

BEAR CREEK LAND OWNERS ASSOCIATION

82 Coach Drive, Antonito, Colorado, 81120

CONDUCT OF MEETINGS

BCLOA POLICY/PROCEDURE RESOLUTION 2016-2 (Rev 10-11-2019)

WHEREAS, in order to promote responsible governance, the Colorado Common Interest Ownership Act, section 38-33.3-209.5, Colorado Revised Statutes, requires Bear Creek Land Owners Association (“the Association”) to adopt Responsible Governance Policies and Procedures, specifically including a policy and procedure for the conduct of meetings;

WHEREAS, the Board of Directors of the Association (“the Board”) is empowered to adopt policies and procedures for the Association; and

WHEREAS, it is the intent that this Policy Resolution shall be applicable to all meetings of the Board and the members until this resolution is rescinded, modified, or amended by a majority of the Board.

NOW, THEREFORE, BE IT RESOLVED THAT the following policies and procedures are adopted and established regarding the conduct of meeting of the Board and the members:

A. Board Meetings

1. Notice of Meetings. Notice of all regular and special meetings of the Board shall be given to directors as provided in the Bylaws. Notice of Board meetings and the meeting agenda will also be posted on the Bear Creek website and shall be provided by electronic mail, as authorized by each member, at least 10 days before the meeting or such shorter time as provided in the Bylaws for giving notice to directors.

2. Open Meetings. All regular and special meetings of the Association’s Board, or any committee, thereof, shall be open to attendance by all members of the Association or their representatives. The Secretary, or the Secretary’s designee, is responsible for taking minutes. No recording device shall be used during the meeting by any Board member, member of the Association, or a third party, unless a motion to permit recording devices is made and unanimously passed by the members of the Board present at the meeting.

3. Reports and Agendas. The President shall create an agenda for each Board Meeting. Agendas will list each topic. Agendas shall be provided to members in the same manner as notices of meetings. Reports will be attached to the minutes and only action taken to approve or address a motion stated in a report will be reported in the minutes.

4. Conduct of Meetings.

a. Chair of Meeting. The President shall serve as chair and preside over the meeting. In his or her absence, the 1st Vice President shall chair the meeting. If he or she is not available, then the 2nd Vice President will chair the meeting. No meeting will be held without a quorum of the Board present.

b. Members' Forum. Time will be allocated at the beginning of each regular meeting for a Members Forum, in which landowners/members may present any topic of concern or interest for discussion before the Board. Prior to the start of the Board meeting presenters will sign in by printing their name and topic for presentation on a form provided by the Board. The Members' Forum shall be conducted according to the following rules:

- The chair of the meeting will set a time limit for each speaker, generally 3 minutes. In the event the member exceeds the time, he or she must either ask for additional time or postpone until the next meeting. It is the Board's decision as to whether or not to allow extra time. Presenters shall complete their presentation before the topic is opened for questions from the Board.
- Only the chair may interrupt a speaker and then only for the purposes of limiting the time of the discussion or due to personal attacks or abusive language.
- Only one person may speak at a time.
- Personal attacks or abusive language will not be tolerated.
- The Board may elect to terminate discussion at any time due to time constraints.

c. Motions. For each matter upon which the Board anticipates taking action, a motion must be made proposing such action. After a motion by a director and Board discussion on the motion, but prior to a vote on the motion, there shall be a Members' forum up to five minutes. The chair shall request a show of hands of Member's who desire to speak in favor of the motion and members who desire to speak in opposition to the motion and the members may designate one person to represent each position. If the members cannot agree on a spokesperson, the chair may select one person from those who desire to speak in favor of the motion and one person from those who desire to speak in opposition to the motion. Each member shall have two minutes to speak. The chair, in its discretion shall have the option to extend the member comment period or permit additional members to speak. If a Board member or a committee representative reasonably anticipates they are going to make a motion, the motion should be included in the report submitted as set forth in Section 3 above. The Secretary will assure that motions included in written reports will be included in the Board agenda under that report. The minutes shall reflect the motion as stated or as amended in its final form, and, unless the vote is unanimous, the vote of each director or officer. If a Board member requests, a reason for the member's vote may be stated and recorded in the minutes. Otherwise, a summary of the discussion in support of or opposed to the motion shall not be stated in the minutes.

