

MOUNTAIN SPRINGS RANCH HOME OWNERS ASSOCIATION

RESOLUTION OF

MOUNTAIN SPRINGS RANCH HOME OWNERS ASSOCIATION, ADOPTING A POLICY
AND PROCEDURES REGARDING CONDUCT OF MEETINGS

In Compliance with C.R.S. §38-33.3-209.5

Pursuant to C.R.S. 38-33.3-209.5 of the Colorado Common Interest Ownership Act (“CCIOA”), the following policy and procedures have been adopted by the Mountain Springs Ranch Home Owners Association (“Association”), at a special meeting of the Board of Trustees.

SUBJECT: Adoption of a policy and procedures establishing a uniform and systematic procedure describing the conduct of meetings of the Association.

PURPOSE: To facilitate an orderly process for conduct of meetings of the Association.

AUTHORITY: CCIOA, the Protective Covenants for the Mountain Springs Ranch Home Owners Association, (“Declaration”), rules and regulations adopted and/or implemented pursuant thereto, the Articles of Incorporation of the Association and the By-Laws of the Association (collectively with the Declaration, the “Association Documents”).

RESOLUTION: The Association does hereby adopt the following policy and procedures establishing a uniform and systematic procedure for the conduct of meetings of the Association.

1. Annual Meeting of the Members

- a. Notice. A written notice stating place, day, and hour, to be delivered by e-mail or regular mail, postage pre-paid, to any Member entitled to vote and to be physically posted in a conspicuous place and be made electronically available not less than 30 days before the date of such meeting.
- b. Vote. Each Member shall have one (1) vote with respect to any questions under consideration by the Association, for each lot (“Lot”) owned by such Member within Mountain Springs Ranch. If fee simple title to any Lot shall be held by more than one (1) person or entity, the owners thereof shall determine how the one (1) vote attributable to such Lot shall be cast. Such vote shall be cast as such Members shall agree, but in no event shall more than one (1) vote per question under consideration by the Association be cast to any one (1) Lot. If, when called upon to vote, such Members cannot agree as to the manner in which their vote should be cast, then they will be treated as having abstained with respect to such vote.

Members of the Association who are delinquent in paying annual assessments, fines, and/or who have a lien held against their property by the Association shall not be entitled to vote on any matter brought to a vote of the Association.

- c. Quorum. A quorum is deemed present throughout any meeting of the Members if persons entitled to cast at least fifty percent (50%) of the votes in the Association are present, in person or by proxy, at the beginning of the meeting.
- d. Majority Vote. If a quorum is present in person or by proxy at the beginning of the meeting, the majority vote of Members present in person or by proxy at the time the vote is taken will determine the question voted upon.
- e. Proxies. The vote allocated to a Lot may be cast pursuant to a proxy duly executed by a Member. The proxy is void if it is not dated or purports to be revocable without notice. A proxy shall terminate eleven (11) months after its date unless a different termination date is otherwise set forth on its face. Proxies obtained through fraud or misrepresentation are invalid.
- f. Member Participation. Time restrictions on persons speaking will be set at the discretion of the President of the Board. The President will have discretion to allow a reasonable number of persons to speak on each side of an issue.
- g. Board Member Election at Annual Meetings. Votes for members of the Board of Trustees at annual meetings will be taken by secret ballot only if 20 percent (20%) or more of the members present in person or by proxy request use of secret ballots; or if positions on the Board are contested. Secret ballots may be used at the discretion of the Board of Trustees. If secret ballots are used, such ballots will be counted by a neutral third party or by a committee of volunteers. If a committee of volunteers is utilized, the President of the Board (or the individual presiding over the meeting) during the meeting should select members of the HOA to serve on the committee of volunteers. The volunteers cannot be members of the Board or a candidate in a contested election for a position on the Board. Results of the vote will be announced without reference to any information that identifies a Member's vote.

The Association may reject a vote, consent, written ballot, waiver, proxy appointment, or proxy revocation if there is reasonable basis for doubt about its validity.

- h. Decorum. All participants in an Annual Meeting of Members shall conduct themselves with civility toward all participants, which means that all Members shall demonstrate mutual respect, not interrupting those who have been recognized by the President and have the floor, nor cursing or calling names or using abusive language. When a Member wishes to speak, such Member shall raise a hand and wait to be recognized by the President before speaking. Should any Member violate these

guidelines for decorous conduct, such Member will be asked once to change their behavior by the President or meeting facilitator. If the offending Member fails to change their behavior after receiving warning, such Member will be asked to leave the meeting or will be removed from the meeting.

