

**RESOLUTION OF
RED CREEK RANCH-NEWTON PROPERTY OWNERS ASSOCIATION,
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

SUBJECT: Adoption of a policy and procedures for conducting Owner and Board Meetings.

PURPOSE: To facilitate the efficient operation of Owner and Board meetings and to afford Owners 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: March 11, 2014

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

1. Annual and Special Meetings: Annual and Special Meetings of Property Owners of the Association shall be called pursuant to the Bylaws of the Association.

a. Notice.

Written notice of each annual meeting of the Members shall be given by hand delivering or by mailing a copy of such notice, postage prepaid, at least 30 days before such meeting to each Member. Written notice of any special meeting shall be given as above but at least 10 days in advance of the meeting.

b. Conduct: All Owner meetings shall be governed by the following rules of conduct and order:

1. The President of the Association or his designee shall chair all Owner meetings.
2. All Owners and persons who attend a meeting of the Owners will sign in, present any proxies and receive ballots as appropriate. (See section below regarding voting.)
3. Anyone wishing to speak must first be recognized by the Chair.
4. Only one person may speak at a time.
5. Each person who speaks shall first state his or her name and address or Lot number.
6. Any person who is represented at the meeting by another person, as indicated by a written instrument, will be permitted to have such person speak for him/her.
7. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as the rules are followed.
8. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments need to be relevant to the purpose of the meeting.
9. Each person shall be given a reasonable time to make a statement or to ask questions. The Board may decide whether or not to answer questions during the meeting. The determination of 'reasonable time' shall be made by the Chair, but shall be uniform for all persons addressing the meeting.

10. All actions and/or decisions will require a first and second motion.
11. Once a vote has been taken, there will be no further discussion regarding that topic unless authorized by the Chair.
12. In order to properly preserve the content and context of the meeting, the meeting may be audio, video or otherwise recorded by the Board of Directors or an Owner as long as the recording is not disruptive as determined by the Chair. Minutes of actions taken shall be kept by the Association.
13. 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.
14. The Chair may establish such additional rules of order as may be necessary from time to time.

c. Voting: All votes taken at Owner meetings shall be taken as follows:

1. Contested elections of Board members, defined as elections in which there are more candidates than positions to be filled, and shall be conducted by secret ballot. Each Owner is entitled to vote pursuant to the Bylaws and shall receive a ballot. In the event an Owner holds a proxy for another Owner, 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.
2. Uncontested elections of Board members, 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 Owners shall be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice or by ballot.
3. Written ballots shall be counted by a neutral third party, or a Committee of volunteers who are not Board members, and in the case of a contested election, not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the Chair of the Board or another person presiding during that portion of the meeting. Candidates may ask a committee member to recuse himself or herself, if he/she feels that the committee member is not neutral, a request that cannot be denied. In that event another committee member, whom is acceptable to all candidates, will be appointed.
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.

2. Board Meetings. Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association. All regular and special meetings of the Board of Directors of the Association, or any committee thereof, shall be open to attendance by all members of the association, or their representatives. Agenda for meetings of the executive board shall be made reasonably available for examination by all members of the association or their representatives. A member who wishes to attend a meeting of the Board of Directors shall inform the Board, who shall provide the member with the details including the date, time and location of the next scheduled Board meeting. However, this paragraph shall not restrict the fact that the Board can meet anytime, unannounced to the general membership, at any time or place in the State of Colorado

to consider, and act on any issue. Also, this resolution shall not nullify any actions of any past Board meetings prior to this Resolution being passed by the Board in office on the date of this Resolution.

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, Bylaws and the laws of the State of Colorado.

6. 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. Amendment. This policy may be amended from time to time by the Board of Directors.

PRESIDENT'S CERTIFICATION:

The undersigned, being the President of the Association, certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association on 3/11/2014 and in various witness thereof, the undersigned has subscribed his/her name.

Red Creek Ranch-Newton Property Owners Association.
a Colorado nonprofit corporation

By: _____
President

