THREE ELK CREEK ESTATES, INC.

POLICY 3: REGARDING CONDUCT OF MEETINGS

Adopted October 19, 2009 --Reviewed and Approved January 2023

The following procedures have been adopted by the Three Elk Creek Estates, Inc. ("Association") pursuant to the provisions of C.R.S. 38-33.3-209.5, at a regular meeting of the Board of Directors.

Purpose: To establish a uniform and systematic protocol for conducting meetings of the Association, including Member's meetings and Board meetings; to ensure equitable participation by Members while permitting the Board to conduct the business of the Association; to specify when voting shall be by secret ballot and the counting of such ballots; to specify the procedures for votes to be conducted by written ballot; and to memorialize the circumstances under which the Board may convene into executive session and that the Board may elect to preserve attorney-client privilege.

WHEREAS, the Bylaws of the Association, as well as Association Policy 1, stipulate various aspects of the conduct of meetings, and the Colorado Common Interest Ownership Act C.R.S. 38-33.3-308 and 38-33.3-310 regulate other aspects of the conduct of meetings and voting, notwithstanding there exist outstanding issues to be addressed regarding the conduct of meetings.

NOW, THEREFORE, IT IS RESOLVED that the Association does hereby adopt the following policy governing the conduct of meetings of the Members and meetings of the Board and voting:

1. Notice for all meetings shall be as specified by the Association's Bylaws (Article 8, Section 1). In addition, notice of meetings and agendas shall be distributed by electronic mail to those members who so request and provide a valid electronic mail address to the Board Secretary.

2. The agenda for all meetings shall follow the order of business determined by the Board, which shall include a "Member Open Forum" item, 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. All meetings of Members shall include a "Policy" item, to allow Members to discuss and amend policies, as required in Policy 1, paragraph 5.

3. All Member's meetings of the Association are open to every Member, and/or to any person designated by a Member in writing as the Member's representative, and all Members or designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during all deliberations and proceedings.

4. The Board shall have the right to determine the length of time allotted for an Association meeting. The Board may place reasonable time restrictions on those persons speaking during a meeting. The Board shall permit any Member or a Member's designated representative to speak, subject to the provisions of this policy regarding Curtailment of Member Conduct and/or Disruptive or Unruly Behavior, before the Association takes formal action on any item under discussion.

5. All regular and special meetings of the Board, or any committee thereof, shall be open to attendance by all Members and/or Member's representatives. At regular and special meetings of the Board, Members who are not members of the Board may not participate in any deliberation or

discussion, with the exception of the Open Forum, unless expressly so authorized by a vote of the majority of a quorum of the Board.

6. The Board shall have the right to determine the length of time of the Open Forum. The President or acting chair 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. Unless otherwise determined by the President or acting chair, the time limit will be three minutes per Member.

7. Curtailment of Member Conduct. Should the President or acting chair determine that any Member has spoken for the allocated amount of time or longer, the President or acting chair shall have the authority to instruct that member to yield the floor, and that member will be obligated to comply with the President's or acting chair's instruction.

8. Disruptive or Unruly Behavior. If a Member refuses to stop talking after his/her allotted time has ended or otherwise disrupts the meeting, the following procedure will be followed:
   a. The President or acting chair will issue an oral warning that if the member continues to speak or disrupt the meeting, either the meeting will be adjourned or law enforcement/security will be called to remove the individual.
   b. If the member continues to speak or disrupt the meeting, the President or acting chair 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 individual.
   c. If the member still refuses to cooperate, the President or acting chair may choose whether to adjourn the meeting to another time or to call law enforcement or other security.

9. Recording of Meetings. Note taking is permitted, however, video or audio recording of all or any portion of any meeting is prohibited.

10. Voting. Regarding voting at meetings of members, or by written ballot, pursuant to the Association Bylaws and C.R.S. 38-33.3-310,
    a. The Association Secretary shall keep a list of Voting Members (Bylaws Article 2 Section 16).
    b. Votes for contested positions on the Board shall be taken by secret ballot.
    c. At the discretion of the Board or upon the request of twenty percent of the Voting Members who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any matter affecting the Association on which all Voting Members are entitled to vote shall be by secret ballot.
    d. Votes conducted solely by written ballot rather than at a meeting of members shall be considered secret ballots and treated as such. Votes conducted by written ballot shall be pursuant to the provisions of the "Colorado Revised Nonprofit Corporation Act" C.R.S. 7-127-109 regarding Action by Written Ballot. (A copy of the current C.R.S. 7-127-109 shall be attached to this policy as an appendix.)
    e. Secret ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be members who are selected or appointed at an open meeting, in a fair manner, by the President of the Board or another person presiding during that portion of the meeting. The volunteers shall not be Board members and, in the case of a contested election for a Board position, shall not be candidates. As specified in the Bylaws (Article II, Section 10) any Voting Member may cast their vote either in person, by proxy, or by a mailed in ballot, or an emailed ballot. Any Proxy must be assigned to an Association Member (Bylaws Article 8, Section 7).

f. The results of a vote taken by secret ballot shall be reported without reference to the names, addresses, or other identifying information of members participating in such vote.
g. All other votes shall be voice votes, attested by the Association Secretary.
h. The required number of votes for any matter shall be as specified in the Association's Bylaws and Covenants (Bylaws Article 5 Section a & b, Article 8 Section 6, Article 9; Covenants Article 8 Section 3 a & b, Article 14.

11. Executive Session. Notwithstanding the foregoing, 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 the Colorado Common Interest Ownership Act, as amended from time to time, or other applicable law. The matters to be discussed at such an executive session are limited to:
    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. Investigative proceedings concerning the possible or actual criminal misconduct;
    c. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
    d. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy.
    e. Review of or discussion relating to any written or oral communication from legal counsel. Prior to the time the members of the Board convene in executive session, the President or acting chair shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above. No rule or regulation of the Board shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following an executive session.

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

Three Elk Creek Estates, Inc.

By: THOMAS A. WAGER
President

Attest
Candice K Willett
Secretary

This policy regarding conduct of meetings was adopted by the Board of Directors at a regular meeting held on the 19th day of October 2009, and is effective the 19th day of October, 2009, and is attested to by the Secretary of the Three Elk Creek Estates, Inc.

Candice K Willett
Secretary

THREE ELK CREEK ESTATES, INC.
POLICY 3
APPENDIX

From the "Colorado Revised Nonprofit Corporation Act"
Colorado Revised Statutes (C.R.S.) Title 17 Article 127

C.R.S. 17-127-109 Action by Written Ballot

(1) Unless otherwise provided by the bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the nonprofit corporation delivers a written ballot to every member entitled to vote on the matter.

(2) A written ballot shall:

(a) State each proposed action; and

(b) Provide an opportunity to vote for or against each proposed action.

(3) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(4) All solicitations for votes by written ballot shall:

(a) Indicate the number of responses needed to meet the quorum requirements;

(b) State the percentage of approvals necessary to approve each matter other than election of directors;

(c) State the time by which a ballot must be received by the nonprofit corporation in order to be counted; and

(d) Be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

(5) Unless otherwise provided by the bylaws, a written ballot may not be revoked.

(6) Action taken under this section has the same effect as action taken at a meeting of members and may be described as such in any document.

Source: L. 97: Entire article added, p. 680, § 3, effective July 1, 1998. **L. 2003:** (2) (a) and (4) (c) amended, p. 2339, § 296, effective July 1, 2004.
