

## MEETING CONDUCT POLICY

### - OF THE -

#### MEADOW HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.

1. **Resolution.** This Policy when executed by the President of the Board of Directors, shall constitute a certified Resolution of said Board adopting the Policy.

2. **General Definitions.** Unless otherwise defined below or elsewhere in this Policy, capitalized terms used in these Policy are as defined in the Declaration, as amended.

I. "Association" means the Meadow Hills Estates Homeowners Association, Inc., a Colorado nonprofit corporation.

II. "Board" means the Board of Directors of the Association.

III. "Declaration" means the Declaration of Covenants, Conditions, and Restrictions, recorded on May 18, 1992, in the real property records of the Arapahoe County Clerk and Recorder's Office at Reception Number 9200050947, as amended from time to time.

IV. "Director" means a member of the Board. "ACC" means the Association's Architectural Control Committee established pursuant to Article IV of the Declaration.

V. "Governing Documents" means this Policy, the Declaration, the Association's Articles of Incorporation, Bylaws, Planned Unit Development Guide, and any and all other rules, policies, and procedures adopted by the Association from time to time, each as amended from time to time.

VI. "Violation" means a violation of the Governing Documents, other than a failure to pay when due Assessments, fines, or other charges owed to the Association under the Governing Documents, which is covered by the Collections Policy. A Violation committed by an Owner's tenants, residents, contractors (while performing work for the Owner), guests or other invitees will also be deemed a Violation committed by the Owner.

#### 3. **Interpretation.**

I. **Generally.** When used in this Policy, the word "including" means including without limitation and the singular includes the plural and vice versa. Section references are to sections in this Policy unless otherwise indicated. This Policy supersedes and replaces all similar or alike policies and procedures adopted by the Association prior to the effective date of these Governance Policies. The Board is responsible for interpreting this Policy and an interpretation made by the Board will be final and binding on all Owners absent fraud or manifest error. The Board may deviate from this Policy if in its discretion the Board determines that the deviation is necessary or reasonable under the circumstances. This Policy operates in

conjunction with the other Governing Documents, so long as there is no conflict between this Policy and a Governing Document executed prior to the effective date hereof.

II. **Entities as Owners.** As defined in the Declaration, an "Owner" shall mean and refer to the record Owner of a Lot, whether one or more persons or entities, having title to any Lot which is part of the Property. The Association will recognize any trustee, officer, or other person or entity holding actual or apparent authority to represent an Owner entity as authorized to act and receive notices on behalf of that Owner entity unless the Association has reason to believe otherwise. The Association will deem acts or omissions by a representative with actual or apparent authority to represent an Owner entity in matters concerning the related Lot as the acts or omissions of the Owner entity and may also, acting reasonably, deem them to be acts or omissions of the representative in his, her, or its individual capacity. Acts or omissions by such a representative in any other capacity will be attributed to that representative solely in his, her, or its individual capacity and not as a representative.

4. **Conflicts.** If a conflict arises between this Policy and another Governing Document that the Board has authority to amend without additional approvals, the most recently adopted Governing Document will control. If a conflict arises between this Policy and another Governing Document that the Board does not have authority to amend or has authority to amend only with additional approvals, the other Governing Document will control. If a conflict arises between this Policy and applicable law, applicable law will control, and these policies will be deemed amended as necessary to comply with applicable law.

5. **Committees and Administrative Offices.** Except as otherwise provided in the Declaration, the Board may from time to time create or disband a committee or administrative office as it may deem appropriate to aid the Board in exercising its powers and performing its duties. Each committee or administrative office will adopt a charter or other governing document establishing its purpose, duties, powers, and rules of governance, consistent with the Governing Documents and subject to approval by the Board. No committee or administrative office will have or may exercise any power to act on behalf of the Association other than as and to the extent authorized in the Declaration or other Governing Documents, in its charter, or as otherwise specifically authorized by the Board. Unless otherwise indicated in the Declaration or other Governing Documents or in its charter, the duration of a committee or administrative office will be indefinite. Except as otherwise provided in the Governing Documents, the Board will appoint the members of each committee, committee chairs, and the holders of administrative offices created by the Board, each of whom will serve at the pleasure of the Board and may be removed or replaced by the Board at any time, with or without cause and with or without prior notice.

6. **Member Meetings.** Member meetings will be called pursuant to the Bylaws of the Association. Member meetings are open to Members and their representatives.

