

# **THE SPIRES DRAINAGE HOMEOWNERS ASSOCIATION, INC.**

## **UPDATED CONDUCT OF MEETINGS POLICY AND PROCEDURE**

Effective Date: August 17, 2017

The Board of Directors desires to adopt a uniform and systematic policy and procedure to address conduct of Board and Member meetings.

The Association hereby adopts the following policy and procedure for Board and Member meetings:

### **1. BOARD MEETINGS**

A. The Board shall hold an organizational meeting immediately following the annual meeting to elect officers, adopt the budget if not previously approved, to set the annual assessments and transact such other business as may properly come before it. No notice shall be required for this meeting.

B. If a schedule is set for regular Board meetings, no notice beyond the schedule need be given. Notice of special Board meetings shall be given at least 3 days prior to the meeting. Notice shall be by telephone, email or by leaving notice at the director's residence.

C. All Board meetings shall be open to attendance by Members of the Association, or their representatives, provided that the Board may go into executive session for any purpose allowed by law. Members may be excluded from executive session.

D. The Board may post notice of upcoming Board meetings on a website.

E. The meeting agenda shall be made reasonably available for examination by Members of the Association or their designated representatives upon request.

F. There shall be a Members' forum at the beginning of each regular Board meeting. The Members' forum shall be for up to 10 minutes, although the Board may extend this time in its discretion. The rules for Member participation during the meetings are as follows:

(i) Each Member who wishes to address the Board on an agenda item or on any other matter will be given a reasonable time to speak, provided the chair may impose reasonable time limits to facilitate Member participation. After other Members have had an opportunity to speak, then a Member who has already spoken will be given another opportunity, time permitting.

(ii) Each Member who wishes to speak must be recognized by the chair. Once recognized, the Member shall state his/her name and address.

(iii) All comments must be delivered in a businesslike and professional manner. Personal attacks or inflammatory comments will not be permitted.

(iv) A Member who wishes to speak about any matter on the agenda of the Board meeting shall do so only during the Members' forum.

(v) The Board is not obligated to take immediate action on any item presented by a Member.

G. Following the conclusion of the Members' forum, the Board will proceed with the business portion of the meeting. 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, Owners, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as follows:

- (1) The Chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor or against the motion. The Chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the motion and for how long each person will be permitted to speak. The Chair shall also announce the procedure for who shall be permitted to speak if not everyone desiring to speak will be permitted to speak.
- (2) Following Owner input, the Chair will declare Owner input closed and there shall be no further Owner participation on the motion at hand unless a majority of the Board of Directors votes to open the discussion to further Owner participation.

H. Items shall be discussed pursuant to the meeting agenda, provided that items may be taken out of order if deemed advisable by a majority of Board Members present. Items not on the agenda may be discussed once all other items have been concluded, time permitting. If items that are not on the agenda are discussed, Members shall be given a reasonable opportunity to comment in accordance with the terms of Paragraph F above.

I. Any director may make a motion. All motions shall be recorded in the minutes. Motions must be seconded to be discussed and voted upon. The minutes shall record the number of votes in favor, votes against, and abstentions. If any director requests his/her vote in favor or against or his/her abstention be recorded in the minutes, the minutes shall so reflect.

J. If any Owner has requested that the Association provide notice via email and has provided the Association with an email address, via subscribing to the Association's website, the Association shall send notice of all Owner meetings to such Owner at the email address provided as soon as possible after notice is provided pursuant to the Bylaws but in no case less than 24 hours prior to any such meeting.

K. Board meetings are not required to be held in accordance with Robert's Rules of Order.

L. No forms of audio or visual recording are permitted at any Board or Annual meetings.

## **2. ANNUAL MEETINGS/SPECIAL MEMBER MEETINGS**

A. The Board shall give a statement of all acts and corporate affairs at the annual meeting, in addition to any other business to be conducted.

B. Notice of a Membership meeting shall be personally delivered or mailed to each Member not less than 10 or more than 60 days prior to the meeting. Notice may also be posted on a website. There is no conspicuous central location in which it is feasible and practical to post physical notice in the community. If a Member requests notice by e-mail only and provides an e-mail address, notice will be provided by e-mail.

C. Each Member will sign in prior to the meeting for himself/herself and for any proxies he/she holds. Voting rights of delinquent Members are suspended and such Members shall not be given a ballot. If an election or vote is to be held, the Member in good standing will be given the appropriate number of ballots.

(i) Any ballot at the meeting for the election of directors shall be a secret ballot.

(ii) A Directed Proxy "ballot" may be used for mail in voting which is not secret, as the owner's identity is required to verify ownership and address.

(iii) If secret balloting is not required, the Association may indicate the number of proxies held on the ballot itself.

D. 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.

E. Each Member who wishes to speak will be given 5 minutes to speak, provided the chair may impose reasonable time limits to facilitate Member participation. 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.

F. 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.

G. 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.

H. Members must obey all orders made by the meeting chair, including an order to step down.

I. Any Member who refuses to follow the above rules will be asked to leave the meeting.

J. 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. Such determination may be made following consultation with legal counsel.

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

### **3. 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 for discussion of the following:

- (1) Matters pertaining to employees of the Association or the manager's contract or involving the employment, 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) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
- (5) Review of or discussion relating to any written or oral communication from legal counsel; and
- (6) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.

Prior to holding a closed door session, the President of the Board, or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.

No rule or regulation shall be adopted during a closed session. A rule or regulation may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following a closed 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. Minutes of executive sessions may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.

**PRESIDENT'S CERTIFICATION:**

The undersigned, being the President of the Spires Drainage Homeowners Association, 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 August 17, 2017 and in witness thereof, the undersigned has subscribed his name.

**SPIRES DRAINAGE HOMEOWNERS ASSOCIATION,**  
a Colorado nonprofit corporation,

By:  \_\_\_\_\_  
President