

**INDIAN CREEK RANCH IMPROVEMENT ASSOCIATION
A COLORADO NON PROFIT CORPORATION
CONDUCT OF MEETINGS POLICY**

SUBJECT: The Indian Creek Ranch Improvement Association Conduct of Meetings Policy

PURPOSE: To establish uniform procedures for conducting meetings of the Association.

AUTHORITY: The Covenants, Conditions and Restrictions for Indian Creek Ranch Subdivision ("Declaration"), Articles of Incorporation and Bylaws of the Association and Colorado law.

EFFECTIVE DATE: May 28, 2014

RESOLUTION: The Indian Creek Ranch Improvement Association, a Colorado non-profit corporation ("Association") hereby adopts the following Conduct of Meetings Policy by the Board of Directors of the Indian Creek Ranch Improvement Association ("Board") at a regular meeting of the Board of Directors:

CONDUCT OF MEETINGS POLICY

1. Meetings of the Members.

A. Open Meetings. All meetings of the Members, including the annual meeting, are open to the Public and to every Member of the Association, or to any person designated by a Member in writing as the Member's representative. Members, or designated representatives, shall be permitted to attend, listen, and speak at an appropriate time during the meeting as designated by the Chairman.

B. Agenda. The President of the Board of Directors (the "Board") shall be Chairman of all meetings of the Members. If the President is not present at a meeting, the Vice-President shall be the Chairman. The agenda for all meetings shall follow the order of business specified by the Association's Bylaws, and if none, in accordance with the order of business determined by the Board of Directors. Notwithstanding the above, the agenda for Members' meetings shall include a Member 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.

C. Open Forum. 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. Each Member will be allowed to speak during Open Forum at the discretion of the Board. No Member may speak a second time until all Members wishing to speak have had an opportunity to speak once.

D. Voting. All votes taken at Member meetings shall be taken as follows:

- (i) Contested elections of Board members, defined as elections in which there are more candidates than positions to be filled, shall be conducted by *secret ballot*. Each Member entitled to vote pursuant to the Bylaws shall receive a ballot. In the event a Member holds a proxy for another Member, upon presentation of such proxy to the Secretary of the Association or the Secretary's designee, the Member shall receive a secret ballot to cast the vote of the Member who provided the proxy. The proxy shall be kept and retained by the Association.
- (ii) 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 the Members, shall be conducted in such method as determined by the Board of Directors, including by hand, by voice, or by ballot.
- (iii) Ballots shall be counted by either a neutral third party, such as a representative from the Association, or by a committee of volunteers, as determined and chosen by the Board. If a committee of volunteers is chosen, such volunteers shall be Members who are selected or appointed at an open meeting, in a fair manner, by the Board. The volunteers shall not be Board members, and in the case of a contested election for a board position, shall not be candidates.
- (iv) The individual(s) counting the ballots shall report the results of the vote to the chairman by indicating how many votes were cast for each individual or how many votes were cast in favor and against any issue, without reference to the names, addresses, or other identifying information of the Members participating in such vote.

2. Board Meetings.

A. Agenda. The President of the Board shall be Chairman of all Board meetings. If the President is not present at a meeting, the Vice-President shall be the Chairman. The agenda for all meetings shall follow the order of business specified by the

Association's Bylaws, and if none, in accordance with the order of business determined by the Board.

B. Open Meetings. All regular and special meetings of the Board, or any committee thereof, shall be open to attendance by the Public and all Members or to any person designated by a Member in writing. At regular and special meetings of the Board, except as stated below, Members who are not members of the Board may not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board.

C. Members' Right to Speak. At Board meetings, the Board shall permit Members, or their designated representatives, to speak before the Board takes formal action on an item under discussion (in addition to any other opportunities to speak) and the Board shall provide for a reasonable number of persons to speak on each side of an issue. However, the Board may place reasonable time restrictions on those persons speaking during any meeting.

D. Executive Session. Notwithstanding the above, 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 Colorado law. The matters to be discussed at such an executive session are limited to:

- (i) Matters pertaining to employees of the Association or a manager's contract or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association.
- (ii) 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.
- (iii) Review of or discussion relating to any written or oral communication from legal counsel.
- (iv) Investigative proceedings concerning possible or actual criminal misconduct.
- (v) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.
- (vi) Any other matter of which disclosure would constitute an unwarranted invasion of individual privacy.

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 the paragraphs above. No rule or regulation of the Board shall be adopted during an executive session. A rule or regulation may be validly adopted only after the Board goes back into regular session following an executive session or at a subsequent regular or special meeting of the Board.

3. Member Conduct.

A. Recording of Meetings. Video or audio recording of all or any portion of any meeting by Members, or any other member or attendee, is prohibited except for the use of preparing minutes or with the approval of the Board.

B. 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. If set, time limits set for speakers will 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.

C. Disruptive or Unruly Behavior. Should the Chairman determine that any Member is in violation of the provisions of this policy or has exceeded an allocated amount of time, 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. 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:

- (i) 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 Member.
- (ii) 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 Member.
- (iii) 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.

4. Supplement to Law. The provisions of this Policy shall be in addition to and in supplement of the terms and provisions of the Covenants and Colorado law.

5. Amendment. This Policy may be amended from time to time by the Board of Directors.

6. Definitions. Unless otherwise defined in this Policy, capitalized terms defined in the Covenants shall have the same meaning herein.

PRESIDENT'S CERTIFICATION:

The undersigned, being President of the Indian Creek Ranch Improvement Association, a Colorado non-profit corporation, certifies that the foregoing Conduct of Meetings Policy was adopted by the Board of Directors of the Association at a duly called and held meeting of the Board of Directors on May 28, 2014 and in witness thereof the undersigned has subscribed his/her name.

INDIAN CREEK RANCH IMPROVEMENT ASSOCIATION
A Colorado non-profit corporation

By: Betty Purkey-Huck
Betty Purkey-Huck, President