Members' and Board meetings. The agenda for all meetings shall be in accordance with the order of business determined by the Board. The agenda for Members' meetings shall be determined and noticed in the manner set forth in CRS section 38-33.3-308, unless the Declaration provides for different notice requirements. The agenda shall include a Member Open Forum during which any Member or Member's designated representative who wishes to speak will have the opportunity to do so, subject to the remaining provisions of this policy. The agenda for Board meetings shall include a Member Open Forum, subject however, to the Board's right to dispense with or limit the Member Open Forum at the discretion of the Board, except that such limits on the Member Open Forum shall always be subject to the provisions of paragraphs 2 and 3 of this policy.

5. Limits on Right to Speak. The Board shall have the right to determine the length of time of the Open Forum and the discussion period prior to the Board taking formal action on an issue under discussion. The chairperson of the meeting may place reasonable limitations upon the time given to each Member

seeking to comment, to allow sufficient time for as many Members as possible to comment within the time permitted. Unless otherwise determined by the chairperson, the time limit will be three minutes per Member. The chairperson shall, to the best of his/her ability, allocate time to each Member for comment. Each Member will only be allowed to speak more than once at the discretion of the Board. No Member may speak a second time until all Members wishing to speak have had an opportunity to speak once.

6. Sign-Up Sheets. A sign-up sheet may be made available to Members immediately prior to the meeting. Any Member wishing to comment at the ensuing meeting may add his/her name to the sign-up sheet. Subject to the remaining provisions of this policy, Members will be recognized for comment at the meeting in the same order as their names appear on the sign-up sheet. All Members wishing to comment who have not placed their names on the sign-up sheet will nonetheless be permitted to speak, time permitting. For meetings held electronically, the chairperson may recognize Members that have indicated via a "hand raise" that they wish to speak.

7. Attorney/Client Privileged Communication. 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.

8. Recording of Meetings. Meetings may be recorded by the Board at its discretion, as long as it is announced as such. Note taking is permitted; however, video or audio recording of all or any portion of any meeting by Members is prohibited, unless expressly authorized by the Board in advance.

9. Member Conduct. No Member is entitled to speak until recognized by the chairperson. There shall be no interruption of anyone who has been recognized by the chairperson except by the chairperson. Specific time limits set for speakers shall be observed, unless modified at the discretion of the chairperson. Personal attacks, whether physical or verbal, and offensive language will not be tolerated. All comments are to be directed to the chairperson and not to other individual participants. All comments are to be restricted to the agenda item being discussed. Courteous behavior is expected.

10. Curtailment of Member Conduct. Should the chairperson determine that any Member has spoken for the allocated amount of time or longer or determine that the Member is in violation of the provisions of this policy, the chairperson shall have the authority to instruct that Member to yield the floor, and that Member will be obligated to comply with the chairperson's instruction.

11. Disruptive or Unruly Behavior. If a Member refuses to stop talking after his/her allotted time has ended, or otherwise disrupts the meeting, or is otherwise in violation of the provisions of this policy, the following procedure will be followed:

- (a) The chairperson will issue an oral warning that if the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, either the meeting will be adjourned, the individual will be required to leave the meeting, or law enforcement/security will be called to remove the individual.
- (b) If after the oral warning the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, the chairperson may choose whether to adjourn the meeting to another time, require the individual to leave the meeting, or call law enforcement/security.. For meetings held electronically, the chairperson may remove the individual as a participant in the meeting at his/her discretion.

12. Executive Session. Notwithstanding the foregoing, the Board or a committee thereof may hold an executive or closed door session and may restrict attendance to Board members and other persons specified by the Board or committee; provided that any such executive or closed door session may only be held in accordance with the provisions and requirements of the Act. The matters to be discussed at such an executive 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 protecting particular proceedings or matters from public disclosure;
 - (e) 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; except that an Owner who is the subject of a disciplinary hearing or a referral of delinquency may request and receive the results of any vote taken at the relevant meeting;
 - (f) Review of or discussion relating to any written or oral communication from legal counsel.

Prior to the time the Board members convene in executive session, the chairperson shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above. No rule or regulation of the Board 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 Board 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. Minutes of executive session may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.

13. Miscellaneous. Failure by the Association to enforce any provision of this policy shall in no event be deemed to be a waiver of the right to do so thereafter.

14. Severability. If a provision of this policy is or becomes illegal, invalid or unenforceable, that shall not affect the validity or enforceability of any other provisions of this policy.

Somerset Estates Homeowners Association, Inc.

By: Jon Gillespie-Brown
Jon Gillespie-Brown, President

This Conduct of Meetings Policy was amended by the Executive Board on the 19th day of November, effective immediately, and is attested to by the Secretary of the Somerset Estates Homeowners Association, Inc.

By: Paula Hemenway
Paula Hemenway, Secretary