

**RESOLUTION OF
SUNDANCE HOMEOWNERS ASSOCIATION, INC.
REGARDING POLICY AND PROCEDURE FOR
CONDUCT OF MEETINGS**

**SUBJECT
AND
PURPOSE:**

To adopt policies and procedures regarding the Conduct of Meetings.

AUTHORITY:

The Declaration of Covenants, Conditions and Restrictions for Sundance Homeowners Association ("Declaration"), Articles of Incorporation ("Articles") and Bylaws of the Association and Colorado law.

**EFFECTIVE
DATE:**

August 22, 2016.

RESOLUTION:

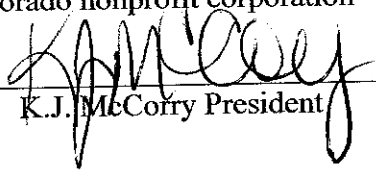
The Association hereby adopts the following policies and procedures, contained herein.

**PRESIDENT'S
CERTIFICATION:**

IN WITNESS WHEREOF, the undersigned certifies that this Conduct of Meeting Policy and Procedure was adopted by resolution of the Board of Directors of the Association this 22nd day of August, 2016.

SUNDANCE HOMEOWNERS ASSOCIATION, INC.
a Colorado nonprofit corporation

By: _____


K.J. McCorry President

Conduct of Meetings Policies

1. Notice for/of Member Meetings.

a. To the extent feasible and practicable, notice of any Members meeting will be physically posted in a conspicuous location in the community prior to such meeting, in addition to the notice required by the Association's Bylaws.

b. If any Owner has requested that the Association provide notice via email and has provided the Association with an email address, the Association will send notice of all Owner meetings to such Owner at the email address provided pursuant to the Bylaws but in no case less than 24 hours prior to any such meeting.

2. Conduct at Member Meetings. All Member meetings are governed by the following rules of conduct and order:

- a. The President of the Association or designee chairs all Member meetings.
- b. All Members and persons who attend a meeting of the Members will sign in, present any proxies and receive ballots as appropriate.
- c. Anyone wishing to speak must first be recognized by the Chair.
- d. Only one person may speak at a time.
- e. Each person who speaks is to first state his or her name and the address of their home in the Community.
- f. Any person who is represented at the meeting by another person, as indicated by a written instrument or an apparent agency, will be permitted to have that person speak for him/her.
- g. Those addressing the meeting are to be permitted to speak without interruption from anyone as long as these rules are followed.
- h. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting.
- i. Comments are to be relevant to the purpose of the meeting.
- j. The Board may decide whether or not to answer questions during the meeting.
- k. The chair of the meeting may establish reasonable time limits for individuals who wish to speak. Time limits may be increased or decreased by the Chair, but are to be uniform for all persons addressing the meeting.
- l. All actions and/or decisions require a motion and a second.

- m. Once a vote has been taken, there will be no further discussion regarding that topic.
- n. So as to allow for and encourage full discussion by Members, no meeting may be audio, video or otherwise recorded.
- o. Minutes of actions taken are to be kept by the Association.
- p. Anyone disrupting the meeting, as determined by the Chair, may be asked to "come to order."
- q. Anyone who does not come to order will be requested to immediately leave the meeting.
- r. The Chair may establish additional rules of order as may be necessary from time to time.

3. Voting at Member Meetings.

- a. Election of Board members for contested elections is to be conducted by secret ballot. Where secret balloting is used, each Member entitled to vote pursuant to the Bylaws is to receive a ballot. Ballots are not to contain identifying information concerning the ballot holder. In the event any Member holds a proxy for another Member, upon presentation of the proxy to the Secretary of the Association or the Secretary's designee, the Member is to receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy is to be kept and retained by the Association.
- b. All other votes taken at a meeting of the Members may be taken by any method as determined by the Board of Directors or Chair of the meeting, including by acclamation, by hand, by voice or by ballot, unless otherwise required by law.
- c. Written ballots are to be counted by at least two neutral third parties, excluding the Association's manager or legal counsel, or by Members who are not candidates selected randomly from a pool of volunteers.
- d. The individual(s) counting the ballots are to report the results of the vote to the Chair by indicating how many votes were cast for each individual or how many votes were cast in favor and against any issue or candidate.

4. Proxies for/at Member Meetings. Proxies may be given by any Owner as allowed by C.R.S. 7-127-203. All proxies are to be reviewed by the Association's Secretary or designee as to the following:

- a. Validity of the signature;
- b. Signatory's authority to sign for the Lot Owner;
- c. Authority of the Lot Owner to vote;

- d. Conflicting proxies; and
 - e. Expiration of the proxy.
5. Conduct at Board Meetings. All Board meetings are to be governed by the following rules of conduct and order:
- a. The President of the Association, or designee, chairs all Board meetings.
 - b. All persons who attend a meeting of the Board may be required to sign in, listing their name and the address of the home they own in the Community.
 - c. All Owners will be given an opportunity to speak as to any matter or ask questions of the Board during the Owner forum at the beginning of the meeting.
 - d. Anyone desiring to speak is to first be recognized by the Chair.
 - e. Only one person may speak at a time.
 - f. Each person speaking is to first state his or her name and the address of their home in the Community.
 - g. Any person who is represented at the meeting by another person as indicated by a written instrument or apparent agency is to be permitted to have that person speak for them.
 - h. Those addressing the Board are to be permitted to speak without interruption from anyone as long as these rules are followed.
 - i. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting.
 - j. Comments are to be relevant to the purpose of the meeting or issue at hand.
 - k. Each will be provided a limited amount of time to speak or to ask questions as determined by the Chair, although questions may not be answered until a later date.
 - l. Each person may only speak once during the owner forum and once on any other issue prior to a vote by the Board on the issue.
 - m. Yielding of time by a speaker to another individual is not permitted.
 - n. The time limit may be increased or decreased by the Chair but is to be uniform for all persons addressing the meeting.
 - o. No meeting of the Board may be audio, video or otherwise recorded except by the Board to aid in the preparation of minutes.
 - p. Minutes of actions taken are to be kept by the Association.

q. Anyone disrupting the meeting, as determined by the Chair, may be asked to "come to order."

r. Anyone who does not come to order may be requested to immediately leave the meeting.

