

Rosewood Hills Property and Homeowner's Association, Inc.

POLICIES AND PROCEDURES REGARDING CONDUCT OF MEETINGS

Adopted on: January 19th, 2017

The following policy has been adopted by Rosewood Hills Property and Homeowners Association, Inc. ("Association") pursuant to C.R.S.38-33.3-209.5 as amended, at a special meeting of the Board of Directors.

Effective date: February 1st, 2017

Purpose: To establish a uniform and systematic protocol for conducting meetings of the Association, including Members' meetings and Board meetings; to ensure equitable participation by Members while permitting the Board to conduct the business of the Association; and to memorialize the circumstances under which the Board may convene into executive session.

NOW, THEREFORE, IT IS RESOLVED that the Association does hereby adopt the following policies and procedures governing the conduct of meetings of the Members and meetings of the Board:

1. **Members' Meetings/Board Meetings.** All regular and special meetings of the Members and Board of Directors are open to all Members of the Association or to any person designated in writing as a Member's representative (hereinafter, a "designated representative"). At an appropriate time determined by the Board, but before the Board votes on an issue under discussion, Members or their designated representatives shall be permitted to speak regarding that issue. The Board may place reasonable time restrictions on persons speaking during the meeting. If more than one person desires to address an issue and there are opposing views, the Board shall provide for a reasonable number of persons to speak on each side of the issue.

2. **Agenda; Open Forum.** The President of the Board of Directors, and in his absence, the First Vice President, shall be chairman of all meetings. The agenda for all meetings shall be in accordance with the order of business as determined by the Board. Members are to submit any agenda item to the President of the Board of Directors not later than ten (10) days prior to the members meeting date. The agenda for Members' meetings shall include a Resident Open Forum during which any Member or Member's designated representative who wishes to speak will have the opportunity to do so, subject to the remaining provisions of this policy. The agenda for Board meetings shall include a Resident Open Forum, subject however, to the Board's right to dispense with or limit the Resident Open Forum at the discretion of the Board, except that such limits on Resident Open Forum shall always be subject to the provisions of paragraph I of this policy. Agenda items for Board meetings shall be submitted not later than five (5) days prior to the meeting date with the posting to the Bulletin Board no later than three (3) days prior to the meeting.

3. **Limits on Right to Speak.** The Board shall have the right to determine the length of time of the Open Forum. The chairman of the meeting may place reasonable limitations upon the time given to each member seeking to comment, to allow sufficient time for as many members as possible to comment within the time permitted. Unless otherwise determined by the chairman, the time limit will be three minutes per member. The chairman shall, to the best of his/her ability, allocate time to each Member for comment so as to allow as many Members as possible to speak within the time permitted, except that the chairman may limit discussion to avoid repetition of comments by the Members. Each Member will be allowed to speak more than once during Open Forum only at the discretion of the Board. However, no

member may speak a second time until all members wishing to speak have had an opportunity to speak once.

4. **Sign-Up Sheets.** A sign-up sheet will be made available to members immediately prior to the meeting. Any Member wishing to comment at the ensuing meeting may add his/her name to the sign-up sheet. Subject to the remaining provisions of this policy, Members will be recognized for comment at the meeting in the same order as their names appear on the sign-up sheet. All Members wishing to comment who have not placed their names on the sign-up sheet will nonetheless be permitted to speak, time permitting.

5. **Attorney/Client Privileged Communications.** Upon the final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the Board may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

6. **Recording of Meetings.** Note taking is permitted, however, video or audio recording of all or any portion of any meeting by Members is prohibited.

7. **Member Conduct.** No Member is entitled to speak until recognized by the chairman. There shall be no interruption of anyone who has been recognized by the chairman except by the chairman. Specific time limits set for speakers shall be strictly observed. Personal attacks, whether physical or verbal, and offensive language will not be tolerated. All comments are to be directed to the chairman and not other individual participants. All comments are to be restricted to the agenda item being discussed. Courteous behavior is mandatory.

8. **Curtailment of Member Conduct.** Should the chairman determine that any Member has spoken for the allocated amount of time or longer, or determine that the Member is in violation of the provisions of this policy, the chairman shall have the authority to instruct that member to yield the floor, and that member will be obligated to comply with the chairman's instruction.

9. **Disruptive or Unruly Behavior.** If a member refuses to stop talking after his/her allotted time has ended, or otherwise disrupts the meeting, or is otherwise in violation of the provisions of this policy, the following procedure will be followed:

- (a) The chairman will issue an oral warning that if the member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, either the meeting will be adjourned or law enforcement/security will be called to remove the individual.
- (b) If the member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, the chairman will call a recess and speak directly to the member, reiterating that either the meeting will be adjourned or law enforcement/security will be called to remove the individual.
- (c) If the member still refuses to cooperate, the chairman may choose whether to adjourn the meeting to another time or to call law enforcement/security.

10. **Executive Session.** Notwithstanding the foregoing, the Board or a committee thereof may hold an executive or closed door session and may restrict attendance to Board members and other persons specified by the Board; provided that any such executive or closed door session may only be held in accordance with the provisions and requirements of the Colorado Common Interest Ownership Act, as

amended from time to time, or other applicable law. The matters to be discussed at such an executive session are limited to:

- (a) Matters pertaining to employees of the association or the contract of any association manager or of any managing agent or involving the employment, promotion, discipline, or dismissal of an officer, manager, agent, or employee of the association;
- (b) 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;
- (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 relating to any written or oral communication from legal counsel.

Prior to the time the members of the Board convene in executive session, the chairman shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above. No rule or regulation of the Board shall be adopted during an executive 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 an executive session.

In the event that a court of competent jurisdiction finds any portion of this policy void or otherwise unenforceable, the other provisions shall remain in full force and effect.

Rosewood Hills Property and Homeowner's Association

By: _____
President

Attest:

Secretary

This Policy regarding conduct of meetings was adopted by the Board of Directors of the Association on the 19th day of January 2017, effective the 1st day of February 2017, and is attested to by the Secretary of the Association.

Damian Cercone, Secretary