

**MEETING POLICY
OF
THE MEADOWS NEIGHBORHOOD COMPANY**

*Adopted January 5, 2006
Amended November 2, 2006*

The following resolution has been adopted by The Meadows Neighborhood Company (the "Association") pursuant to Colorado law, the Community Declaration for The Meadows Neighborhood Company ("Declaration") and the Bylaws of the Association at a regular meeting of the Board of Governors.

RECITALS

WHEREAS, Colorado law requires that associations adopt a policy pertaining to the conduct of meetings of the Association and the rights of Members to participate in meetings of the Board of Governors of the Association; and

WHEREAS, this policy is not intended to take the place of or invalidate provisions contained in the Association's Bylaws or the Colorado Revised Nonprofit Corporation Act, rather it is intended to incorporate provisions of Senate Bill 100 signed into law by the Colorado legislature and effective January 1, 2006, into the Association's procedures for meetings of the Members of the Association, the Delegates of the Association and the Board of Governors of the Association as currently set forth in the Association's Bylaws or the Colorado Revised Nonprofit Corporation Act; and

WHEREAS, the Association desires to establish reasonable policies and procedures for the conduct of meetings of the Members, the Delegates and the Board.

NOW THEREFORE, BE IT RESOLVED, that the Association adopts the following Meeting Policy:

SECTION 1

Meeting of Members

1.1 **Meetings.** A meeting of the Members shall be called at least once per year in accordance with the provisions of the Colorado Common Interest Ownership Act (C.R.S. § 38-33.3-101 et seq.), the Bylaws of the Association, and/or other governing documents promulgated by the Association, as applicable. In the event the Association's governing documents are silent with respect to a specific issue pertaining to Members' meetings, the provisions of the Colorado Revised Nonprofit Corporation Act, as amended, will control.

1.2 **Calling a Meeting.** A meeting of the Members may be called by the Delegate representing the Delegate District, a majority of the members of the Board of Governors of the Association, or those Members of the Association having not less than 5% of the total votes of all Members in the Delegate District.

1.3 **Notice of Meeting.** The notice of a meeting of Members shall be delivered by hand or U.S. Mail, first class postage prepaid, to each Member in the Delegate District entitled to vote at the meeting. The notice shall be addressed to the Member at his or her address as it appears on the records of the Association, unless the Member has designated another address in writing and delivered that request to the Association or its agent. The notice shall be delivered no sooner than fifteen (15) days, nor more than fifty (50) days prior to the date of the meeting.

1.4 **Posting of Notice.** In addition to providing notice of a meeting to the Members, the Association shall cause a notice of the Members' meeting to be posted in a conspicuous place within the community to the extent feasible or practical. The Association may also post the notice electronically on a web site or transmit the notice via e-mail to those Members who so request and furnish the Association with their e-mail addresses. Electronic notice of a special meeting shall be given as soon as possible but at least twenty-four hours before the meeting.

1.5 **Order of Business.** All meetings of the Members shall proceed on issues generally set forth in the notice of meeting, as required by Colorado Revised Statute § 38-33.3-308, and in accordance with the written order of business made in accordance with the Bylaws unless a majority of the Members at the meeting, either in person or by proxy, vote to amend the written order of business. All meetings of the Members shall be conducted in accordance with such parliamentary procedures as may be designated by the Board from time to time. At the commencement of each meeting, the secretary shall state how notice of the meeting was given and include such evidence of notice in the minutes of the meeting.

1.6 **Open Meetings.** All meetings of the Members shall be open to attendance by all Members of the Association or their duly appointed representatives. In the event the Board has the authority, under the governing documents of the Association or under Colorado law, to suspend a Member's right to vote at a meeting, the Board must provide that Member with notice of the Board's intention to suspend such Member's right to vote in accordance with the Notice and Hearing procedure as set forth in the Bylaws of the Association. The Board must also provide an opportunity for said Member to be heard in accordance with the Notice and Hearing procedure as set forth in the Bylaws of the Association prior to the effective date of the suspension of the Member's right to vote.

1.7 **Meeting Discussions.** Notwithstanding the status of a Member's right to vote at a meeting of the Members, each Member, or a duly appointed representative of a Member, may speak at the appropriate time during the deliberations at a Member meeting based on the reasonable time restrictions imposed by the Board or the Chairperson of the meeting. Reasonable time restrictions shall include the requirement that a reasonable number of persons as determined by the Board or the Chairperson in its/his sole discretion are permitted to speak on each side of an issue before a vote is called for the issue.

