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SUBJECT Adoption of a policy and procedures for conducting Owner and Board meetings.

PURPOSE To facilitate the efficient operation of Owner and Board meetings and to afford Owners an opportunity to provide input and comments on decisions affecting the community.

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

EFFECTIVE DATE December 6, 2016

POLICY **DEFINITIONS**

1. **Organization:** The Canterbury Improvement Association, Inc.
2. **Member:** Any member of the organization as defined by its covenants and/or bylaws.
3. **Board member:** any member who was nominated and elected by a majority of voting members present at the annual assembly of members.
4. **Chairman:** The board member holding the office of chairman, or any alternate board member chosen to act as chairman during an assembly in the absence of the elected chairman.
5. **Voting member:** Any board member in good standing. Any member in good standing with the organization who is present at an assembly of members is also a voting member for that assembly.
6. **Assembly:** Any properly-organized meeting of voting members.
7. **Annual assembly of members:** The annual meeting of property owners prescribed by the organization's covenants and/or bylaws.
8. **Majority:** Greater than 50% of voting members casting a vote, or greater than 2/3 of voting members casting a vote when a basic right of any voting member is involved.
9. **Quorum:** More than 50% of voting members in good standing, or 3 voting members in good standing, whichever is greater.
10. **Question:** Any issue before an assembly which is being properly discussed and/or voted upon.

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BASIC PRINCIPLES

1. When in conflict, the rights of the assembly to transact business in accordance with these Basic Principles supersede the rights of the individual member.
2. The organization's covenants and bylaws supersede these rules of order, as do the laws of any properly-formed government jurisdiction to which the organization is subject.
3. Ensure fair process and majority rule.
4. Protect the rights of the minority, the absentees, and individual members.
5. Provide order, fairness, and decorum.
6. Facilitate the transaction of business and expedite meetings and assemblies.
7. All members have equal rights, responsibilities, and obligations.
8. A quorum must be present for an assembly to act.
9. Full, free, and respectful discussion of questions before an assembly is a basic right of all members.
10. Personal attacks are always out of order.

PROCEDURES AND CONDUCT

1. An assembly of board members may be convened by:
 - (a) The chairman, with an agenda provided to board members no less than 5 days before the assembly.
 - (b) A majority of board members in good standing, with an agenda provided to board members no less than 5 days before the assembly.
 - (c) A majority of members in good standing, with an agenda provided to board members no less than 15 days before the assembly.
2. An assembly of members may be convened by:
 - (a) The chairman, with an agenda provided to members no less than 15 days before the assembly.
 - (b) A majority of board members in good standing, with an agenda provided to members no less than 15 days before the assembly.
 - (c) A majority of members in good standing, with an agenda

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provided to members no less than 30 days before the assembly.

3. Any member or group of members convening an assembly is responsible for arranging a suitable location to host the assembly. Should the proposed location become unavailable or unsuitable for any reason at the time of the assembly then the assembly will be cancelled. Unsuitability of a location may be declared by the chairman or a majority of board members in good standing.
4. All board member absences from an assembly are automatically excused unless a majority of the voting members present vote to not excuse the absence. Any board member who has an unexcused absence from an assembly will lose their good standing for the next assembly.
5. No assembly may be audio or video recorded, with the exception that the acting secretary may audio record proceedings to aid in preparation of minutes.
6. All attendees at an assembly shall record their name and address for the minutes.
7. A 2/3 majority of voting members present at an assembly may remove a board member's good standing providing there is sufficient cause to show the board member's continued good standing would be contrary to the Basic Principles. If a board member's good standing is removed by the necessary majority then the result will take effect immediately and will remain in effect for the duration of the current assembly plus the next assembly thereafter.
8. Members may designate a representative to represent their membership interests at an assembly (proxy). A member who is properly represented shall be considered "present" at the assembly. Any such designated representative will be a voting member on behalf of the member they are designated to represent at an assembly of members. A single person can represent multiple members if properly designated by each represented member. The acting secretary shall verify each presented proxy for:
 - (a) Validity of signature;
 - (b) Signatory's authority to sign for the Member;
 - (c) Authority of the Member to vote;
 - (d) Conflicting proxies;