2. Meetings of the Board of Trustees.

- a. Frequency. After each annual election of the members of the Board of Trustees, and at such other times as the Board may determine, the Board of Trustees shall meet to conduct the business of the Association. Such meetings will be held at least quarterly.
- b. Vote. Each member of the Board shall have one (1) vote, regardless of the number of Lots owned by that member.

c. Notice.

- (1) Regular meetings of the Board of Trustees may be held without notice at such time and place as shall from time to time be determined by the Board of Trustees. Actions taken by the Board of Trustees without a meeting and attendance at meetings by telephone or similar communication equipment shall be authorized as provided in C.R.S. 7-5-108.
- (2) Special meetings of the Board of Trustees may be called by the President of the Association, on five (5) days' written notice to each member of the Board of Trustees, either personally, by mail or by telegram, and shall be called by the President of the Association, or the Secretary of the Association, in like manner and on like notice upon the written report of any two (2) members of the Board of Trustees.
- (3) Meetings of the Board of Trustees may be held at such place or places either within or without the State, as shall from time to time be determined by the Board of Trustees, or as shall be fixed by the President of the Board of Trustees, and designated in the notice of such meetings. Any member of the Board of Trustees may waive notice to any meeting of the Board of Trustees. The attendance of a member of the Board of Trustees at a meeting of the Board of Trustees shall constitute a waiver of notice of such meeting, unless such member of the Board of Trustees shall have attended such meeting for the express purpose of objecting to the transaction of any business at such meeting, because the same shall not have been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the

Board of Trustees need to be specified in the notice or waiver of notice of such meeting.

- (4) Actions taken by the Board of Trustees without a meeting and attendance at meetings by telephone or similar communication equipment shall be authorized as provided in C.R.S. 7-5-108.
- d. Quorum. A quorum shall be deemed present throughout any meeting of the Board of Trustees if persons entitled to cast at least fifty percent (50%) of the votes on the Board of Trustees are present at the beginning of the meeting.
- e. Majority Vote. If a quorum is present, in person, the majority vote of the Trustees present in person or by proxy at the time the vote is taken will determine the question voted upon.
- f. Executive Session. The Board of Trustees or any committee thereof may hold an executive or closed-door session and may restrict attendance to Board Members and such other persons requested by the Board of Trustees during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session shall include only matters enumerated in paragraphs (1) to (6) of this section. Matters for discussion by an executive or closed session are limited to:
 - (1) 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;
 - (2) 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.
 - (3) Investigative proceedings concerning possible or actual criminal misconduct;
 - (4) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
 - (5) Any matter the disclosure of which would constitute an unwarranted violation of individual privacy; and
 - (6) Review of or discussion relating to any written or oral communication from legal counsel.

Upon the final resolution of any matter for which the Board of Trustees received legal advice or that concerned pending or contemplated litigation, the Board of Trustees 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.

Prior to the time the members of the Board of Trustees or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in paragraphs (1) to (6) of this section.

No rule or regulation of the Board of Trustees or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting of after the body 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.

- g. Member Participation. Members attending any Board of Trustees meeting must sign in on the register listing their name, address, and phone number if the meeting is in person. If the meeting is held using videoconference, each Member participating shall be identified by name in the videoconference and listed in the meeting minutes as being in attendance. Members will be allowed to speak prior to the Board taking formal action on an item under consideration, in addition to any other opportunities to speak. Time restrictions on persons speaking will be set at the discretion of the Board Chair. The Board Chair will have discretion to allow a reasonable number of persons to speak on each side of an issue.
- h. Decorum. All participants in a regular meeting of the Board of Trustees shall conduct themselves with civility toward all participants, which means that all Members shall demonstrate mutual respect, not interrupting those who have been recognized by the President and have the floor, nor cursing or calling names or using abusive language. When a Member wishes to speak, such Member shall raise a hand and wait to be recognized by the President before speaking. Should any Member violate these guidelines for decorous conduct, such Member will be asked once to change their behavior by the President or meeting facilitator. If the offending Member fails to change their behavior after receiving warning, such Member will be asked to leave the meeting or will be removed from the meeting.

3. The Association hereby ratifies, adopts, and approves all other actions taken by the Association in furtherance of the foregoing.

CERTIFICATION: The undersigned, being a member of the Board of Trustees of the Mountain Springs Ranch Home Owners Association, a Colorado nonprofit corporation, and being unanimously authorized by the Board of Trustees of the Association to do so, hereby certifies that the foregoing Resolution was unanimously adopted by the Board of Trustees at a duly called and held special meeting of the Board of Trustees and, in witness thereof, the undersigned has subscribed his/her/their name.

MOUNTAIN SPRINGS RANCH HOME OWNERS ASSOCIATION,
A Colorado nonprofit corporation.

By: Gary Paul Starr February 1, 2022
Gary Starr, Board President Date adopted: