

**RESOLUTION OF THE RASPBERRY MOUNTAIN RANCH PROPERTY OWNERS' ASSOCIATION, INC.****ASSOCIATION MEETINGS**

**The Board of Directors of the Raspberry Mountain Ranch Property Owners' Association, Inc. (herein after known as the "Association") adopted the following Policies and Procedures pursuant to Colorado Revised Statute (C.R.S.) 38-33.3-3-209.5, 308, AND 310.**

**AUTHORITY:** In case of any conflict between the Articles of Incorporation, the Declaration of Covenants, Conditions and Restrictions and the Bylaws, and these listed "Policies and Procedures"; such provisions of the Articles, Declaration and Bylaws shall take precedence and supersede any provisions of these "Policies and Procedures".

In the event a Court of competent jurisdiction finds a provision of any of these Policies and Procedures void or otherwise unenforceable, the other provisions shall remain in full effect.

**EFFECTIVE DATE:** \_\_\_\_\_

*1/1/2012*

**RESOLUTION:** Adoption of a policy and procedure to be followed regarding conduct of Board and Membership Association meetings:

**BOARD MEETINGS****1. Board Meeting Organization.**

1.1 One regular Board meeting to be held at least annually within 10 days of the annual meeting per the Declaration. Other meetings are called at the discretion of the Board.

1.2 Five (5) days notice is required for regular meetings per the Bylaws, but Special Meetings require three (3) days notice;

1.3 A quorum is a majority of Directors then in office. A Director with a conflict of interest may be counted to establish a quorum. A quorum must exist at the time action is taken by the Board. Thus, unlike a Members' meeting, Directors can "break" a quorum by leaving the Board meeting;

1.4 Board action requires the approval of a majority of Directors either present or by email or phone vote per the Bylaws.

1.5 Participation by telephone counts for a quorum and voting purposes provided all Directors could hear each other simultaneously.

1.6 The President of the Association or designee shall chair all Board meetings and shall follow a written agenda.

1.7 All Board meetings shall be open to attendance by Members of the Association, or their representatives, provided that the Board may go into executive session for any purpose allowed by law. Members may be excluded from executive session. Prior to going into executive session, the chair of the meeting shall announce the purpose for the executive session.

## 2. Board Meeting Agenda.

### 2.1 Suggested Agenda Procedure.

- (a) Call to Order
- (b) Approval of last meeting's minutes
- (c) President's Report
- (d) Treasurer's Report
- (e) Management Report
- (f) Committee Reports
- (g) Old Business
- (h) New Business
- (i) Adjournment

### 2.2 Rules of Order.

2.2.1 The strict requirements of Roberts Rules of Order are not necessary, but basic parliamentary procedure is to be followed;

2.2.2 Motion required for any decision. Any Director may make a motion. All motions shall be recorded in the minutes;

2.2.3 Discussion limited to motion topic only. Motions must be seconded to be discussed and voted upon. The minutes shall record the number of votes in favor, votes against, and abstentions. If any Director requests his/her vote in favor or against or his/her abstention be recorded in the minutes, the minutes shall so reflect;

2.2.4 Everyone given opportunity to speak;

2.2.5 One person speaks at a time;

2.2.6 Chair decides who speaks;

2.2.7 Set reasonable restrictions/limits on speaking;

2.2.8 No meeting of the Board may be recorded by audio, video, or other means except by the Secretary to aid in the preparation of minutes. Such recording shall not be part of the Association's records and may be destroyed once the minutes are prepared.

2.2.9 Agenda items shall be discussed pursuant to the meeting agenda, provided that items may be taken out of order if deemed advisable by a majority of other Board Members present. Items not on the agenda may be discussed once all items have been concluded, time permitting.

### 2.3 Member Participation at Board Meetings.

2.3.1 Allow Members to speak as to any issues prior to Board vote. Any Member who wishes to speak must be recognized by the Chair. Once recognized, the Member shall state his/her name and address;

2.3.2 Allow Members to vent complaints. All comments must be delivered in businesslike and professional manner. Personal attacks or inflammatory comments will not be permitted;

2.3.3 Put Members' comments to be discussed on agenda under New Business;

2.3.4 Consider placing time limit on each speaker (e.g. three minutes);

2.3.5 President should conduct but not feel compelled to respond; Board Members are not required to respond except to ask questions;

2.3.6 Any Member who is represented by another Member shall be permitted to have the representative speak on his/her behalf, as long as the speaker has written permission.

2.4 The Board may deviate from the procedures set forth in this document if in its sole discretion such deviation is reasonable under the circumstances.

## MEMBER MEETINGS

### 3. Member Meeting Organization.

3.1 Notice of a Membership meeting shall be mailed to each Member 15-30 days prior to the meeting. If a Member requests notice by e-mail only and provides an e-mail address, notice will be provided by e-mail. Notice shall also be posted on the gate at the entrance, on the website and in the local newspaper the previous week.

3.2 Members may execute a proxy appointing and authorizing one Member, or duly authorized attorney-in-fact, to attend all annual and special meetings of Members and therefore to cast whatever vote the Member might cast if he or she were personally present.

Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

3.3 Each Member will sign in prior to the meeting for himself/herself and for any proxies he/she holds. Voting rights of delinquent Members are suspended and such Members shall not be given a ballot. If an election or vote is to be held, the Member will be given the appropriate number of ballots. Secret ballots are required for the following: any ballot for election of a contested position on the Board of Directors; and any ballot for other matters if so requested by at least 20% of the Members present in person or by proxy at the meeting. If secret balloting is not required, the Association may indicate the number of proxies held on the ballot itself.

3.4 The President of the Board of Directors, or other person directed by the Board, will call the meeting to order and conduct the meeting. The meeting shall proceed in the order set forth in the Bylaws Article III.7.

3.5 No meeting may be recorded by audio, video, or other means except by the Secretary to aid in the preparation of minutes. Such recording shall not be part of the Association's records and may be destroyed once the minutes are prepared.

3.6 Each Member who wishes to speak will be given a reasonable amount of time to speak; the Chair may impose reasonable time limits to facilitate Member participation.

3.7 Members must maintain decorum and refrain from addressing the Membership or Board until recognized by the Chair. Upon being recognized, the Member must state his/her name and address.

3.8 Members may not interrupt anyone who validly has the floor, or otherwise disrupt the meeting. Members may not engage in personal attacks on either Board Members or other Association Members. All comments and questions are to be delivered in a businesslike manner and comments shall be confined to matters germane to the agenda item being discussed. No Member may use abusive, rude, threatening, vulgar or crude language.

3.9 Members must obey all orders made by the meeting Chair, including an order to step down.

3.10 Any Member who refuses to follow the above rules will be asked to leave the meeting.

3.11 Any motions must be seconded prior to discussion and voting. Because the nature of a motion and vote may be outside the Member's authority, the Board reserves the right to determine whether a motion will be considered binding on the Association or a recommendation for proceeding. Such determination may be made following consultation with legal counsel.

3.12 Ballots shall be counted by a neutral third party or by a committee of volunteers who shall be Members selected or appointed at an open meeting by the President of the Board or other person presiding during that portion of the meeting. The committee of volunteers shall not be Board Members and, in case of a contested election for a Board position, shall not be candidates. The results of a vote taken by secret ballot shall be reported without identifying information of Members participating in such vote.

3.13 Meetings should be but are not required to be held in accordance with Robert's Rules of Order.

## MINUTES

4.1 Minutes are the only record of actions taken by the Association or Board and a protective measure if there is legal action. The minutes:

- (a) Provide a record of actions taken by the Board of Directors;
- (b) Establish and protects authority of the Board's actions;
- (c) Cannot create the authority for Board's actions;
- (d) Can be used to rebut a presumption of authority;
- (e) Are required to be kept by Colorado statute.

4.2 Failure to keep minutes will not render decision or act of Board invalid.

4.3 Draft brief and concise minutes contemporaneously, obtain Board approval within reasonable timeframe.

4.4 Consider using a recording secretary who is not a Board Member.

4.5 Contents of minutes:

- (a) Association name and words "Minutes of the Meeting of";
- (b) Date, time, place of meeting;
- (c) Names of persons present in official capacity. If Membership meeting, record name and number of votes present;
- (d) Record names of persons dissenting;
- (e) Resolutions. Record exactly as made, seconded and passed, briefly state rationale, but not summary of debate, attach adopted reports to minutes, best if motions required to be in writing and put on agenda before discussion, major issues-formal resolutions, minor issues-simple motions;
- (f) Permanent record-retain for three (3) years;
- (g) Committee Reports are always put in writing and attached to minutes. If no report, state so in writing.

4.6 Approval of Minutes.

- (a) Minutes should be approved at the next regular meeting;
- (b) Only after minutes have been approved should Secretary sign them.

**PRESIDENT'S CERTIFICATION:** The undersigned, being the President of Raspberry Mountain Ranch Property Owners' Association, Inc., 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, and after a 30 day review by the authorized voting Membership.

In witness thereof, the undersigned has subscribed his/her name.

**RASPBERRY MOUNTAIN RANCH PROPERTY OWNERS' ASSOCIATION, INC.**  
A Colorado nonprofit corporation

By: J. Hanko  
President

On the 23RD day of July in the year 2011.