

## **POLICY LETTER B**

### **MEETINGS**

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

- (a) The meetings of the Sylvan Meadows Property Owners Association (the "Association") shall be conducted in accordance with the governing documents of the Association, especially its Bylaws, and in accordance with the Colorado Common Interest Ownership Act (the "CCIOA") and the Colorado Revised Nonprofit Corporation Act (the "CRNPCA"). The meetings will generally follow commonly accepted procedures found in Roberts Rules of Order.
- (b) At all meetings, all 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 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 Association's meeting(s), the Chair shall issue one warning to the Member. If inappropriate behavior continues, the Member may be asked to remove him 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 Chair may take other action, at the sole discretion of the Chair, including request for police assistance.

#### **2. Member Participation at Board Meetings**

- (a) All meetings of the Board of Directors, except the Executive Session, are open to attendance by any Member or any person designated in writing by that Member as the Member's Representative.
- (b) Agendas will be published in advance of Board meetings. Any agenda created for a Board meeting may be posted on the website or shall otherwise be provided to any Members who request a copy, and shall be available at the meeting.

- (c) Members in good standing or their representatives may speak on any matter when called upon by the Chair and according to the agenda. In the event that time limits are deemed to be necessary at the option of the chair, that portion of the meeting shall be conducted as follows:
- (i) if there is a list at the sign-in table for persons to enter their names, those individuals will be given priority to speak at the meeting, and they will be called upon to speak in the same order in which they entered their names;
  - (ii) speakers will be subject to the rules of conduct described in paragraph 1(b) above;
  - (iii) each person shall have five minutes to speak or more if the Board chooses;
  - (iv) such period shall not exceed a total of 10 minutes or more if the Board chooses;
  - (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 Board shall provide for a reasonable number of persons to speak on each side of the issue, and the Chair shall allocate the time permitted among the various Members or designated representatives who wish to speak.
- (d) After the designated time, only the Directors shall participate in any deliberation or discussion of the Board unless expressly authorized by a vote of a majority of the Board.
- (e) Members in good standing who wish to discuss a certain issue, complaint, or request shall submit such, in writing, at least seven 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 Member.

### **3. Member Participation at Annual and Special Meetings of Members**

- (a) The Board shall determine the agendas for the meetings, subject to any requirements in the Association's Governing Documents, and post the agenda on the Association web site at <https://sylvanmeadowspoa.com> with notices of the meetings. If 10 percent (10%) of the Members in good standing wish the Board to call a special meeting, they must submit a signed and dated petition to the Board, specifying the items they desire to be included in the agenda of the special meeting and the Board will send notice to all of the Members of the special meeting within 30 days of receipt of petitions from the required percentage of Members in good standing .
- (b) 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. Motions, seconds, and voting results will be recorded in the minutes by the Secretary. In the event time limits are deemed to



be necessary in the option of the chair, that portion of the meeting shall be conducted in accordance with the following provisions of this section.

- (c) Any Member in good standing or the designated representative of such a Member may speak at the designated time upon any issue requiring a vote of the Members (prior to any vote). Upon being recognized, the Member must state his/her name and address.
- (d) The total length of any time for Members or designated representatives speaking on a single issue of any meeting of the Members shall not exceed the time set forth by the President at the beginning, but not exceeding a time limit of 10 minutes total, and the President shall pro-rate that time among the various Members who wish to speak.
- (e) Each Member who wishes to speak will be given up to five minutes to speak, provided the chair 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 chair's discretion.
- (f) Issues a Member wishes to discuss at the annual meeting should be submitted to the Board in writing at least seven days prior to that meeting. Topics presented in advance will be given priority for discussion at the annual meeting.
- (g) 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.

#### **4. Notice of Meetings**

- (a) Board Meetings: Notice of Board Meetings shall be given in accordance with Article IV, Sections 8 & 9 of the Bylaws. Actions can be taken without a meeting in cases where prompt action is required between scheduled board meetings if a Notice stating the action to be taken and the time by which a director must respond is transmitted in writing (which may include electronic communication) to each director, and each director, by the time stated in the Notice either:
  - (i) votes in writing for such actions; or
  - (ii) votes against such action or abstaining from voting, in writing; or
  - (iii) fails to respond or vote, and fails to demand that action not be taken without a meeting.
- (b) Members Meetings: Notice of Members Meetings shall also be given in accordance with the Governing Documents of the Association, currently Article III, Section 4 of the Bylaws. In addition, notice of such meetings shall be physically posted in a conspicuous

place, to the extent that such posting is feasible and practicable, in addition notice will be electronically posted on the Association's web site, and may be given by electronic mail 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 proposed operating budget for the next year; and
  - (iii) any proposal to remove an officer or member of the Board.
- (d) 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.

## **5. Proxies.**

- (a) Votes allocated to a Member may be cast pursuant to a proxy duly executed by a Member in good standing, but only one vote per Lot. If a Lot is owned by more than one person, only one Member of the Lot may send the Association an executed proxy to vote for the Lot. If more than one proxy is submitted for a Lot with multiple owners those proxies will not be used to vote, but they will count as one Member present for quorum purposes. A Member 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 months after its date, unless it provides a shorter term.
- (b) An appointment of a proxy is revocable by the Member. Appointment of a proxy is revoked by the person appointing the proxy:
  - (i) attending any meeting and voting in person; or
  - (ii) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- (c) 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.

**6. Voting.**

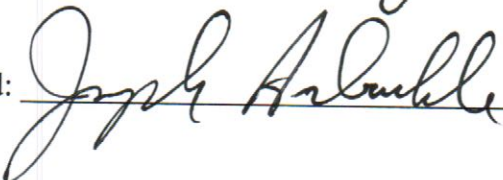
- (a) Each Member will sign in prior to the meeting for himself/herself and for any proxies he/she holds. If an election or vote is to be held, the Member will be given the appropriate number of ballots, unless the voting rights have been suspended, in which case Members shall not be given ballot.
- (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 of the Members 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 per Lot 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 Members of a Lot is present at a meeting of the Association, such Member is entitled to cast the vote allocated to that Lot. If more than one of the multiple Members are present, the votes allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Members. There is a majority agreement if any one of the multiple Members casts the vote allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Members 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 ballots will be counted by the Association Secretary (unless said officer is a candidate), along with a committee of volunteers, who shall be Members selected or appointed at an open meeting, in a fair manner, by the President 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 Members participating in such vote.

**7. Executive Sessions**

- (a) 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.
- (b) 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 only be validly adopted only during a regular or special meeting, or after the Board returns from its executive session.
- (c) 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. No minutes or recordings of the executive session will be taken.

Adopted this 21<sup>st</sup> day of May, 2018, by the Board of Directors.

Signed: , Board President