

Section 4

Conduct of Association Meetings and Voting Procedures

The Board of Directors of Fairway Pines Estates Owners Association, Inc., a Colorado Nonprofit Corporation (the “**Association**”), hereby approves and adopts the following Resolution:

Resolved, that the following Policy of the Association related to Conduct of Association Meetings and Voting Procedures is hereby adopted and ratified:

1. **Owner/Member Meetings.** Scheduled meetings of the Owners/Members of the Association shall be called pursuant to the Bylaws of the Association.
 - a. In addition to any notice required in the Bylaws, notice of any meeting of the Owners/Members shall be posted not only at the Association website www.FairwayPinesPOA.com, but at the Association’s Mailbox Kiosk within the community at least 10 days prior to each such meeting, or as may otherwise be required by Colorado law.
 - b. Owner/Member meetings shall be held at least twice per year in late January and late July as is practical.
 - c. If any Owner requests that the Association provide notice via e-mail, and has provided the Association with a valid e-mail address, the Association shall send notice of any scheduled Owner/Member meetings to such Owners at the e-mail address provided after a request has been received pursuant to the Bylaws, but in no case less than 24 hours prior to any such meeting.

2. **Conduct.** All Owner/Member meetings shall be governed by the following rules of conduct and order:
 - a. The President of the Association (or designee) shall chair all meetings.
 - b. All Owners (or authorized guests) who attend a meeting of the Owners/Members will sign in, present any proxies and receive ballots (if meeting agenda so designates) as appropriate (See the Section herein regarding voting procedures).
 - c. Anyone wishing to speak must first be recognized by the Chair.
 - d. Only one person may speak at a time.
 - e. Each person who speaks shall first state his or her name and Lot number(s) or address.
 - f. Any person who is to be represented at the meeting by another person must first notify the Board of such request in writing, and the person will be permitted to speak for him or her for the time indicated hear-in.
 - g. Individuals wishing to address the meeting shall be permitted to speak without interruption from anyone as long as all rules here-in are followed.

- h.** Any comments are to be offered in a civilized manner, and without profanity, verbal personal attacks or accusations, or raising of the voice against any other member, whether present or not.
 - i.** Each person shall be given up to a maximum of two (2) minutes to make a statement, or to ask a question(s). The Board may decide whether or not to answer questions during the meeting. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased at the sole discretion of the Chair, but shall be uniform for all persons wishing to address the meeting.
 - j.** Any actions and/or decisions will require a motion and second.
 - k.** Once a vote has been taken, or the Chair calls a halt to the topic being discussed, there shall be no further discussion regarding that topic.
 - l.** Anyone disrupting the meeting, as determined by the Chair, shall be asked to “come to order”. Anyone who does not come to order will be requested to immediately leave the meeting.
 - m.** No meeting of the Owners/Members may be audio, video or otherwise recorded, except by the Board in its sole discretion to aid in the preparation of minutes. Anyone attempting to record, or actually record a meeting, other than the Board, shall be deemed to be in violation of these policies and subject to fines or other sanctions as determined by the Board. In addition, the Colorado Wiretapping Statute (Colorado Revised Statute, Section 18-9-303) provides that “Recording or overhearing a telephone conversation, or any other electronic communication, without the consent of a party to the conversation is a felony punishable by a fine of between \$1,000 and \$100,000, and one year to 18 months in jail”. It should be noted that any meeting of the Fairway Pines Estates Owners Association is a meeting only open to members of the Association, and is not a public meeting.
 - n.** The Chair may establish such rules of order as may be necessary from time to time.
3. **Voting.** All votes taken at Owner meetings shall be taken as follows:
- a.** Election of Board members shall be conducted by secret ballot. Each Owner entitled to vote pursuant to the CCR&Es and Bylaws shall receive one ballot per owned lot, or multiple ballots equal to the number of authorized residential units within a cluster lot. Each developed or separately-owned unit within a cluster lot shall be entitled to one ballot. The total number of ballots issued per cluster lot shall equal the number of authorized cluster lot residential units. The ballot shall contain identifying information concerning the ballot holder in order to verify voting accuracy and verification by the Association that the individual is authorized such partial or full vote as approved by the Association of ownership records. Such information shall be kept confidential by the Association and not part of the public record of the vote or the meeting. In the event an Owner presents a proxy for another Owner, and upon presentation of such proxy to the Secretary of the Association, or the Secretary’s

- designee, the Owner shall receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy shall be kept and retained by the Association.
- b. All other votes taken at a meeting of the Owners shall be taken in such method as determined by the Board including acclamation, by hand, by voice, or by ballot, unless otherwise required by law. At the discretion of the Board, or upon request of twenty percent (20%) of the Owners (only one vote per owned lot, except as described above regarding cluster lots), or represented by proxy, if a quorum has been achieved, a vote on any matter affecting the Association on which all Owners are entitled to vote shall be by secret ballot.
 - c. Written ballots shall be counted by a neutral third party, or by a committee of volunteers selected by the Chair in a fair manner. The volunteers shall not be Board members at any time.
4. **Proxies.** Proxies may be given by any Owner as allowed by C.R.S. 7-127.2013. All proxies shall be reviewed by the Association's Secretary or designee as to the following:
- a. Validity of the signature;
 - b. Signatory's authority to sign for the unit Owner;
 - c. Authority of the unit Owner to vote;
 - d. Conflicting proxies; and
 - e. Expiration of the proxy
5. **Board Meetings.** Meetings of the Board of Directors of the Association shall be called and managed pursuant to the Bylaws of the Association, and state law governing the conduct of such meetings.
- a. In addition to any notice required in the Bylaws, notice of any meeting of the Board of Directors shall be posted not only at the Association website www.FairwayPinesPOA.com, but at the Association's Mailbox Kiosk within the community at least 3 days prior to each such meeting, or as may otherwise be required by Colorado law.
 - b. Board meetings shall be held monthly, or at least 10 times per year as is practical.
 - c. If any Owner requests that the Association provide notice via e-mail, and has provided the Association with a valid e-mail address, the Association shall send notice of any scheduled Board meeting to such at the e-mail address provided after a request has been received pursuant to the Bylaws, but in no case less than 24 hours prior to any such meeting.
6. **Conduct.** All Board meetings shall be governed by the following rules of conduct and order:
- a. The president of the Association, or designee, shall chair all Board Meetings.