5. Executive Sessions. Per C.R.S 38-33.3-308(4)(a) to (f), the Board or any committee thereof, may hold a closed door executive session and may restrict attendance to only those persons requested by the Board during a regular or special board or committee meeting.

The reasons for conducting an executive session shall be limited to a discussion of one or more of the following subject matters:

- a. Personnel matters, managing agent's or operating manager's contract, or matters involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the association
- b. Consultation with retained legal counsel concerning disputes that are the subject of pending or threatened court proceedings or matters that are privileged or confidential between the attorney and the association.
- c. Investigative proceedings concerning possible or actual criminal misconduct.

- d. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.
- e. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.
- f. Review of or discussion related to any written or oral communication with retained legal counsel.

Prior to the time members of the Board or a committee thereof convene in executive session, the chair of the body shall announce the general subject matter to be discussed as stated in subsections (a) through (f).

- (1) No rule or regulation of the Board or any committee shall be adopted during an executive session
- (2) The minutes of all meetings at which executive sessions are held shall indicate that an executive session was held and the general subject matter of the executive session using the descriptions set forth in subsections (a) through (f)

6. Minutes. Minutes of the Association will shall be a concise record of the actions taken by the Board or a committee of the Board. The minutes may include, as attachments, written reports submitted by Board Officers, employees or committee chairs, as well as a list of Action Items. Minutes shall be posted on the BCLOA website with four days of their approval by the Board.

a. When possible, a draft of any "Action Items List" should be made available to Board members within 2 weeks of the adjournment of a meeting, and a draft of the minutes no later than three weeks from the date of a meeting.

b. The Secretary, or the Secretary's designee, may record the Board's meetings using an audio recorder, and a may use log form similar to the one attached as Enclosure 1. Each action, as described below, shall be logged as it occurs using a brief description. Whenever possible, the Secretary, or the secretary's designee, shall refer to the log in preparing a draft of the minutes. Minutes should reflect the **actions** taken by the board and **how** they were approved. The minutes should contain enough information to make the minutes useful when they are later used for reference or to show that an action was properly taken or that the directors fulfilled their fiduciary duties. The minutes should reflect decisions and reasons for those decision, not discussions or specific conversations. This requirement does not apply to Committee Meetings.

c. In general, each set of minutes shall contain, when appropriate, the following:

- (1) The exact name of the association, the date, time, place, and name of the person calling the meeting to order, including a statement as to whether it is a regular, emergency, or a special meeting of the Board.
- (2) A roll call of those Board members present, those absent, and whether a quorum exists. Once a quorum is established it shall remain in effect if one or more members leave the meeting. If a member of the Board or Committee arrives or departs after the meeting has started, the minutes should reflect the point in time at which the member arrived or departed.
- (3) Approval of the minutes of the last meeting.
- (4) The names of any members who ask to speak during the Owner's Forum and a brief description of the topic discussed by the member.
- (5) The names of any persons present who submit or make a report to the Board.

- (6) Reference to Reports, which can be attached to the Minutes in lieu of repeating their contents:
 - (i) Report by any officers of actions taken since the last meeting.
 - (ii) A financial report or a summary of a report previously provided by the treasurer.
 - (iii) Operation manager's Report
 - (iv) Water System Manager Report
 - (v) Reports of any Committees
 - (7) Old (Unfinished) Business, Including progress on any Action Report.
 - (8) New Business.
 - (9) If one is held, a statement of the time the Board entered an Executive Session and the time it returned from executive Session along with a generic explanation of the purpose of the of the executive session as set forth in in 6, (a) through (f) herein.
 - (10) Any action taken by the Board (action on motions, approvals. Delegations of authority, directives), using wording that clearly shows that the Board took action. If a motion requires an individual to follow up regarding the action taken, the minutes should identify the individual.
 - (11) The minutes should record any recusal from discussions or abstentions from voting.
 - (12) Date of the next meeting, if known.
 - (13) If the meeting will continue, indicate the meeting is in recess and the date and time on which it will resume.
 - (14) N. Adjournment time
- d. Minutes should refrain from containing the following:
- (1) *An exact or almost exact transcript* of everything that occurred. Minutes should not be a record of discussions or contain lot owner or board member comments.
 - (2) *Correspondence* from members or directors.
 - (3) *Editorial comments or opinions*, unless a Board member requests that the member's reason for the member's vote be stated in the minutes.
 - (4) *Any defamatory or insulting comments* stated by anyone attending or observing the meeting.
 - (5) The *name of the person who seconds* a motion.
 - (6) *Amendments to motions* do not have to be set forth or explained, as long that the minutes reflect the motion was passed *as amended*.
 - (7) *Actions of committees* normally do not need to be reflected in the minutes – unless it is required by the Declaration or the Bylaws.
 - (8) *Remarks of guest speakers*
 - (9) *The exact content of debate or discussion* on a motion does not need to be recorded. The fact that "There was (extensive) debate and discussion" is all that is required.