7. **Voting.**

I. **Election of Directors.** Election of Directors will be conducted by secret ballot for elections where more candidates are running than there are positions available. Where

secret balloting is used, each Member entitled to vote pursuant to the Bylaws will receive a ballot. The ballot will contain no identifying information concerning the ballot holder. If a Member holds a proxy for another Member, upon presentation of the proxy to the Association's secretary or his or her designee, the Member will receive a secret ballot to cast the vote of the Member who provided the proxy. If specific voting instructions are included in the proxy, the proxy holder must vote in accordance with those instructions. The Association will retain the proxy.

II. **Other Votes.** All other votes taken at a meeting of the Members will be taken in such method as determined by the Board or chair of the meeting, including by acclamation, by hand, by voice or by ballot, unless otherwise required by Colorado law.

III. **Counting Ballots.** Written ballots will be counted by a neutral third party (excluding the Association's designated representative or legal counsel), or by a Member who is not a candidate or a Director. The chair may specify the procedure for selecting these volunteers. The individuals counting the ballots will report the results of the vote to the chair by indicating how many votes were cast for each individual candidate or how many votes were cast in favor and against the issue.

8. **Proxies.** Any Member may submit a proxy as allowed by C.R.S. § 7-127-203. The Association's Secretary or his or her designee will review all proxies as to the following:

- Validity of the signature
- The signatory's authority to sign for the Member
- Authority of the Member to vote
- Conflicting proxies
- Expiration of the proxy

9. **Board Meetings.** Board meetings will be called pursuant to the Bylaws of the Association. Board meetings are open to Members and their representatives and guests invited by the Association, except for executive sessions. The Board may from time to time adjourn to executive session, during which only Directors and their invitees may be present and participate. Matters considered in an executive session are limited to those permitted by Colorado law.

10. **Member Input.** The agenda for Member and Board meetings will include an open forum during which a Member or his or her representative may speak, subject to Section 11. In addition, after a motion and second has been made on any matter before the meeting, but prior to a vote by the Members or Directors, Members or their representatives present at that time will be afforded an opportunity to speak (subject to Section 11) on the motion as follows:

I. The chair will ask those Members present to indicate on a sign-up sheet or by a show of hands who wishes to speak in favor or against the motion. The chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the motion and for how long each person will be permitted to speak. The chair will also announce the procedure for who will be permitted to speak if not everyone desiring to speak will be permitted to speak.

II. Following Member input, the chair will declare Member input closed and there will be no further Member participation on the motion at hand unless a majority of the Board votes to open the discussion to further Member participation.

11. **Rules of Conduct.** Member and Board meetings will be governed by the following rules of conduct:

I. The Association president or in his or her absence the Association vice president will chair Member and Board meetings.

II. Owners who attend a Member meeting must sign in, present any proxies, and receive ballots as appropriate. Owners who attend a Board meeting may be required to sign in, listing their name and Lot address or other affiliation.

III. Any person desiring to speak during an open forum must sign up on the list provided at check in and indicate if he or she is speaking for or against an agenda item.

IV. Anyone wishing to speak must first be recognized by the chair.

V. Only one person may speak at a time.

VI. Each person who speaks must first state his or her name and Lot address.

VII. Any person who is represented at the meeting by another person, as indicated by a written instrument, will be permitted to have that person speak for him or her.

VIII. Those addressing the meeting will be permitted to speak without interruption from anyone so long as the rules in this Section are followed.

IX. Comments must be offered in a civilized manner and without profanity, personal attacks, or shouting. Comments must be relevant to the purpose of the meeting.

X. Except as allowed by the chair pursuant to Section 10, each person will be given up to a maximum of three minutes to make a statement or to ask questions, or such longer or shorter time period as the chair may establish for the orderly conduct of the meeting. Time limits may be increased or decreased by the chair but must be uniform for all persons addressing the meeting.

XI. Each person may only speak once unless otherwise permitted by the chair.

XII. The Board may decide whether to answer questions during the meeting.

XIII. Yielding of time by a speaker to another individual will not be permitted.

XIV. All actions and decisions of record require a motion and a second.

XV. Once a vote has been taken, the chair may close further discussion regarding that topic.

XVI. Written notes may be taken during a meeting, but unless the Board approves otherwise, no audio, video or other recording of the meeting may be made.


XVII. The Association will keep minutes of actions taken at the meeting.

XVIII. Anyone disrupting the meeting or violating the rules in this Section, as determined by the chair, will be asked to immediately cease the disruption or violation. If that person fails or refuses to do so, he or she will be required to leave the meeting immediately.

XIX. The chair may adjourn the meeting as necessary to maintain order or complete the business of the meeting.

XX. The chair may from time to time establish such additional rules of order as may be necessary or appropriate for the orderly and efficient conduct of the business of the Association.

**Meadow Hills Estates Homeowners  
Association, Inc,** a Colorado  
non-profit corporation:

By:   
Jake Zambiano  
(Print Name)  
Its: President