

**EAGLE RIVER COMMERCIAL CENTER CONDOMINIUM ASSOCIATION, INC.  
POLICY REGARDING CONDUCT OF MEETINGS**

**PURPOSE:** To adopt an amended procedure for conduct of meetings.

**AUTHORITY:** The Governing Documents and Colorado Law.

The Governing Documents are comprised of:

- a. Condominium Declaration for Eagle River Commercial Center Condominium Association, as amended and supplemented ("**Declaration**");
- b. Plat Maps for Eagle River Commercial Center Condominium Association, as amended;
- c. Bylaws of Eagle River Commercial Center Condominium Association, as amended ("**Bylaws**");
- d. Articles of Incorporation for Eagle River Commercial Center Condominium Association;
- e. Rules and Regulations of Eagle River Commercial Center Condominium Association;
- f. Responsible Governance Policies of Eagle River Commercial Center Condominium Association, as required by C.R.S. 38-33.3-209.5.

Colorado Law is comprised of:

- a. Colorado Common Interest Ownership Act ("**CCIOA**") codified at C.R.S. 38-33.3-101 et seq.; and
- b. Colorado Revised Not for Profit Corporation Act ("**CRNP**CA") codified at C.R.S. 7-121-102 et. seq.

**EFFECTIVE DATE:** DECEMBER 13, 2023.

**RESOLUTION:** Eagle River Commercial Center Condominium Association, Inc. ("**Association**") adopts the following Policy Regarding Conduct of Meetings ("**Policy**") in compliance with C.R.S. 38-33.3-209.5(1) (b) (III). Any capitalized terms not expressly defined herein shall have the meaning subscribed to them in the Governing Documents and Colorado Law.

**I. MEETINGS OF THE OWNERS.**

1. Annual Meetings. Annual Meetings of the Members shall be held each year as per the Governing Documents and may be held via remote means.
2. Special Meetings. Special Meetings of the Members may be called pursuant to the Governing Documents and may be held via remote means.
3. Meeting Notices. Notice of meetings shall be provided per the Governing Documents. **For Owners that request notice via electronic mail that shall be the sole method of delivery.**

4. Action Without a Meeting. Action without a meeting may occur per the Governing Documents and Colorado law.

5. Conduct of Owner Meetings. All Owner meetings shall be governed by the following rules of conduct and order:

- a. The President of the Board of Directors or designee shall chair all Owner meetings (“*Chair*”).
- 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. The Meeting shall be opened by the Chair and a roll call taken.
- d. The Meeting agenda will be followed unless the Board of Directors approves an item being taken out of order.
- e. Anyone wishing to speak must first be recognized by the Chair.
- f. Only one person may speak at a time.
- g. Each person who speaks shall first state his or her name and Unit number.
- h. 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 or her.
- i. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.
- j. 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.
- k. Each person shall be given a maximum of five (5) minutes to make a statement or to ask questions. Such time limit to make a statement or ask questions may be reasonably increased or decreased by the Chair, based on time available or the nature of the topics at issue, with such adjustments to be as uniform as feasible for all persons addressing the meeting. The intended purpose is to allow comments and discussion to occur but to control timing and presentation process. This will ensure that the Meeting remains on point without unnecessary and redundant statements or argument.
- l. All actions and/or decisions will require a first and seconded motion.
- m. Once a Motion is made and seconded, the Chair may take further comment or submit the Motion to a vote. The Motion will proceed to vote unless and until the person making the Motion withdraws or amends the Motion and the amended Motion is first and seconded. At that juncture, a withdrawn Motion will be null and void and will not proceed to vote and an amended Motion shall proceed to vote with the original Motion to be null and void.
- n. Once a vote has been taken, there will be no further discussion regarding that topic.
- o. So as to allow for and encourage full discussion by Owners, no meeting may be audio, video, or otherwise recorded by an Owner or Owner representative. The Association may record a meeting for the purpose of creating and editing minutes and in such event the Association has no obligation to maintain the recording as the written minutes shall constitute the record of the meeting.