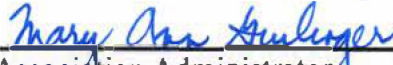
- b. All persons who attend a meeting of the Board, other than the Board members, advisors or Association employees shall be required to sign in, listing their name and Lot(s) numbers or address.
- c. All Owners will be given an opportunity to speak as to any matter or ask questions of the Board, or Advisors only during the Members Comment Section as noted on the scheduled agenda, or at such other time as determined solely by the Chair. However, in the sole discretion of the chair, a decision not to respond to questions may be made. Any Owner wishing to speak during the Members Comment Section shall so indicate at the time of sign in.
- d. Anyone desiring to speak shall first be recognized by the Chair.
- e. Only one person may speak at a time.
- f. Each person speaking shall first state his or her name and Lot(s) number or address.
- g. Any person who is represented by another person must first have informed the Chair in writing that they wish said individual to speak for them.
- h. Those addressing the Board shall be permitted to speak without interruption from anyone as long as the rules here-in are followed.
- i. Comments are to be offered in a civilized manner, without profanity, verbal or written personal attacks, accusations, or shouting. Comments are to be relevant, fact based and relevant to the purpose of the meeting or specific issue at hand.
- j. Each person shall be given up to a maximum of two minutes to speak or to ask questions, although questions may or may not be answered until a later date at the Board's sole discretion. Each person may only speak once during the Member Comments Section, and once on any other issue prior to a vote by the Board on a specific issue. Yielding of time by a speaker to another individual shall not be permitted. Time limit as noted above may be increased or decreased by the Chair, but shall be uniform for all persons addressing the meeting.
- k. No meeting of the Board, or any Board Committee, may be audio, video or otherwise recorded except by the Board at its sole discretion to aid in the preparation of minutes. Anyone attempting to record, or who actually records a meeting, other than the Board, shall be deemed to be in violation of these policies and subject to fines or other sanctions, and applicable laws, including, without limitation, the Colorado Wiretapping Statute (C.R.S. Section 18-9-303) which provides that "Recording or overhearing a telephone conversation, or any electronic communication, without the consent of a party to the conversation is a felony punishable by a fine of between \$1,000 and \$100,000 and one year to 18 months in jail."
- l. As noted previously, attendance at any meeting of the Fairway Pines Estates Owners Association is limited solely to Owners, and meetings are not open to the public.
- m. Minutes of all actions taken shall be kept by the Association and are posted upon the Association's website www.FairwayPinesPOA.com following approval at the next regularly scheduled Board of Directors meeting.

- n. Anyone disrupting any Board or Committee Meeting, as determined by the Chair, shall be asked to “come to order”. Anyone who does not come to order shall be requested to immediately leave the meeting.
7. **Owner Input.** After a motion and second has been made on any matter to be discussed, but prior to a vote by the Directors, Owners present at such time shall be afforded an opportunity to speak for a maximum of two minutes only on the specific motion as follows:
- a. The Chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor, or against, the motion.
 - b. Following Owner input, the Chair will declare Owner input closed, and there shall be no further Owner participation on the motion unless a majority of the Board of Directors votes to allow further discussion by Owners.
8. **Special Member Meetings.** Special Member Meetings of the Owners/Members, may be called as specified in the Bylaws. Such meetings shall be noticed with an agenda not less than 10, but no more than 50 days, before a special meeting. The Secretary of the Association shall provide all Owners notice by e-mail (or letter if e-mail is not provided) of a Special Member Meeting and appropriate agenda which shall also be posted at the Mailbox Kiosk. The notice of Special Member Meeting will contain the time and date, location, items on the agenda, or any other information the Board feels will be helpful to the discussion. All applicable rules for Owner or Board meeting conduct shall apply as noted here-in.
9. **Executive Session of the Board or its Committees.** The Board, or any committee of the Board, may hold a closed-door executive session during any meeting, and restrict attendance to the members of the Board or Committee, Advisors, and such other persons as the Chair deems necessary to the protection of the attorney/client privilege. Before holding the session, the chair will state the general matter being discussed by identifying the category listed below. No policies, procedures, rules or regulations or other actions may be adopted in executive session. Any action on any matter discussed in executive action must be entered on the record in the minutes of the meeting where the executive action took place as determined by the Chair.
- a. Review of or discussion related to any written or oral communication with legal counsel.
 - b. Matters, on advice of counsel, that are of a sensitive nature and would interfere with on-going negotiations relating to contracts, reports, pending legal agreements or positions.

- c. Consultation with legal counsel concerning disputes that are the subject of pending or current legal proceedings or matters that are privileged or confidential between attorney and clients.
 - d. Any matter which would constitute an unwarranted invasion of individual privacy if discussed openly.
 - e. Matters protected from disclosure by constitutional, statutory, or judicial imposition.
 - f. Matters related to employees or officers of the Association.
10. **Definitions.** Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Covenants and Bylaws shall have the same meaning herein.
11. **Supplement to Law.** The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Covenants, Bylaws, and the law of the State of Colorado governing Associations.
12. **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.

Adopted November 16, 2007

Amended May 19, 2017



Association Administrator