



## **1. Conducting Meetings**

- (a) The meetings of Pine Cone Acres Homeowners Association, Inc. (the “Association”) shall be conducted in accordance with the Governing Documents of the Association, especially its By-laws, and in accordance with the Colorado Common Interest Ownership Act (CCIOA), Colorado Revised Nonprofit Corporation Act and Robert’s Rules of Order as a tool and a guideline.
- (b) At all meetings, all Owners are expected to maintain proper behavior and decorum, which requires that Members shall:
  - (i) be respectful to others present and to the meeting process;
  - (ii) refrain from name-calling, use of foul language, and other aggressive behavior;
  - (iii) differentiate statements of opinion from statements of fact;
  - (iv) speak only when acknowledged by the Chair (President of the Board or designated Chair); and
  - (v) no food or alcohol shall be brought to meetings.

If an Owner fails to observe the above standard, demonstrating inappropriate behavior which negatively impacts the Association’s meeting(s), the Chair shall issue one warning to the Owner. If inappropriate behavior continues, the Owner may be asked to remove him/herself from the meeting. If the Owner refuses to comply, the meeting may be adjourned at that time, even though there are Agenda items not yet heard; or the Chair may take other action, at the sole discretion of the Chair, including request for police assistance.

## **2. Owner Participation at Board Meetings**

- (a) Meetings of the Owners, as the Members of the Association, shall be held at least once each year. Special Meetings of the Owners may be called by the President, by a majority of the Executive Board, or by Owners having 20 percent, or any lower percentage specified in the By-laws, of the votes in the Association. Not less than 10 or more than 50 days in advance of any meeting of the Owners, the secretary or other officer specified in the By-laws shall cause notice to be hand delivered or sent prepaid by United States mail to the mailing address of each Lot or to any other mailing address designated in writing by the Owner. The notice of any meeting of the Owners shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable, in addition to any electronic posting or electronic mail notices that may be given pursuant to paragraph (2), (a), (i) of this section. The notice shall state the time and place of the meeting and the items on the agenda, including the

general nature of any proposed amendment to the Declaration or By-laws, any budget changes, and any proposal to remove an officer or member of the Executive Board.

- (i) The Association is encouraged to provide all notices and agendas required by this article in electronic form, by posting on a web site or otherwise, in addition to printed form. If such electronic means are available, the Association shall provide notice of all regular and Special Meetings of Owners by electronic mail to all Owners who so request and who furnish the Association with their electronic mail address. Electronic notice of a Special Meeting shall be given as soon as possible but at least 24 hours before the meeting.
  - (ii) All regular and Special Meetings of the Association's Executive Board, or any committee thereof, shall be open to attendance by all Members of the Association or their representatives. Agendas for meetings of the Executive Board shall be made reasonably available for examination by all Members of the Association or their representatives.
- (b) Owners or their Representatives may speak on any HOA matter. In the event that time limits are deemed to be necessary at the option of the Chair, that portion of the meeting shall be conducted as follows:
- (i) if there is a list at the sign-in table for persons to enter their names, those individuals will be given priority to speak at the meeting, and they will be called upon to speak in the same order in which they entered their names;
  - (ii) speakers will be subject to the rules of conduct described in paragraph (b) above;
  - (iii) each person shall have 2 minutes to speak;
  - (iv) such period shall not exceed a total of 12 minutes;
  - (v) priority will be given to items shown on the Agenda, if any; and
  - (vi) if more than one person desires to address an issue and there are opposing views, the Board shall provide for a reasonable number of persons to speak on each side of the issue, and the President shall allocate the time permitted among the various Owners or designated representatives who wish to speak.
- (c) After the designated time, only the Directors shall participate in any deliberation or discussion of the Board unless expressly authorized by a vote of a majority of the Board.
- (d) Owners who wish to discuss a certain issue, complaint, or request shall submit such, in writing, at least 5 business days prior to the Board meeting. No action shall be taken upon such matters unless a motion is made stating the proposed action and is seconded by Owners of the Board prior to discussion. The Board reserves the option to respond to any new business at the next Board meeting, in order to investigate and/or obtain advice to respond to the Owner.

### **3. Owner Participation at Annual and Special Meetings of Owners**

- (a) The Board shall determine the agendas for the meetings, subject to any requirements in the Association's Governing Documents, and distribute agendas with notices of the

meetings. If an Owner or Owners wish to call a Special Meeting, they must submit such request, in writing, at least 45 days prior to the meeting in accordance with Article IX, paragraph 2 of the By-laws. This allows the Board sufficient lead time to give the Owners the required 30 days' notice in the event the Board decides to grant the Special Meeting.