- Minutes of actions taken at the meeting shall be maintained by the Association per the Governing Documents and Colorado Law.
- p. Anyone materially disrupting the meeting, as reasonably determined by the Chair, shall be asked to “come to order.” Anyone who does not come to order may be requested to immediately leave the meeting.
  - q. The Chair may establish such additional rules of order as may be reasonably necessary from time to time.

## **II. BOARD OF DIRECTORS MEETINGS.**

1. General. Meetings of the Board of Directors shall be called and conducted in accordance with the Governing Documents and Colorado Law. All regular and special meetings of the Board of Directors, or any committee thereof, shall be open to attendance by all Members of the Association or their representatives with the exception of executive sessions. Agendas for meetings of the Board of Directors shall be made reasonably available for examination by all Members or their representatives upon request or via posting on the Association website, if one exists.

2. Conduct of Order. All Board of Directors meetings shall be generally governed by the following rules of conduct and order:

- a. The President of the Board of Directors, or designee, shall chair all Board of Directors meetings.
- b. The Meeting shall be opened by the Chair and a roll call taken.
- c. All persons who attend a meeting of the Board of Directors shall be required to sign in, listing their name and Unit address.
- d. The Meeting agenda will be followed unless the Board of Directors approves an item being taken out of order.
- e. All Members or their representative will be given an opportunity to speak as provided for below prior to any vote on a Motion by the Board of Directors.
- f. The Board of Directors may also, at its discretion, permit comments at a Member forum held at the commencement or end of the Board of Directors Meeting.
- g. Non-Board Members shall not speak at the Board of Directors Meeting unless it occurs per Section 2(c) and (d) above or recognized first by the Chair after a show of hand.
- h. Anyone desiring to speak, including Board of Directors Members, shall first be recognized by the Chair.
- i. Only one person may speak at a time.
- j. Each Non-Board Member speaking shall first state his or her name and Unit address.
- k. Those persons shall be permitted to speak without interruption from anyone as long as these rules are followed.
- l. Comments and discussion 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.

- m. All proposed actions of the Board of Directors will require from the Board of Directors a Motion first and seconded before the Motion can proceed to vote.
- n. After a motion and second has been made on any matter but prior to a vote by the Board of Directors Members, Members present at such time shall be afforded an opportunity to speak on the motion if that opportunity has not already been provided as follows:

1. Show of Hands. The Chair will ask those Members or Member representatives present to indicate by a show of hands who wishes to speak in favor of or against the motion. The Chair will allow each Member who raised a hand to speak for up to five (5) minutes unless the Board of Directors grants a longer time period, to speak or to ask questions. Questions are not required to be answered by the Board if:

- a. the question is inflammatory and not directed at the issue up for vote;
  - b. the response would infringe upon attorney/client confidentiality; or;
  - c. the response falls within any of the other matters that are permitted to be addressed in Executive Session as provided for in Section 5 below. Such time limit to speak or ask questions may be reasonably increased or decreased by the Chair, but any such adjustment shall be as uniform as feasible for all persons addressing the meeting.
- o. Following Member input, the Chair will declare Member input closed and there shall be no further Member participation on the motion at hand unless a majority of the Board of Directors votes to open the discussion to further Member participation.
  - p. No meeting of the Board of Directors may be audio, video or otherwise recorded except by the Board of Directors to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association but recordings for the purpose of preparing the minutes are not required to be maintained by the Association.
  - q. Anyone materially disrupting the meeting, as reasonably determined by the Chair, shall be asked to "come to order." Anyone who does not come to order may be requested to immediately leave the meeting. Board of Directors meetings may be conducted telephonically.

3. Remote Meetings. Meetings of the Board of Directors may be conducted in person, via conference call, via electronic means or via any other method permitted by the Governing Documents and Colorado Law and which allows participation by the Board of Directors Members and Members. Action in Lieu of a Meeting may occur per the Governing Documents and Colorado Law.

4. Action Without a Meeting. The Board of Directors may take action without a Meeting per Section 4.7 of the Bylaws. As such action is occurring without a Meeting, aspects of



the Governing Documents related to the conduct of a Board meeting, such as Owner comment, are not applicable.