1.8 **Voting by Secret Ballot.** At a meeting where Members are electing individuals to the Board of Governors of the Association in a contested election, defined as an election in which there are more candidates than positions to be filled, the voting shall be conducted by secret ballot. 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 members shall be taken in such method as determined by the Board of the Association including by acclamation, by hand, by voice or by ballot, unless otherwise required

by law. Notwithstanding the above, uncontested elections of Board members or other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon request of 20% of the Owners who are present at the meeting or represented by proxy. A secret ballot shall not be required for elections of positions on the Board of Governors in which delegates vote on behalf of the Owners. Ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or by a committee of volunteers who are not Board members, and in the case of a contested election, are not candidates. If the ballots are to be counted by a Member or committee, that person or those persons must be selected randomly from a pool of two or more Members who are not candidates and who attend the meeting at which the vote is held. The Member or committee shall be selected at an open meeting by the Chair of the Board or another person presiding during that portion of the meeting. The results of a vote by secret ballot shall be reported without reference to names, addresses, or other identifying information respective to the parties casting the secret ballots.

1.9 **Proxy Voting.** A Member may appoint a proxy in accordance with the Bylaws of the Association or if not otherwise provided therein, by the provisions of Section 7-127-203 of the Colorado Revised Nonprofit Act. Proxy voting shall occur only in strict compliance with Colorado Revised Statute § 38-33.3-310. Further, all proxy appointments shall be delivered by hand or certified U.S. Mail, postage prepaid and return receipt requested, to the Secretary of the Association or designated agent no later than the date and time of the convening of the Members' meeting.

1.10 **Adjourning a Meeting.** Members present either in person or by proxy at any meeting may adjourn the meeting from time to time, whether or not a quorum shall be present in person or by proxy, without notice other than announcement at the meeting, for a total period or periods not to exceed 30 days after the date set for the original meeting. The location of the reconvened meeting shall be announced at the meeting prior to adjournment. At any adjourned meeting which is held without notice other than announcement at the meeting, the quorum requirement shall not be reduced or changed, but if the originally required quorum is present in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally called.

1.11 **Rejection of Vote.** The Association may reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the signatory's authority to sign for the Member.

SECTION 2

Meeting of Delegates

2.1 **Meetings.** A meeting of the Delegates shall be called at least once per year in accordance with the provisions of the Bylaws of the Association, and/or other governing documents promulgated by the Association, as applicable. In the event the Association's governing documents are silent with respect to a specific issue pertaining to Delegates' meetings, the provisions of the Colorado Revised Nonprofit Corporation Act, as amended, will control.

2.2 **Calling a Meeting.** A meeting of the Delegates may be called by a majority of the members of the Board of Governors of the Association or by Delegates representing at least 15% of the total voting power of Delegates.

2.3 **Notice of Meeting.** The notice of a meeting of Delegates shall be delivered by hand or U.S. Mail, first class postage prepaid, to each Delegate entitled to vote at such meeting. The notice shall be addressed to the Delegate at his or her address as it appears on the records of the Association, unless the Delegate has designated another address in writing and delivered that request to the Association or its agent. The notice shall be delivered no sooner than ten (10) days, nor more than sixty (60) days prior to the date of the meeting.

2.4 **Order of Business.** All meetings of the Delegates shall proceed on issues as set forth in the notice of meeting and in accordance with the written order of business made in accordance with the Bylaws unless a majority of the Delegates at the meeting, either in person or by proxy, vote to amend the written order of business. All meetings of the Delegates shall be conducted in accordance with such parliamentary procedures as may be designated by the Board from time to time. At the commencement of each meeting, the secretary shall state how notice of the meeting was given and include such evidence of notice in the minutes of the meeting.

2.5 **Open Meetings.** All meetings of the Delegates shall be open to attendance by all Members of the Association or their duly appointed representatives.

2.6 **Meeting Discussions.** Notwithstanding the status of a Member's right to vote at a meeting of the Members, each Member, or a duly appointed representative of a Member, may speak at the appropriate time during the deliberations at a Delegate meeting based on the reasonable time restrictions imposed by the Board or the Chairperson of the meeting. Reasonable time restrictions shall include the requirement that a reasonable number of persons as determined by the Board or the Chairperson in its/his sole discretion are permitted to speak on each side of an issue before a vote is called for the issue.

2.7 **Voting by Secret Ballot.** At a meeting where Delegates are electing individuals to the Board of Governors of the Association, the voting shall be conducted by secret ballot. Ballots shall be counted by a neutral third party or by a Member who is not a candidate. If the ballots are to be counted by a Member, that person must be selected randomly from a pool of two or more Members who are not candidates and who attend the meeting at which the vote is held. The results of a vote by secret ballot shall be reported without reference to names, addresses, or other identifying information respective to the parties casting the secret ballots.

