RESOLUTION 17-01-01
OF THE
HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS

SUBJECT: Adoption of a policy and procedures for conducting Member, Delegate and Board meetings.

PURPOSE: To facilitate the efficient operation of Member, Delegate and Board meetings and to afford Members an opportunity to provide input and comments on decisions affecting the community.

AUTHORITY: The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law.

EFFECTIVE DATE: 2/21/2017

RESOLUTION: The Association hereby adopts the following procedures regarding the conduct of meetings:

1. **Member Meetings.** Meetings of the Members of each Delegate District of the Association shall be called pursuant to the Bylaws of the Association and notice shall be given as required by the Bylaws and Colorado law.

   (a) **Conduct.**

   (1) All Member meetings in a Delegate District shall be conducted pursuant to the Bylaws and the following rules of conduct.

   (A) Each person shall be given up to a maximum of three minutes to make a statement. Yielding of time by a speaker to another individual shall not be permitted.

   (B) A speaker may not engage in questions or a discussion with the Chair of the meeting.

   (C) A speaker may not repeat or continue to discuss any comments or statements a previous speaker already addressed.

   (b) **Voting.** All votes taken at Member meetings shall be taken as follows:

   (1) Contested elections of Delegates, defined as elections in which there are more candidates than positions to be filled, shall be conducted by secret ballot. Each Member entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event a Member holds a proxy for
another Member, upon presentation of such proxy to the Secretary of the Association or the Secretary’s designee, the Member shall receive a secret ballot to cast the vote of the Member who provided the proxy. The proxy shall be kept and retained by the Association.

(2) Uncontested elections of Delegates, defined as elections in which the number of candidates is equal to or less than the positions to be filled, and all other votes taken at a meeting of the Members shall be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice or by ballot. Notwithstanding the above, uncontested elections of Delegates or other votes on matters affecting the community shall be by secret ballot at the discretion of the Delegates or upon the request of 20% of the Owners within the District who are present at the meeting or represented by proxy.

(3) Written ballots shall be counted by a neutral third party, excluding the Association’s legal counsel, or a committee of volunteers who are not Delegates, and in the case of a contested election, are not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the Chair, Delegate or another person presiding during that portion of the meeting.

(4) The individual(s) counting the ballots shall report the results of the vote to the Chair by indicating how many votes were cast for each individual or how many votes were cast in favor and against any issue.

(c) **Proxies.** Proxies may be given by any Member as allowed by C.R.S. 7-127-203 and the Bylaws.

(d) **Member Action Without a Meeting.** Any action required to be taken or which may be taken at a meeting of Members in a Delegate District may be taken without a meeting in accordance with Colorado law and the Bylaws.

2. **Delegate Meetings.** Meetings of the Delegates shall be called pursuant to the Bylaws of the Association and notice shall be given as required by the Bylaws and Colorado law.

(a) **Conduct.**

(1) All Delegate meetings shall be conducted pursuant to the Bylaws and the following rules of conduct.

(A) The President of the Association shall chair any meeting of Delegates.
(B) Each person shall be given up to a maximum of three minutes to make a statement. Yielding of time by a speaker to another individual shall not be permitted.

(C) A speaker may not engage in questions or a discussion with the Chair of the meeting.

(D) A speaker may not repeat or continue to discuss any comments or statements a previous speaker already addressed.

(b) Voting. All votes taken at Delegate meetings can be taken verbally, by hand vote, written ballot, or any other method so long as the Association can document how many votes (based on the number of votes held by each Delegate) were cast in favor of each candidate. Secret ballots are required at the discretion of the Board of Directors or upon the request of Delegates holding 20% of the votes present at the meeting (in person or by proxy). Written ballots shall be counted by a committee of volunteers selected or appointed at an open meeting by the Chair.

(c) Owner Input. After a motion and second has been made on any matter to be discussed, at a time determined by the Delegates, but prior to a vote by the Delegates, Members, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as determined by the Chair.

(d) Proxies. A Delegate may vote in person or by proxy executed in writing pursuant to the Bylaws and filed with the Chairman of the meeting prior to the time the proxy is exercised.

(e) Delegate Action Without a Meeting. Any action required to be taken or which may be taken at a meeting of Delegates may be taken without a meeting in accordance with Colorado law and the Bylaws.

3. Board Meetings. Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.

(a) Conduct.

(1) All Board meetings shall be conducted pursuant to the Bylaws and the following rules of conduct.

(A) Each person shall be given up to a maximum of three minutes to make a statement. Yielding of time by a speaker to another individual shall not be permitted.

(B) A speaker may not engage in questions or a discussion with the Chair of the meeting.

(C) A speaker may not repeat or continue to discuss any comments or statements a previous speaker already addressed.
(b) **Owner Input.** After a motion and second has been made on any matter to be discussed, at a time determined by the Board, but prior to a vote by the Directors, Members, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as determined by the Chair.

(c) **Proxies.** A Director shall not be entitled to vote by proxy at any meeting of Directors.

(d) **Board Action Without a Meeting.** Any action required to be taken or which may be taken at a meeting of Directors may be taken without a meeting in accordance with Colorado law and the Bylaws.

(e) **Executive Sessions.** The members of the Board may hold a closed door, executive session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting as allowed by Colorado law. Minutes of executive sessions may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.

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

5. **Supplement to Law.** The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the Project.

6. **Deviations.** The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

7. **Amendments.** This Policy may be amended at any time by the Board of Directors.

**PRESIDENT'S CERTIFICATION:** The undersigned, being the President of Highlands Ranch Community Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on 2/21/2017 and in witness thereof, the undersigned has subscribed his/her name.

HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.,  
a Colorado nonprofit corporation,

By: [Signature]  
Jeff Suntken, President