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(e) Expiration of proxy

9. The chairman controls the flow of discussion at any assembly. An informal discussion-like format may be used as long as the Basic Principles stated herein are observed and maintained by all present. It is the chairman's discretion to set additional rules on a discussion providing the rules are declared to all present and conform to the Basic Principles. An example of this discretion could be a divisive question in which stricter controls over the discussion would be prudent or necessary to maintain the Basic Principles.
10. The chairman may, at the chairman's discretion, call for order should the chairman judge it necessary to preserve the Basic Principles. Once order is called by the chairman all those present at the assembly must be recognized by the chairman before they will be allowed to speak. The chairman may relax the call for order should the chairman judge that doing so will not further compromise the Basic Principles.
11. Should anyone present at an assembly cause undue disruption, refuse to comply with a chairman's call to order, or otherwise endanger the Basic Principles then the chairman may suspend the assembly until the unruly person either complies, voluntarily leaves, or is removed from the assembly by local law enforcement. If the person leaving the assembly results in a quorum being lost the chairman will state this fact and no further business may be conducted by the assembly.
12. The chairman should ensure that all questions before an assembly are adequately represented and that members in good standing wishing to make reasonable and topical comment are allowed to do so. The chairman may set time limits for discussion and/or comments if time is a limiting factor.
13. When a question before the assembly requires a vote, the precise question will be entered into the record before the chairman calls for a vote. Voting members present may work collaboratively on wording the question. The secretary or designated record-keeper shall then read the precise question being voted upon prior to the chairman calling for the vote.
14. The board of directors may, during the course of a valid assembly, hold closed-door executive sessions and may restrict attendance to board members and advisors to the board as appropriate. No rule or regulation or amendment to governing documents shall be adopted during an executive session. Minutes of the executive session may be kept but are not subject to disclosure or inspection. Prior to convening an executive

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session, the acting chairman shall announce the general reason for the executive session, which shall be recorded in the assembly minutes, to be one or more of the following allowable purposes:

- (a) Matters pertaining to employees of the Association or the manager's contract or involving the employment, 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) 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;
 - (f) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure.
15. If the chairman refuses to allow discussion on any question which is not out of order then any voting member present may make a motion to introduce the question. If another present voting member seconds the motion then the question shall become official business before the assembly. If the chairman refuses to accept a question which has been properly motioned and seconded then a vote of 2/3 of the voting members present may temporarily suspend the chairman's authority until the question at hand is concluded by the assembly. Any question which would normally be discussed in executive session would be explicitly out of order in this case and therefore excluded entirely from this provision.
 16. Should the chairman fail to observe the Basic Principles then a vote of 2/3 of the voting members present may suspend the chairman's authority for the duration of the assembly. Such a suspension of authority would not by itself remove the chairman's good standing for the remainder of the assembly.
 17. Reports from committees will automatically be accepted as submitted unless one of the voting members present raises an objection. If an

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objection is raised then the chairman will allow discussion of the objection before calling for a vote to accept or reject the submitted report.

18. A vote of 2/3 of the voting members present at an assembly may vote to temporarily suspend all or a portion of the Business Procedures for all or a portion of an assembly should it become necessary to ensure the Basic Principles. The Basic Principles may not be suspended.
19. When calling for a vote, the chairman may use whichever of the following voting methods is suitable and appropriate for the question at hand:
 - (a) Voice vote. The chairman asks all voting members in favor of the question to say "aye" (or equivalent) and all opposed to say "nay" (or equivalent). The chairman shall state, in his or her judgment, whether the question has received approval. Any voting member present may move to have the votes counted immediately following the voice vote, which must be honored if made. Once the assembly has moved on to the next question a motion to count votes for any previous question will be out of order. Any motion to count votes from any previous assembly will also be out of order.
 - (b) Roll call vote. The chairman will ask every voting member present to individually state their vote on the question at hand.
 - (c) General consent. If a question is not likely to be opposed, the chairman may ask if any voting members present are opposed to the question at hand. If no opposition is raised the question at hand is approved by general consent. If opposition is raised then a different voting method must be used.
 - (d) Division vote. The chairman will ask for a show of hands in favor and a show of hands opposed.
 - (e) Ballot vote. Every voting member writes their vote on paper ballot.
20. Silence on a question gives consent to the will of the majority. Intentional abstention on a vote must be explicitly stated by the voting member casting the vote.
21. Any point of order or process not described herein shall be conducted according to established precedent or commonly accepted practice. The results of any action taken through established precedent or commonly

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accepted practice shall have the same force and effect as if they were detailed herein.

Supplement to Law

The provisions of this Policy shall be in addition to and in supplement of the terms and provisions of the Association's governing documents and the laws of the State of Colorado.

Amendment

This Policy may be amended and/or modified by a 2/3 vote of voting members present at an assembly.

**CHAIRMAN'S
CERTIFICATION**

The undersigned, being the Chairman of the Board of the Canterbury Improvement Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing policy was adopted by the Board of Directions of the Association, at a duly called and the meeting of the Board of Directors on December 6, 2016 and in witness thereof, the undersigned has subscribed his/her name.

Canterbury Improvement Association, Inc., a Colorado nonprofit corporation

By: CHRIS DAVIS, Chairman of the Board