

**RED MOUNTAIN RANCH OF GUNNISON COUNTY ASSOCIATION, INC.  
POLICY AND PROCEDURE  
REGARDING THE CONDUCT OF MEETINGS**

Effective December 16, 2015

The following Policy and Procedure has been adopted by the Executive Board (“Board”) of Red Mountain Ranch of Gunnison County Association, Inc. (“Association”) pursuant to Colorado statutes, regarding the Conduct of Meetings.

**1. MEMBERS/OWNERS MEETINGS**

- A. Meetings of the Members/Owners (“Members”) shall be held at such times and locations as may be provided in the Association’s Declaration, Bylaws, Articles of Incorporation, Rules and Regulations or policies or procedures (“Governing Documents”) or in applicable Colorado statutes, but at least once annually.
- B. Only Members in good standing are eligible to vote. For purposes of this policy, “good standing” shall mean all of the following: (i) ownership of a lot; (ii) no delinquent amounts due to the Association; (iii) no outstanding violation of any provision of any Governing Documents.
- C. Notice of Members meetings shall be distributed as provided in the Association’s Governing Documents or by applicable Colorado statutes.
- D. The Board shall determine the agendas for the meetings, subject to any requirements in the Governing Documents, and distribute such agendas with notices of the meetings.
- E. The President of the Board or such other person as may be designated by the Board shall preside over all meetings.
- F. Decisions must be presented by Motion and such Motion seconded, prior to discussion.
- G. Any person not in compliance with the following rules of conduct may be ejected from the meeting:
  - 1. No one may speak until called upon by the chairperson;
  - 2. Only one person may speak at a time;
  - 3. Personal attacks and abusive language are prohibited; and
  - 4. Only the individual presiding over the meeting may interrupt a speaker and then only for purposes of limiting the time of the discussion, preventing personal attacks or abusive language, or keeping the discussion on topic.

- H. Voting by Members to fill positions on the Board shall be by secret ballot, unless the election is uncontested (there is no more than one nominee for each position available). Any other matter put before the assembly for a vote may be by any means acceptable to the assembly or by secret ballot if requested by 20% of the Membership present.
- I. Unless otherwise provided by the Governing Documents or by applicable Colorado statutes, the affirmative vote required for the election of Members of the Board shall be the candidates receiving the largest number of votes. Unless otherwise provided by the Governing Documents or by applicable Colorado statutes, the affirmative vote required for the passage of any other matter put before the assembly for a vote shall be a majority of those present (as defined by the Rules and/or Bylaws) and voting at this meeting.
- J. Written ballots may be used in lieu of any Member meeting.

## **2. BOARD MEETINGS**

- A. Meetings of the Board shall be held at such times and locations as may be provided in the Governing Documents or by applicable Colorado statutes.
- B. Notice of Board Meetings shall be distributed as may be provided in the Governing Documents or by applicable Colorado statutes.
- C. The Board members or Managing Agent shall create agendas for Board meetings which shall be provided to owners requesting a copy.
- D. Board Meetings shall provide an opportunity for Owners to speak.
- E. The President of the Board or such other person as may be designed by the Board shall preside over the Board meetings.
- F. For each matter upon which the Board anticipates taking action, a motion must be made stating the proposed action, followed by discussion. Owners who are not Board members may participate in such discussion.
- G. At the conclusion of discussion, but prior to a vote on the motion by the Board members, any owner may be heard on the matter discussed.
- H. Board meetings shall be open to attendance by all members of the Association or their representatives.
- I. The members of the Board may hold an executive session and restrict attendance to only Board members and such other persons requested by the Board during a regular or special meeting for discussion of the following:

1. 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.
  2. 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;
  3. Investigative proceedings concerning possible or actual criminal misconduct;
  4. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; and
  5. Review of or discussion relating to any written or oral communication from legal counsel.
- J. 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.
- K. No Rule or Regulation or decision shall be adopted during an executive session. A Rule or Regulation or decision may be validly adopted only during a regular or special meeting or after the Board returns from its executive session.
- L. 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.
- M. Written consents may be used in lieu of any meeting.
- N. Meetings may be by telephone.
- O. Any action which may be taken at a meeting of the Board may be taken without a meeting if a notice stating the action to be taken and the time by which a Board member must respond is transmitted in writing to each member of the Board; and each Board member, by the time stated in the notice votes in writing for such action.

**CERTIFICATION:**

The undersigned, being the President of Red Mountain Ranch of Gunnison County Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing policy and procedure was approved and adopted by the Executive Board of the Association, at a duly convened meeting, open to the members to attend, on December 16, 2015.

**RED MOUNTAIN RANCH OF GUNNISON COUNTY ASSOCIATION, INC.**, a Colorado non-profit corporation

By: *Bill Lacy*  
Name: Bill Lacy  
Title: President