- e. Minutes should be approved by a majority of only those members of the Board or Committee who attended the meeting.
- f. Minutes, once approved shall be signed and dated by the Secretary and posted on the BCLOA website in PDF format with an email to all members informing them that the minutes are available for their review on the website.

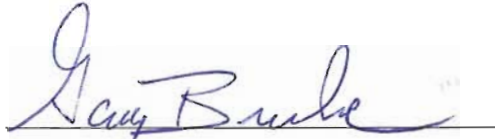
B. Member Meetings

1. Notice of a membership meeting shall be sent to each member not less than 10 or more than 50 days prior to the meeting. Notice of member meetings will be posted on the community bulletin board and on the Association's web site. If a member requests notice by e-mail only and provides an e-mail address, notice will be provided by e-mail.
2. Each member will sign in prior to the meeting for himself/herself and for any proxies he/she holds. If an election or vote is to be held, the member will be given the appropriate number of ballots. Voting rights of members not in good standing are suspended and such members shall not be given a ballot.
3. Secret ballots are required for the following: any ballot for election of a contested position on the Board of Directors; and any ballot for other matters if so requested by at least 20% of the members present in person or by proxy at the meeting. If secret balloting is not required, the Association may indicate the number of proxies held on the ballot itself.
4. The President of the Board of Directors, or other person directed by the Board, will call the meeting to order and conduct the meeting. The meeting shall proceed in the order set forth in the agenda.
5. Each member who wishes to speak will be given three minutes to speak. Members may not speak a second time until everyone who wishes to speak has been given an opportunity to speak once. Members may not speak more than twice on any one topic, subject to the chair's discretion.
6. Members must maintain decorum and refrain from addressing the membership or Board until recognized by the chair. Upon being recognized, the member must state his/her name and address.
7. Members may not interrupt anyone who validly has the floor, or otherwise disrupt the meeting. Members may not engage in personal attacks on either Board members or other Association members. All comments and questions are to be delivered in a businesslike manner and comments shall be confined to matters germane to the agenda item being discussed. No member may use abusive, rude, threatening, vulgar, or crude language. To facilitate free and open discussion members shall not audio or video record meetings.
8. Members must obey all orders made by the meeting chair, including an order to step down. Any Member who refuses to follow the above rules will be asked to leave the meeting.
9. Any motions must be seconded prior to discussion and voting. Because the nature of a motion and vote may be outside the Members' authority, the Board reserves the right to determine whether a motion will be considered binding on the Association or a recommendation for proceeding.
10. Ballots shall be counted by a neutral third party or by a committee of volunteers who shall be members selected or appointed at an open meeting by the President of the Board or other person presiding during that portion of the meeting. The committee of volunteers shall not be Board members and, in case of a contested election for a Board position, shall not be candidates. The results of a vote taken by secret ballot shall be reported without identifying information of members participating in such vote.

11. Meetings are not required to be held in accordance with Robert's Rules of Order.

SECRETARY'S CERTIFICATION: The undersigned, Secretary of Bear Creek Land Owners Association, a Colorado non-profit corporation, certifies that the foregoing Policy Resolution was adopted by the Board of Directors of the Association pursuant to the Board's Policy For Action Taken Outside of a Board Meeting (2011-#11-2), on October 11th, 2019. In witness thereof, the undersigned has subscribed his/her name.

Bear Creek Land Owners Association, Inc.

A handwritten signature in blue ink, appearing to read "Gary Burke", is written over a horizontal line.

Gary Burke, Secretary