

Cleveland Place HOA

Conduct of Meetings Policy

Effective January 9th, 2023

The following Policy has been adopted by the Cleveland Place HOA (“Association”) pursuant to the provisions of C.R.S. § 38-33.3-209.5, at a regular meeting of the Board of Directors (“Board”) for the benefit of the Association and its owners or members (“Member(s)”).

Purpose: To establish a uniform and systematic protocol for conducting meetings of the Association, including meetings of the Members and the Board; to ensure equitable participation by Members while permitting the Board to conduct the business of the Association; and to memorialize the circumstances under which the Board may convene into executive session.

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

1. Members’ Meetings. All meetings of the Association are open to every Member, or to any person designated by a Member in writing as the Member’s representative, and Members or designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during the deliberations and proceedings; except that, for regular and special meetings of the Board, Members who are not Board members may not participate in any deliberation or discussion except as provided below. Meetings of the Members of the Association shall be called pursuant to and in accordance with the Bylaws of the Association.

2. Board Meetings. All regular and special meetings of the Board, or any committee thereof, shall be open to attendance by all Members or to any person designated by a Member in writing. At regular and special meetings of the Board, Members who are not members of the Board may not participate in any deliberation or discussion unless expressly so authorized by this policy or by a vote of the majority of a quorum of the Board. Board meetings shall be called pursuant to the Bylaws of the Association. Every effort shall be made to conduct Board meetings on the Association’s property, or at a neutral meeting space. Board meetings need not be in person and may be conducted remotely, including, without limitation, video conference or telephonic conference. Regardless of whether a Board meeting is conducted remotely or not, Members must be provided a reasonable method by which to participate remotely.

3. Notice of Board Meetings. Notice of regular and special meetings of the Board shall be sent to Members at least three (3) days prior to the meeting. Notice shall be by email or by other means agreed to by a majority of the Board. The notice shall (i) set forth the time and place of the meeting, (ii) state whether the meeting is in-person or remote, (iii) include the meeting agenda and (iv) regardless of whether the meeting is in person or not, provide a reasonable method by which Members, including Board members, may participate remotely. Such notice requirements may be suspended in the event that the President of the Association, or in her absence, an officer of the Association, deems there to be an emergency. Notwithstanding such emergency situation, all efforts should be made to provide meaningful notice and any resultant or ensuing meeting minutes shall reflect the emergent circumstances justifying the suspension of these notice

requirements. In order to effectuate the spirit of this notice requirement, the Board shall not make decisions normally made during Board meetings in private meetings, working group sessions and/or through email discussion and deliberation because of the import of Member involvement, input and discussion.

4. Members' Right to Speak. The Board may place reasonable time restrictions on those persons speaking during any meeting. However, at Board meetings, the Board shall permit Members or their designated representatives to speak before the Board takes formal action on an item under discussion, in addition to any other opportunities to speak, and, 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 an issue.

5. Agenda; Open Forum. The President of the Association, or in her absence, any other Association officer, shall chair meetings. The agenda for all meetings shall follow the order of business specified by the Association's Bylaws, and if none, in accordance with the order of business determined by the Board. The agenda for Members' meetings shall include a Member Open Forum 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. The agenda for Board meetings shall include a Member Open Forum, subject however, to the Board's right to dispense with or limit the Member Open Forum at the discretion of the Board, except that such limits on Member Open Forum shall always be subject to the provisions of paragraphs 2 and 4 of this policy. Should any Member wish to place an item for consideration on the agenda for either a Members' meeting or a regular Board meeting, the Member must do so at least seven (7) days prior to such meeting by notifying the Association's secretary of the same.

6. Limits on Right to Speak. The Board shall have the right to determine the length of time of the Open Forum. The 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 chair, the time limit will be three minutes per Member. Members will be allowed to speak more than once during Open Forum only at the discretion of the Board. No Member may speak a second time until all Members wishing to speak have had an opportunity to speak once. The Board is not obligated to take immediate action on any item presented by a Member during Open Forum or respond to such comments. However, the Board may give direction to staff to follow up on any item presented by a Member.

7. Sign-Up Sheets. A sign-up sheet will be made available to Members immediately prior to the meeting or by contacting the Association's secretary by email. Any Member wishing to comment at the ensuing meeting may add his/her name to the sign-up sheet. Subject to the remaining provisions of this policy, Members will be recognized for comment at the meeting in the same order as their names appear on the sign-up sheet. All Members wishing to comment who have not placed their names on the sign-up sheet will nonetheless be permitted to speak, time permitting. The meeting chair shall, to the best of her ability, allocate time to each Member for comment so as to allow as many Members as possible to speak within the time permitted.

8. Attorney/Client Privileged Communications. 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.

9. Recording of Meetings. Members may audio record all or any portion of any meeting. Members may not video record meetings although best efforts shall be made by the Association to video record the meeting, technology permitting via Zoom or otherwise, and post the same to the Members-only portion of the Association's website for Members to watch who could not attend the meeting.

10. Member Conduct. No Member is entitled to speak until recognized by the chair. There shall be no interruption of anyone who has been recognized by the meeting chair except by the chair. Specific time limits set for speakers shall be strictly observed. Personal attacks, whether physical or verbal, and offensive language will not be tolerated. All comments are to be directed to the meeting chair and not other individual participants. All comments are to be restricted to the agenda item being discussed. Courteous behavior is mandatory.

11. Curtailement of Member Conduct. Should the chair determine that any Member has spoken for the allocated amount of time or longer, or determine that the Member is in violation of the provisions of this policy, the meeting chair shall have the authority to instruct that Member to yield the floor, and that Member will be obligated to comply with the meeting chair's instruction.

12. Meeting Minutes. The Association shall keep minutes of all Member and Board meetings, which meeting minutes shall be posted to the Association's website as soon as they are approved and no later than 45 days after such meeting regardless of approval.

13. 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 applicable law. The matters to be discussed at such an executive session are limited to:

- (a) Matters pertaining to employees of the Association or the Association's 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 would constitute an unwarranted invasion of individual privacy, including a disciplinary hearing under the Enforcement Policy and any referral of delinquency under the Collections Policy; except that a Member who is the subject of a disciplinary hearing or a referral of delinquency may request and receive the results of any vote taken at the relevant meeting; or
- (f) Review of or discussion relating to any written or oral communication from legal counsel.

Prior to the time the Board convenes in executive session, the meeting chair shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above. In keeping with the Association's Policy Regarding the Adoption and Amendment of Policies, Procedures and Rules, no policy, procedure, rule or regulation may be created, adopted, enforced, amended or repealed during an executive session.

14. Disruptive or Unruly Behavior. If a Member refuses to stop talking after his/her allotted time has ended, or otherwise disrupts the meeting, or is otherwise in violation of the provisions of this policy, the following procedure will be followed:

- (a) The meeting chair will issue an oral warning that if the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, either the meeting will be adjourned or law enforcement/security will be called to remove the individual.
- (b) If the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, the meeting 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 meeting chair may choose whether to adjourn the meeting to another time or to call law enforcement/security.

[signature page follows]

CLEVELAND PLACE HOA

By: _____
Name: _____
Its: _____

Attest

Beverly Patena
Secretary

This Conduct of Meetings Policy was adopted by the Board of Directors on January 11, 2023, and is attested to by the Secretary of the Cleveland Place HOA.

B. Patena
Secretary