6. Owner Input at Board Meetings. After a motion and second has been made on any matter to be discussed, but prior to a vote by the Directors, Owners present are to be afforded an opportunity to speak on the motion as follows:

a. The Chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor or against the motion.

b. The Chair will then determine a reasonable number of persons who will be permitted to speak in favor of and against the motion and for how long each person will be permitted to speak.

c. The Chair may also announce the procedure for who are permitted to speak if not everyone desiring to speak will be permitted to speak.

d. Following Owner input, the Chair will declare Owner input closed and no further owner participation on the motion at hand is allowed, unless a majority of the Board of Directors votes to open the discussion to further Owner participation.

**RESOLUTION OF
SUNDANCE HOMEOWNERS ASSOCIATION, INC.
REGARDING
BOARD MEMBER CONFLICTS OF INTEREST**

**SUBJECT
AND
PURPOSE:**

Adoption of policies and procedures regarding disclosure and resolution of Board member conflicts of interest.

AUTHORITY:

The Declaration of Covenants, Conditions and Restrictions for Sundance Homeowners Association ("Declaration"), Articles of Incorporation ("Articles") and Bylaws of the Association and Colorado law.

**EFFECTIVE
DATE:**

August 22, 2016.

RESOLUTION:

The Association hereby adopts the following policies and procedures, contained herein.

PRESIDENT'S

CERTIFICATION:

IN WITNESS WHEREOF, the undersigned certifies that this Conflict of Interest Policy was adopted by resolution of the Board of Directors of the Association this 22nd day of August, 2016.

SUNDANCE HOMEOWNERS ASSOCIATION, INC.
a Colorado nonprofit corporation

By: _____


K.J. McCorry, President

Conflicts of Interest Policy

1. General Duty. The Board of Directors will use its best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the value of properties of the members and Association. All Directors will exercise their power and duties in good faith and in the best interest of, and with utmost loyalty to the Association. All Directors will comply with all lawful provisions of the Declaration and the Association's Articles and Bylaws.

2. Definition. A conflict of interest exists whenever any contract, decision or other action taken by or on behalf of the Board would financially benefit: (i) a Director; (ii) a parent, grandparent, spouse, child, or sibling of the Director; (iii) a parent or spouse of any of the persons in subsection (ii); or (iv) an entity in which a Director is a director or officer or has a financial interest.

3. Disclosure of Conflict. Directors will not enter into any contract or financial transaction with the Association. Other conflicts of interest, as defined above, will be verbally disclosed to the other Directors at the first open meeting of the Board of Directors at which the interested Director is present prior to any discussion or vote on the matter. After disclosure, the Director may participate in the discussion but will not vote on the matter. The minutes of the meeting will reflect any disclosure made, the abstention from voting, the composition of the quorum and record who voted for and against.

4. Permissible Actions. Notwithstanding anything to the contrary in this Policy, no conflicting interest transaction will be set aside solely because an interested director is present at, participates in, or votes at a Board meeting that authorizes, approves or ratifies the conflicting interest transaction if:

- The material facts as to the director's relationship or interest as to the conflicting interest transaction are disclosed or known to the Board, and the Board in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors may be less than a quorum; or
- The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or known to the Members entitled to vote on the transaction, if any, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Members entitled to vote; or
- The conflicting interest transaction is fair to the Association.

5. Code of Ethics. In addition to the above, each Director and the Board as a whole will adhere to the following Code of Ethics:

- No Director will use his/her position for private gain, including for the purpose of enhancement of his/her financial status through the use of certain contractors or suppliers.

- No contributions will be made to any political parties or political candidates by the Association.
 - No Director may solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value from a person who is seeking to obtain contractual or other business or financial relations with the Association.
 - No Director may accept a gift or favor made with intent of influencing decision or action on any official matter.
 - No Director may receive any compensation from the Association for acting as a volunteer.
 - No Director may willingly misrepresent facts to the members of the community for the sole purpose of advancing a personal cause or influencing the community to place pressure on the Board to advance a personal cause.
 - No Director will interfere with a contractor engaged by the Association while a contract is in progress. All communications with Association contractors will go through the Board President or be in accordance with policy.
 - No Director will harass, threaten, or attempt through any means to control or instill fear in any Member, Director or agent of the Association.
 - No promise of anything not approved by the Board as a whole can be made by any Director to any subcontractor, supplier, or contractor during negotiations.
 - Any Director convicted of a felony will voluntarily resign from his/her position.
 - No Director will knowingly misrepresent any facts to anyone involved in anything with the community which would benefit himself/herself in any way.
 - Language and decorum at Board meetings will be kept professional. Personal attacks against owners, residents, managers, service providers and Directors are prohibited and are not consistent with the best interest of the community.
6. Failure to Disclose Conflict. Any contract entered into in violation of this Policy will be void and unenforceable. In such event, the Board, at the next meeting of the Board, will vote again on the contract, decision or other action taken in violation of this Policy.