

MEETING POLICY

This Policy replaces all previous policies relating to meetings.

Purpose: Adoption of a policy and procedure for meetings of Trail Ridge Association, Inc. ("Association").

Authority: The Declaration for Trail Ridge Association, Inc. recorded on April 19, 1985 at Reception 2523061 ("Declaration"), the Bylaws of the Association, the Colorado Common Interest Ownership Act ("CCIOA"), §38-33.3-209.5(1)(b)(III), and other applicable Colorado and Federal laws.

Effective Date: January 1, 2022

Resolution: The Association hereby adopts the following policy:

Meeting of the Members

1. Each meeting of the Members of the Association shall be called at least once per year, in October of each year, in accordance with the provisions of the Colorado Interest Ownership Act ("the Act"), if applicable, and the Association's Bylaws.
2. Special meetings of the Members may be called by the President, by a majority of the Board of Directors, or by petition of 20% of the members entitled to vote.
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. The notice shall be delivered not less than 10 days, nor more than 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 in the Association office, if feasible and practicable. Such notice by posting shall be deemed delivered to any Member if no mailing address for such member was provided.
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. Electronic notice of special

meetings shall be given as soon as possible but at least 24 hours before the meeting.

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

- i. The President or designee shall chair all meetings.
- ii. All Owners will sign in, present any proxies and receive ballots appropriate.
- iii. The order of business shall be:
 - a. Roll call;
 - b. Proof of Notice of meeting or waiver of notice;
 - c. Approval of minutes;
 - d. Reports;
 - e. Establish number and term of memberships of the Executive Board (when required);
 - f. New business; and
 - g. Other business
- iv. Any person desiring to speak shall sign up on the list provided.
- v. All speakers must first be recognized by the chair.
- vi. Only one person may speak at a time.
- vii. Each person must identify him/herself and state their address.
- viii. Any person represented by another person must provide a written instrument executed by the Owner.
- ix. All comments must be made in a professional manner without profanity, personal attacks, or shouting.
- x. Each person may have three minutes to make a statement or ask questions. The Board may or may not respond to all questions at the meeting.
- xi. All actions/decisions will require a first and a second motion.

- xii. Once a vote is taken, no further discussion will take place on that topic.
- xiii. No meeting may be audio or video recorded without the prior permission of all those in attendance.
- xiv. ANYONE DISRUPTING THE MEETING BY INTERRUPTING THE BOARD OR OTHER SPEAKERS, USING PROFANITY, YELLING, THREATENING OR INTIMIDATING OWNERS, MANAGE 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.
- xv. The chair may adopt additional rules of order if necessary.

Voting

- i. A quorum shall be deemed present if members representing ten (10) percent of the votes of the Association are present in person or by proxy at the commencement of the meeting.
- ii. If the required quorum is not present, the meeting may be adjourned pursuant to the same notice requirement, to a date not less than 48 hours nor more than thirty days following the first meeting. The quorum requirement for any such adjourned meeting is five (5) percent of the votes of the Association in person or by proxy.
- iii. A member entitled to vote may vote either in person or by proxy executed in writing and filed with the Secretary of the Board no later than the start of the meeting. Proxies are governed by § 7-127-203, § 7-127-204, and § 38-33.3-310, C.R.S.
- iv. Once a quorum is established, a majority of the votes present in person or by proxy is necessary for adoption of any proposal, other than those as to which a larger percentage applies as set forth in these Bylaws, the Declaration or Colorado law.
- v. Board member elections must be by ballot.

- vi. 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.

Board Meetings

1. The Board shall consist of no more than five nor less than three Directors each elected for a three-year, staggered term.
2. All directors must be Owners.
3. At least one annual meeting of the Board must occur on the same date and place as the annual Owners' meeting and shall be held immediately upon the conclusion of the Owner's meeting. The Board may hold other meetings through the year.
4. Each meeting of the Board of Directors shall be called in accordance with the provisions of the Act in applicable, if not, then with the Association's Bylaws or operative sections of the Association's governing documents. In the event the Association's governing documents are silent with respect to a specific issue, the provisions of the Colorado Revised Nonprofit Corporation Act will control.
5. Meetings of the Executive Board 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.
6. Unless a majority of the Members of the Executive Board vote to allow Members to participate in deliberation or discussion, the Members other than Members of the Executive Board may not participate in the meeting of the Executive Board.
7. Notwithstanding the restriction placed on a Member's participation in a meeting of the Executive Board, Members or their duly appointed representative shall be afforded a right to speak before the Board takes formal action on an item under discussion.
8. All meetings are open to all Owners except for executive sessions.
9. Special meetings of the Board may be called by the President or by any two directors of the Board upon not less than two (2) days' notice to all Directors unless waived in writing by the Board member either before or after the meeting.

10. Board meetings may be held electronically, by Skype, or otherwise with proper notice or waiver of notice.
11. Action may be taken by the Board without a meeting by written consent.
12. Proxy voting by Directors shall not be permitted.
13. A majority of Directors constitutes a quorum.
14. Once a quorum is present, a majority of votes is necessary to win approval.

Conduct

- i. The order of business for all Board meetings is: (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.
- ii. The President or designee shall chair all meetings.
- iii. All persons attending the meeting must sign in, listing their name and address.
- iv. All Owners will be given an opportunity to speak during the Owner Forum at the beginning of the meeting. Any Owner wishing to speak must so indicate at the time of sign in.
- v. All speakers must first be recognized by the chair.
- vi. Only one person may speak at a time.
- vii. Each person must identify him/herself and state their address.
- viii. 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.

- ix. The Board will determine how many speakers may speak on each subject and may set time limitations on each speaker.
- x. The Board will decide in its discretion whether to respond to any or all questions at the meeting.
- xi. No meeting may be audio or video recorded without the prior permission of all those in attendance.
- xii. ANYONE DISRUPTING THE MEETING BY INTERRUPTING THE BOARD OR OTHER SPEAKERS, USING PROFANITY, YELLING, THREATENING OR INTIMIDATING OWNERS, MANAGE 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.
- xiii. Any person represented by another person must provide a written instrument executed by the Owner.
- xiv. The chair may adopt additional rules or order if necessary.
- xv. 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.
- xvi. After Owner input is closed, the Board will vote and no further discussion will be permitted by Owners.

Definitions

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

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.

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.

Amendment

The Policy may be amended from time to time by the Board of Directors.

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.

CERTIFICATION:

The undersigned, being the President of Trail Ridge Association, Inc., a Colorado non-profit corporation, certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors of the Association on January 1, 2022 and in witness thereof, the undersigned has subscribed his/her name.

TRAIL RIDGE ASSOCIATION, INC.

A Colorado non-profit corporation,

By: Don Winkelman

Its: President