2.8 **Proxy Voting.** There shall be no voting by proxy at any meeting of Delegates.

2.9 **Adjourning a Meeting.** Delegates present at any meeting of Delegates may adjourn the meeting from time to time, whether or not a quorum shall be present, without notice other than announcement at the meeting for a total period or periods not to exceed 30 days after the date set for the original meeting. The location of the reconvened meeting shall be announced at the meeting prior to adjournment. At any adjourned meeting which is held without notice other than announcement at the meeting, the quorum requirement shall not be reduced or changed, but if the originally required quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

2.10 **Rejection of Vote.** The Association may reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the signatory's authority to sign for the Delegate.

SECTION 3

Meeting of Board of Governors

3.1 **Meetings.** Meetings of the Board of Governors shall be called in accordance with the provisions of the Colorado Common Interest Ownership Act (C.R.S. § 38-33.3-101 et seq.), the Bylaws of the Association, and/or other governing documents promulgated by the Association, as applicable. In the event the Association's governing documents are silent with respect to a specific issue pertaining to meetings of the Board of Governors, the provisions of the Colorado Revised Nonprofit Corporation Act, as amended, will control.

3.2 **Calling a Meeting.** A meeting of the Board of Governors may be called by the President or any two members of the Board of Governors.

3.3 **Notice of Meeting.** The notice of a meeting of the Board of Governors shall be delivered by telegraph, telephone, hand or U.S. Mail, first class postage prepaid, to each Governor entitled to vote at such meeting. The notice shall be addressed to the Governor at his or her home or business address as either appears on the records of the Association, unless the Governor has designated another address in writing and delivered that request to the Association or its agent. If sent by facsimile, telephone or personally, such notice shall be given in accordance with the Bylaws of the Association. The notice shall be delivered no sooner than three (3) days, nor more than fifty (50) days prior to the date of the meeting.

3.4 **Meeting Agenda.** Meetings of the Board shall proceed on issues as generally set forth in the agenda distributed for each meeting. The agenda will be made reasonably available to Members and/or their duly appointed representatives at any time at or prior to the meeting of the Board.

3.5 **Member's Right to Attend and Participate in Board Meetings.** Unless the Board is in an executive session pursuant to Section 38-33.3-308 of the Colorado Common Interest Ownership Act, all meetings of the Board or a committee thereof are open to attendance by all Members of the Association or their duly appointed representatives. Unless a majority of the Board votes to allow the Members to participate in a deliberation or discussion of the Board, the Members other than members of the Board, may not participate in a meeting of the Board. Notwithstanding the foregoing, Members or their designated representatives shall be afforded the right to speak at a time determined by the Board prior to formal action taken by the Board on an item under discussion, subject, however, to the Board's authority, in its reasonable discretion, to impose a time restriction on a Member's right to speak before the Board.

3.6 **Member's Right to Speak at Board Meetings.** Unless a majority of the Board votes otherwise, the Members shall be given an opportunity to speak on any issue presented on the agenda for the Board meeting at the beginning of the meeting. Reasonable time restrictions on a Member's right to speak may be imposed by the Board; provided, however, a reasonable number of Members as determined by the Board in its sole discretion shall be permitted to speak on each side of an issue before formal action is taken by the Board. Members will be given an additional opportunity to speak only by the majority vote of the Board or if issues which were

not included on the agenda are properly raised before the Board in accordance with the Bylaws or the rules of parliamentary authority adopted by the Board as set forth in Section 4.3 below.

SECTION 4

General Provisions

4.1 **Supplement.** The provisions of this Resolution shall be in addition to and shall supplement the terms and provisions of the Declaration, the Bylaws and the law of the State of Colorado governing the Association.

4.2 **Deviations.** The Board may deviate from the procedures set forth in this Resolution if, in its sole discretion, such deviation is necessary under the circumstances. Any such deviation will be in accordance with the Bylaws and Declaration.

4.3 **Parliamentary Authority.** Basic rules of parliamentary procedure, as may be adopted by the Board from time to time, shall govern the proceedings of any meeting of the Members or the Board of the Association in all cases not provided for in the Bylaws of the Association.

4.4 **Definitions.** Unless otherwise defined in this Resolution, capitalized terms or terms defined in the Declaration shall have the same meaning herein as set forth in the Declaration.

4.5 **Amendment.** The Board may amend this Meeting Policy from time to time.

Adopted by the Board of Governors of The Meadows Neighborhood Company this 2nd day of November, 2006.

THE MEADOWS NEIGHBORHOOD COMPANY

By: Carrie Buchanan
Name: Carrie Buchanan
Title: President

ATTEST:

By: Kristin Moore
Name: Kristin Moore
Title: Secretary