- (b) The President (or such other person as may be designated by the Board) shall preside over all meetings. Items of business and/or discussion must be presented by Motion and such Motion must be seconded prior to discussion. In the event that time limits are deemed to be necessary at the option of the Chair, that portion of the meeting shall be conducted in accordance with the following provisions of this section.
- (c) Any Owner or the designated Representative of such an Owner may speak at the designated time upon any issue requiring a vote of the Owners (prior to any vote). Upon being recognized, the Owner must state his/her name and address and lot number for the record.
- (d) The total length of any time for Owners or designated Representatives speaking on a single issue of any meeting of the Owners shall not exceed the time set forth by the President at the beginning of the meeting, but not exceeding a time limit of 20 minutes total, and the President shall prorate that time among the various Owners who wish to speak.
- (e) Each Owner who wishes to speak will be given 2 minutes to speak, provided the Chair may impose reasonable time limits to facilitate Owner participation. Owners may not speak a second time until everyone who wishes to speak has been given an opportunity to speak once. Owners may not speak more than twice on any one topic, subject to the Chair's discretion.
- (f) Issues that an Owner wishes to discuss at the Annual Meeting should be submitted to the Board in writing 10 business days prior to that meeting. Topics presented in advance will be given priority for discussion at the Annual Meeting.
- (g) In any case where the nature of a motion and vote may be outside the Owners' authority, the Board reserves the right to determine whether a motion will be considered binding upon the Association; or the Board may adjourn to obtain a recommendation whether to proceed; such determination may be made following consultation with legal counsel.

#### **4. Notice of Meetings**

- (a) Board Meetings: Agendas for meetings of the Board shall constitute notice of Board Meetings. Actions can be taken without a meeting in cases where prompt action is required between scheduled Board Meetings if a Notice stating the action to be taken and the time by which a Board Member must respond is transmitted in writing (which may include electronic communication) to each Board Member; and each Board Member, by the time stated in the Notice, either:

- (i) votes in writing for such actions; or
  - (ii) votes against such action or abstaining from voting, in writing; or
  - (iii) fails to respond or vote, and fails to demand that action not be taken without a meeting.
- (b) Owners' Meetings: Notice of Owners' Meetings shall also be given in accordance with the Governing Documents of the Association, currently Article IX, Sections 1 and 2 of the By-laws. In addition, notice of such meetings shall be posted on the Association's web site when operable and by electronic mail notices pursuant to **C.R.S. § 38-33.3-308**. If electronic means are available, the Association shall provide Notice of all regular and special meetings of Owners by electronic mail to all Owners who so request and who furnish the Association with their electronic mail addresses.
- (c) The Notice of any meeting must state the time and place of the meeting and the items on the Agenda. If the meeting will include any of the following actions, the Notice, Agenda or some other method (such as the website) should include:
  - (i) the general nature of any proposed Amendment to the Protective Covenants or By-laws;
  - (ii) any budget changes; and
  - (iii) any proposal to remove an Officer or Member of the Board.
- (d) Any notice that conforms to the above requirements is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered.

## **5. Executive Sessions**

- (a) The members of the Executive Board or any committee thereof may hold an Executive or Closed Door Session and may restrict attendance to Executive Board Members and such other persons requested by the Executive Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an Executive Session shall include only matters enumerated in paragraphs (i) to (vi) of subsection 5. Executive Sessions (b) below.
- (b) Matters for discussion by an Executive or Closed Session are limited to:
  - (i) 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;
  - (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) investigative proceedings concerning possible or actual criminal misconduct;
  - (iv) matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;

- (v) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; and
  - (vi) review of or discussion relating to any written or oral communication from legal counsel.
- (c) Upon the 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.
- (d) No rule or regulation of the board 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 or after the body goes back into regular session following an Executive Session.
- (e) Prior to holding an Executive Session, the President or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above. The Board will take no final action in Executive Session, but it may give direction to legal counsel therein. Any proposed Rule or Regulation discussed during an Executive Session may only be validly adopted during a Regular or Special Meeting, or after the Board returns from its Executive Session.
- (f) The minutes of all meetings at which an Executive Session was held shall indicate that an Executive Session was held and the general subject matter of the Executive Session. The Board Members and other Owners shall preserve attorney-client privilege regarding consultation and communications from legal counsel.

The Board may review this Meetings Policy and update as needed.

**PINE CONE ACRES HOMEOWNERS ASSOCIATION, INC.**

*Revised and Approved this 20th day of April 2015*