5. Waiver of Notice. Attendance at a Meeting shall constitute a waiver of notice unless, at the beginning of the meeting or promptly upon the Board of Directors Member or Members later arrival, the Board of Directors Member or Member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter participate in the Meeting.

### **III. EXECUTIVE CLOSED DOOR SESSIONS OF THE BOARD.**

1. General. Members of the Board of Directors or any committee thereof may hold an executive session during any regular or specially announced meeting or any part thereof and restrict attendance of Board of Directors and such other persons, including property managers, financial and legal advisers, requested by the Board of Directors to be present. The attendance of other persons such as property managers, attorneys and accountants, shall not invalidate the confidential nature of the executive session. The matters which may be discussed at such an executive session can only include the following:

- a. 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;
- b. 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;
- 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 could constitute an unwarranted invasion of individual privacy including a disciplinary hearing regarding an Owner and any referral of delinquency; except that an Owner who is subject of a disciplinary hearing or a referral of delinquency may request and receive the results of any vote taken at the relevant meeting; or
- f. Review of or discussion relating to any written or oral communication from legal counsel.

2. Final Resolution. Upon the final resolution of any matter for which the Board of Directors received legal advice or the concerned pending and contemplated litigation, the Board of Directors may elect to preserve the attorney/client privilege in any appropriate manner, or may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

3. Announcement. Prior to the time the Members of the Board of Directors or any committee thereof convene an executive session the chair of the body shall announce the general matter of the discussion.

4. No Rule Adoption. No rule or regulation of the Board of Directors or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting after the Board of Directors goes back into regular session following an executive session.

5. Minutes. The minutes of all executive session meetings shall indicate only that an executive session was held and the general subject matter of the executive session. Decisions made and actual discussions held at the executive session do not need to be reflected in the minutes.

#### IV. VOTING.

1. Secret Ballots For Contested Election of Board of Directors Members. Votes for contested positions on the Board of Directors shall be taken by secret ballot. Ballots shall be counted by a neutral third party, who can be the management company or by a Member who is not a candidate, who attends the meeting at which the vote is held and who is selected at random from a pool of two or more such Members. The results of the vote shall be reported without reference to names, addresses or other identifying information of the voters.

2. Uncontested Elections. In the event there is only one Member running for any particular open Board of Directors position at the time of the vote, the need for a vote and secret ballot shall be obviated and the Member nominated for the seat shall be deemed to be elected by acclamation.

3. Other Matters. At the discretion of the Board or upon the request of twenty percent (20%) or more of the Members present at the meeting in person or by proxy, if a quorum has been achieved, a vote on any matter affecting the Association on which all Members are entitled to vote shall be by secret ballot.

4. How Owners May Vote.

a. Generally. Votes allocated to a Unit may be cast as provided for in the Governing Documents and Colorado Law.

b. Voting by Joint Owners or by an Entity. Voting when more than one person holds an interest in a Unit, or a Unit is owned by an entity shall occur per the Governing Documents and Colorado Law. The Association can require submittal of a Designation of Voting Owner.

c. Association May Reject Vote. The Association is entitled to 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, including the property management company, acting in good faith, has reasonable basis to doubt the validity of the signature on it or about the signatory's authority to sign for the Member.



- d. No Liability. The Association and its Officer(s) or agent(s) who accept or reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.
- e. Required Court Ruling. Any action of the Association based on the acceptance or rejection of a vote, consent, written ballot waiver, proxy appointment, or proxy appointment revocation under this section is valid unless a court of competent jurisdiction determines otherwise.

**PRESIDENT'S CERTIFICATION:** The undersigned President of Eagle River Commercial Center Condominium Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Policy was approved and adopted by the Board of Directors of the Association in compliance with the Governing Documents and Colorado Law.

EAGLE RIVER COMMERCIAL CENTER CONDOMINIUM  
ASSOCIATION, INC., a Colorado nonprofit corporation

By: Dan Lenbert *D. Lenbert*  
President of the Board of Directors