

**RESOLUTION  
OF THE  
RIDGEWOOD HILLS MASTER ASSOCIATION  
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

**SUBJECT:** Adoption of a policy and procedures for conducting Owner, Delegate, and Board meetings.

**PURPOSE:** To facilitate the efficient operation of Owner, Delegate, and Board meetings and to afford Owners an opportunity to provide input and comments on decisions affecting the community.

**AUTHORITY:** The Declaration, Bylaws and Articles of the Association and Colorado law.

**EFFECTIVE  
DATE:**

July 1, 2008

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

1. Member Meetings. Meetings of the Members of the Association, by Delegate District, shall be called pursuant to the Bylaws of the Association.

(a) **Notice.**

(1) In addition to any notice required in the Bylaws, notice of any meeting of the Members, by Delegate District, shall be physically and conspicuously posted at the main entrance at least five days prior to each such meeting, or as may otherwise be required by Colorado law.

(2) The Association shall also post notice on its website of all such meetings. Such notice shall be posted at least five days prior to such meeting.

(3) If any Member has requested in writing that the Association provide notice via email and has provided the Association with an email address, the Association shall send notice of all Member meetings for that Member's Delegate District to such Member at the email address provided as soon as possible after notice is provided pursuant to the Bylaws but in no case less than 24 hours prior to any such meeting.

(b) **Conduct.**

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

- (A) The President of the Association or designee shall chair all Member meetings of any Delegate District.
- (B) All Members and persons who attend a meeting of the Members of a Delegate District will sign in, present any proxies and receive ballots as appropriate. (See section below regarding voting).
- (C) Any person desiring to speak shall sign up on the list provided at check in and indicate if he/she is for or against an agenda item.
- (D) Anyone wishing to speak must first be recognized by the Chair.
- (E) Only one person may speak at a time.
- (F) Each person who speaks shall first state his or her name and Unit address.
- (G) 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 on his or her behalf.
- (H) Those addressing the meeting 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.
- (J) Each person shall be given three minutes, or some other equal amount of time, to speak as determined by the Chair based upon the number of individuals wishing to speak, the length of the agenda, and other time constraints. The time limit may be increased or decreased by the Chair, but shall be uniform for all persons addressing the meeting.
- (K) 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.
- (L) All actions and/or decisions will require a first and second motion.
- (M) Once a vote has been taken, there will be no further discussion regarding that topic.

- (N) So as to allow for and encourage full discussion by Members, no meeting may be audio, video or otherwise recorded. Minutes of actions taken shall be kept by the association.
- (O) 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.
- (P) If a person has been requested to leave the meeting, and such person refuses, the Chair may adjourn the meeting or take other action necessary to bring order to the meeting.
- (Q) The Chair may establish such additional rules of order as may be necessary from time to time.

(c) **Voting.** All votes taken at Member meetings for a Delegate District shall be taken as follows:

- (1) Contested election of Delegates, defined as elections in which there are more candidates than positions to be filled, shall be conducted by secret ballot. Each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. 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) Uncontested elections of Delegates, 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 the Owners shall be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice or by ballot. Notwithstanding the above, uncontested elections of Delegates or other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon the request of 20% of the Owners who are present at the meeting or represented by proxy.
- (3) Written ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or a committee of volunteers who are not Board members or Delegates, and in the case of a contested election, are not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the Chair of the Board or another person presiding during that portion of the meeting.

(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.

(d) **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 Owner;
- (C) Authority of the Owner to vote;
- (D) Conflicting proxies; and
- (E) Expiration of the proxy.

2. **Delegate Meetings.** Meetings of the Delegates of the Association shall be called pursuant to the Bylaws of the Association.

(a) **Conduct.**

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

- (A) The President of the Association or designee shall chair all Delegate meetings.
- (B) All persons who attend a meeting of the Delegates shall be required to sign in, listing their name and unit address.
- (C) All Members will be given an opportunity to speak as to any matter or ask questions of the Delegates during the Member Forum at the beginning of the meeting. Any Member wishing to speak during the Member Forum shall so indicate so at the time of sign in. Member input on Action Items (i.e., items to be voted on by the Delegates) shall be permitted pursuant to Section 2(b) below.
- (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 Unit 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 on his or her behalf.

- (H) Those addressing the Delegates 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 three minutes, or some other equal amount of time, to speak or ask questions during the Member Forum, as determined by the Chair based upon the number of individuals wishing to speak, the length of the agenda, and other time constraints. The time limit may be increased or decreased by the Chair, but shall be uniform for all persons addressing the meeting.
- (K) At the discretion of the Chair, questions may not be answered until a later date. Each person may only speak once during the Member Forum unless permitted under Section 2(b). 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.
- (L) No meeting of the Delegates may be audio, video or otherwise recorded except by the Delegates to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association.
- (M) 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.

(b) **Member Input.** During the Member Forum, Members present at such time shall be afforded an opportunity to speak on any Action Item as follows:

- (1) The Chair will ask those Members present to indicate by a show of hands who wishes to speak in favor of or against the Action Item. The Chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the Action Item and for how long each person will be permitted to speak. The Chair shall also announce the procedure for who shall be permitted to speak if not everyone desiring to speak will be permitted to speak.
- (2) Following Member input, the Chair will declare Member input closed and there shall be no further Member participation on the Action Item at hand unless a majority of the Delegates votes to open the discussion to further Member participation.

3. Board Meetings. Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.

(a) **Conduct.**

(1) All Board 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, listing their name and unit address.
- (C) Members will be given an opportunity to speak as to any matter or ask questions of the Board during the Member Forum. Any Member wishing to speak during the Member Forum shall so indicate so at the time of sign in. Member input on Action Items (i.e., items to be voted on by the Board) shall be permitted pursuant to Section 3(b) below.
- (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 Unit 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 on his or her behalf.
- (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 three minutes, or some other equal amount of time, to speak or ask questions during the Member Forum, as determined by the Chair based upon the number of individuals wishing to speak, the length of the agenda, and other time constraints. The time limit may be increased or decreased by the Chair, but shall be uniform for all persons addressing the meeting.
- (K) At the discretion of the Board, questions may not be answered until a later date. Each person may only speak once during the Member Forum unless permitted under

Section 3(b). 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.

- (L) No meeting of the Board may be audio, video or otherwise recorded except by the Board to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association.
- (M) 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.

(b) **Member Input.** During the Member Forum, a reasonable number of Members present at such time shall be afforded an opportunity to speak on any Action Item as follows:

(1) The Chair will ask those Members present to indicate by a show of hands who wishes to speak in favor of or against the Action Item. The Chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the Action Item and for how long each person will be permitted to speak. The Chair shall also announce the procedure for who shall be permitted to speak if not everyone desiring to speak will be permitted to speak

(2) Following Member input, the Chair will declare Member input closed and there shall be no further Member participation on the Action Item at hand unless a majority of the Board of Directors votes to open the discussion to further Member participation.

4. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

5. Supplement to Law. The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the Project.

6. 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.

7. Amendment. This Policy may be amended at any time by the Board of Directors.

**PRESIDENT'S  
CERTIFICATION:**

The undersigned, being the President of the Ridgewood Hills Master Association, 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 May 27, 2018 and in witness thereof, the undersigned has subscribed his/her name.

**RIDGEWOOD HILLS MASTER  
ASSOCIATION,**

a Colorado nonprofit corporation

By:

Mike A. Faull  
President