

RESOLUTION
OF THE
RESERVE ON THE EAGLE RIVER
CONDOMINIUM ASSOCIATION
REGARDING CONDUCT OF
MEETINGS

SUBJECT: Adoption of a procedure to govern the conduct of meetings.

PURPOSE: To adopt a procedure to be followed for conduct of meetings.

AUTHORITY: The Declaration, Articles and Bylaws of the Association, and Colorado law.

EFFECTIVE DATE: April 16, 2018

RESOLUTION: The Association hereby adopts the following Policy:

1. This Resolution is adopted for the purpose of compliance with C.R.S. 38-33.3-209.5(1)(b)(VII).

I. MEETINGS

1. Meetings of the membership shall occur in accordance with the Bylaws of The Reserve on the Eagle River Condominium Association, Inc. ("Bylaws"), the Colorado Not for Profit Corporate Act and Roberts Rules of Order.

II. Executive Closed Door Sessions.

1. The members of the Board or any committee thereof may hold an executive closed door session during any regular or specially announced meeting or any part thereof and restrict attendance to Board Members and such other persons, including property managers, financial and legal advisers, requested by the Executive Board. The attendance of other persons such as property managers, attorneys and accountants, shall not invalidate the confidential nature of the executive session. The matters to be discussed at such an executive session can only include the following matters:

(a) 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;

(b) 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;

- (c) investigative proceedings concerning possible or actual criminal misconduct;
- (d) matters subject to specific constitutional, statutory or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- (e) any matter the disclosure of which could constitute an unwarranted invasion of individual privacy;
- (f) review of or discussion relating to any written or oral communication from legal counsel.

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

2. Prior to the time the members of the Board or any committee thereof convene an executive session, the chair of the body shall announce the general matter of the discussion.

3. 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 after the Board goes back into regular session following an executive session.

4. The meetings of all minutes at which an executive session was held shall indicate only that an executive session was held and the general subject matter of the executive session. Decisions made and actual discussions held at the executive session do not need to be reflected in the minutes.

III. SECRET BALLOTS

1. Votes for positions on the Board shall be taken by secret ballot and, upon the request of one or more Unit Owners, a vote on any other matter affecting the common interest community on which all owners are entitled to vote shall be by secret ballot. Ballots shall be counted by a neutral third party, which can be the property management company, or by a Unit Owner who is not a candidate, who attends the meeting at which the vote is held, and who is selected at random from a pool of two or more such Unit Owners. The results of the vote shall be reported without reference to names, addresses, or other identifying information.

IV. VOTING BY PROXY

1. Provisions in the Bylaws for the Association, and the provisions of the Colorado Non-profit Corporation and Association Act codified at CRS 7-122-101 et seq. in regard to voting by proxy, shall be followed.

2. Every person who is a record Owner of a fee interest in any Unit subject to the Declaration shall be a Member of the Association. When more than one (1) person holds an interest in a Unit, all persons holding a fee interest shall be Members but shall be required to designate a Designated Voting Owner per Section 8.9(b) of the Bylaws.

3. Votes allocated to a unit may be cast pursuant to a proxy duly executed by a unit owner. A proxy shall not be valid if obtained through fraud or misrepresentation. Unless otherwise provided in the Declaration, Bylaws or Rules of the Association, appointment of proxies may be made substantially as provided in Section 7-127-302, CRS of the Colorado Nonprofit Corporation and Association Act. A Unit Owner may not revoke a proxy given pursuant to this section except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven (11) months after its date, unless it provides otherwise.

4. The Association is entitled to reject a vote, consent, written ballot, waiver, proxy, appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, including the property management company, acting in good faith, has reasonable basis to doubt the validity of the signature on it or about the signatory's authority to sign for the unit owner.

5. The Association and its officer(s) or agent(s) who accept or reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.

6. Any action of the Association based on the acceptance or rejection of a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation under this section is valid unless a court of competent jurisdiction determines otherwise.

V. COLORADO NONPROFIT CORPORATION ASSOCIATION ACT

1. To the extent that there are any provisions of the Bylaws, this meeting policy and/or the Colorado Common Interest Ownership codified at CRS 38-32.3-310.1 et seq. that does not address an issue regarding conducting of meetings and voting in regard the provisions of the Colorado Nonprofit Corporation and Association Act shall be referred to which is codified at CRS 7-122-101 et seq.

VI. CONDUCT OF BOARD MEETINGS

1. All meetings of the Board of Directors shall be conducted in compliance with Article IV of the Bylaws of the Association in conjunction with the provisions of this Policy with additional reference to the Colorado Common Interest Ownership Act specifically CRS 38-33.3-310.5 and the Colorado Nonprofit Corporation and Association Act codified at CRS 7-122-101 et. Seq.

PRESIDENT'S

CERTIFICATION: The undersigned, being the President of the Reserve on the Eagle River Condominiums, a Colorado nonprofit corporation, certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association, in accordance with the Association governing documents on April 16, 2018 and in witness thereof, the undersigned has subscribed his/her name.

The Reserve on the Eagle River Condominiums
a Colorado non-profit corporation,

By, Deborah K. Forsline

President, _____