

**GUNNISON RIVER HOMEOWNERS ASSOCIATION
POLICY AND PROCEDURE
REGARDING THE CONDUCT OF MEETINGS
C.R.S. §38-33.3-209.5(1)(b)(III)**

SUBJECT: The Conduct of Meetings

PURPOSE: To adopt a standard procedure for the procedures to be followed during meetings of the Members/Owners and meetings of the Board of Directors

AUTHORITY: The Declaration, Articles and Bylaws of the Association, and Colorado Law ("Governing Documents")

EFFECTIVE DATE: On the date approved by the Board of Directors

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

1. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms used in this Policy have the meanings set forth in the Governing Documents.

1.1 Good Standing. Shall mean (i) ownership of a Lot, (ii) no outstanding amounts due to the Association, and (iii) no outstanding violation on any provision on any Governing Documents.

2. Members/Owners Meetings.

2.1 Meetings of the Members/Owners ("Members") shall be held at such times and locations as may be provided in the Governing Documents or by applicable Colorado Statutes, but at least once annually.

2.2 Only Members in good standing are eligible to vote.

2.3 Notice of Members meetings shall be distributed as provided in the Governing Documents or by applicable Colorado Statutes.

2.4 The Board of Directors shall determine the agenda for the meetings, subject with notices of the meetings.

2.5 The President of the Board of Directors, or such other person as designated by the President, shall preside over all meetings.

2.6 Items of business and/or discussion must be presented by Motion and such Motion seconded, prior to discussion.

2.7 Any person not in compliance with the following rules of conduct may be ejected from the meeting:

2.7.1 No one may speak until called upon by the chairperson to do so;

2.7.2 Only one person may speak at a time;

2.7.3 Personal attacks or abusive language will not be tolerated; and

2.7.4 Only the individual presiding over the meeting may interrupt a speaker and then only for purposes of limiting the time of the discussion or due to personal attacks or abusive language.

2.8 Voting by Members to fill positions on the Board of Directors shall be by secret ballot, unless the election is uncontested, because there is no more than one nominee for each position available. Any other matter put before the assembly for vote may be by any means acceptable to the assembly or by secret ballot if requested by 20% of the Membership present.

2.9 Unless otherwise provided by the Governing Documents or applicable Colorado statutes, the affirmative vote required for the election of members of the Board of Directors shall be the candidates receiving the largest number of votes. Unless otherwise provided by the Governing Documents or by applicable Colorado statutes, the affirmative vote required for the passage of any other matter put before the assembly for a vote shall be a majority of those present and voting at the meeting.

2.10 Written ballots may be used in lieu of any Member Meeting.

3. Board of Directors Meetings.

3.1 Meetings of the Board of Directors shall be held at such times and locations as may be provided in the Governing Documents or applicable Colorado statutes.

3.2 Notice of Board of Directors Meetings shall be distributed as may be provided in the Governing Documents or applicable Colorado Statutes.

3.3 The Board of Directors members or Managing Agent may create agendas for Board of Directors meetings, but are not required to do so. If an agenda is created for a Board of Directors meeting, it shall be provided to owners requesting a copy of same.

3.4 Board of Directors Meetings shall include a "Homeowners forum" whereby interested Members may speak.

3.5 The President of the Board of Directors, or such other person as designated by the President, shall preside over all Board of Directors meetings.

3.6 For each matter upon which the Board of Directors anticipates taking action, a Motion must be made stating the proposed action, followed by discussion.

Members who are not Board of Directors members may not participate in such discussion unless requested and approved to do so by a majority vote of the Board of Directors.

3.7 At the conclusion of discussion, but prior to vote on the Motion by the Board of Directors members, any Members may request to be heard on the matter discussed. Notwithstanding the previous statement, no more than one person in favor of the Motion and one opposed to the Motion shall be heard.

3.8 Board of Directors meetings shall be open to attendance by all Members of the association or their representatives.

3.9 Board of Directors members may hold an executive session and restrict attendance to only Board of Directors members and other such persons requested by the Board of Directors during a regular or special meeting for discussion of the following:

3.9.1 Matters pertaining to employees of the Association or the Managing Agent's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association.

3.9.2 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.

3.9.3 Investigate proceedings concerning possible or actual criminal misconduct.

3.9.4 Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.

3.9.5 Review of or discussion relating to any written or oral communication from legal counsel.

3.10 Prior to holding an executive session, the President or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.

3.11 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.

3.12 No Rule or Regulation 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 of Directors returns from its executive session.

3.13 Any action which may be taken at the meeting may be taken without a meeting if a notice stating the action to be taken and the time by which a Board of Directors member must respond is transmitted in writing to each member of the Board of Directors; and each Board of Directors member, by the time stated in the notice:

3.13.1 votes in writing for such action; or

3.13.2 votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and fails to demand the action not be taken without a meeting.

4. Deviations. The Board of Directors may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.


5. Supplement to Law. The provisions of this Policy are in addition to and in supplement of the terms and provisions of the Governing Documents and the laws of the State of Colorado.

6. Inconsistencies. If and to the extent that any provision of this Policy are inconsistent with the Declaration or Bylaws, the applicable provisions of the Declaration or Bylaws prevail, unless other required by applicable law.

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 Gunnison River Homeowners Association, a Colorado nonprofit corporation, certifies that the foregoing Resolution was approved and adopted by the Board of the Directors of the Association, at a duly called and held meeting of the Board of Directors of the Association on 9/30/2022 and in witness thereof, the undersigned has subscribed his/her name.

GUNNISON RIVER HOMEOWNERS
ASSOCIATION, a Colorado nonprofit
corporation

By: 
_____, President