

SAN JUAN RIVER RESORT PROPERTY OWNERS ASSOCIATION, INC.

POLICY: PROCEDURE FOR THE CONDUCT OF MEETINGS

Adopted November 11, 2014

The following policy has been adopted by the Board of Directors of the San Juan River Resort Property Owners Association to ensure compliance with the Colorado Common Interest Ownership Act and because the board of Directors desires to adopt a uniform and systematic policy and procedure for Board and Member meetings.

Purpose: To facilitate the efficient operation of Owner and Board meetings and to afford Owners the opportunity to provide input and comments on decisions affecting the community.

NOW, THEREFORE, IT IS RESOLVED that the Association hereby adopts the following procedures regarding the conduct of meetings:

1. OWNER MEETINGS: Meetings of the Owners of the Association shall be called pursuant to the Bylaws of the Association.

(a) CONDUCT

(1) All meetings shall be governed by the following rules of conduct and order:

(A) The President of the Association or designee shall chair all Owner meetings.

(B) 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).

(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 Property address.

(F) 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.

(G) Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.

(H) Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting.

(I) Each person shall be given up to a maximum of five minutes to make a statement or to ask questions. The Board may decide whether or not to answer questions during the meeting. Each person may only speak once. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the Chair, but shall be uniform for all persons addressing the meeting.

(J) All actions and/or decisions will require a first and second motion.

(K) Once a vote has been taken, there will be no further discussion regarding that topic.

(L) To allow for and encourage full discussion by Owners, no meeting may be audio, video or otherwise recorded. Except that the secretary may record the meeting solely for the purpose of creating the Minutes. This recording shall be destroyed by the secretary upon acceptance of the minutes by the board. The association shall keep minutes of actions taken.

(M) 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.

(N) The Chair may establish such additional rules of order as may be necessary from time to time.

(b) VOTING

All votes taken at Owner meetings shall be taken as follows:

(1) Election of Board Owners shall be conducted by secret ballot. Each Lot Owner entitled to vote pursuant to the Bylaws shall receive a ballot. (One vote per lot). The ballot shall contain no identifying information concerning the ballot holder. 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) 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, unless otherwise required by law.

(3) Written ballots shall be counted by a neutral third party (which excludes the Association's manager and legal counsel) or by an Owner(s), who is not a candidate, selected randomly from a pool of two or more unit owners. The Chair shall specify the procedure for randomly selecting the Owner(s). Such procedure shall ensure that the Owner(s) selected is done so without being chosen by the Chair, Board of Directors or candidates.

(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 owner as allowed by C.R.S. 7-127-203.

(1) 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 property owner

(C) Authority of the property owner to vote

(D) Conflicting proxies

(E) Expiration of the proxy

2. **BOARD MEETINGS:** Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.

CONDUCT

(1) All meetings of the Board of Directors 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. Prior to going into executive session, the chair of the meeting shall announce the purpose for the executive session.

(2) The meeting agenda shall be made reasonably available for examination by members of the associations or their designated representatives.

(3) There shall be an Owners forum at the beginning of each regular Board meeting. The Owners forum shall be for up to 15 minutes, although the Board may extend this time at its discretion. The Board is not obligated to take immediate action on any item presented by an Owner. The Owner forum will be the only time available for people attending the meeting by electronic means to speak. Following the conclusion of the Owner forum, the Board will proceed with the business portion of the meeting.

(4) All 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 shall be required to sign in. Those persons teleconferencing shall identify themselves to the Board.

(C) All Owners will be given an opportunity to speak as to any matter or ask questions of the Board during the Owner forum at the beginning of the meeting. Any Owner wishing to speak during the Owner forum shall so indicate so 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 Property address.

(G) Any person who is represented by another person as indicated by a written instrument at the meeting shall be permitted to have such person speak for them.

(H) Those addressing the Board shall be permitted to speak without interruption from anyone as long as these rules are followed.

(I) Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting or issue at hand.

(J) Each person shall be given up to a maximum of five minutes to speak or to ask questions, although questions may not be answered until a later date. Each person may only speak once during the owner forum and once on any other issue prior to a vote by the Board on such issue. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the Chair but shall be uniform for all persons addressing the meeting.

(K) So as to allow for and encourage full discussion by Owners, no meeting may be audio, video or otherwise recorded. Except that the secretary may record the meeting solely for the purpose of creating the Minutes. This recording shall be destroyed by the secretary upon acceptance of the Minutes by the board. The association shall keep Minutes of actions taken.

(L) Anyone disrupting the 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.

(M) 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 physically present at such time shall be afforded an opportunity to speak on the motion.

NOTES:

(1) 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.

(2) Amendment. This Policy may be amended at any time by the Board of Directors.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of the **San Juan River Resort Inc Property Owners 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 this date and in witness thereof, the undersigned has subscribed his/her name.

San Juan River Resort Inc Property Owners Association, A Colorado nonprofit corporation

By:  President

Date 02/17/15