

Blumenau Homeowner's Association Conduct of Board Meetings Policy and Procedure

Although Blumenau HOA pre-dates the required participation of the Colorado Common Interest Ownership Act (required for all HOAs formed *after* 1992 – Blumenau HOA was formed in the 1970s), the Board of Directors has sought to adopt many recommended uniform and systematic policies and procedures as prescribed in the Act.

The Association hereby adopts the following policy and procedure for Conduct of Board Meetings, effective November 2017:

BOARD MEETINGS

- A. The Board may hold an organizational meeting immediately following the annual meeting to elect officers, adopt the budget, set annual assessments and transact such other business as may properly come before it. No notice shall be required for this meeting.
- B. If a schedule is set for regular Board meetings, no notice beyond the schedule need be given. Notice of special Board meetings shall be given at least 3 days prior to the meeting. Notice shall be given on the Updates and Events page at blumenauhoa.com and may be posted by sign at the junction of CR 328 and Edelweiss.
- C. All Board meetings shall be open to attendance by Members of the Association, or their representatives, provided that the Board may go into executive session for any purpose allowed by law. Members may be excluded from executive session. Prior to going into executive session, the chair of the meeting shall announce the purpose for the executive session.
- D. The meeting agenda shall be made reasonably available for examination by Members of the Association or their designated representatives.
- E. There shall be a Members' forum at the beginning of each regular Board meeting. The Members' forum shall be for up to 15 minutes, although the Board may extend this time at its discretion. The rules for Member participation during the meetings are as follows:
 1. Each Member who wishes to address the Board on an agenda item or on any other matter will be given a reasonable time to speak, provided the chair may impose reasonable time limits to facilitate Member participation. After other Members have had an opportunity to speak, then a Member who has already spoken will be given another opportunity, time permitting.
 2. Each Member who wishes to speak must be recognized by the chair. Once recognized, the Member shall state his/her name and lot/filing number.
 3. All comments must be in a businesslike and professional manner. Personal attacks or inflammatory comments will not be permitted.
 4. A Member who wishes to speak about any matter on the agenda of the Board meeting shall do so only during the Members' forum.
 5. The Board is not obligated to take immediate action on any item presented by a Member.
 6. So as to allow for and encourage full discussion by Members, no meeting may be recorded with audio, video or otherwise recorded except by the Board to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association.

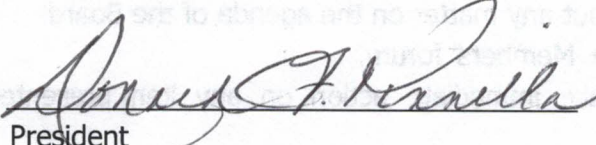
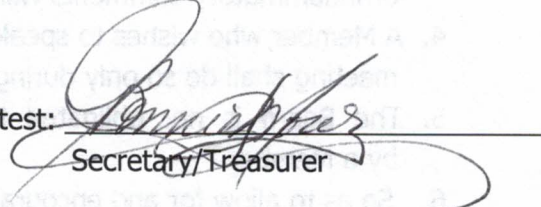
- F. Following the conclusion of the Members' forum, the Board will proceed with the business portion of the meeting. Members who attend or remain may not participate in deliberation or discussion during this portion of the Board meeting unless expressly authorized by a vote of the majority of a quorum of the Board. Anyone disrupting the meeting, as determined by the President/Chair, shall be asked to "come to order." Anyone who does not come to order will be requested to immediately leave the building.
- G. Items shall be discussed pursuant to the meeting agenda, provided that items may be taken out of order if deemed advisable by a majority of Board Members present. Items not on the agenda may be discussed once all other items have been concluded, time permitting. If items that are not on the agenda are discussed, Members shall be given a reasonable opportunity to comment in accordance with the terms of Paragraph F above.
- H. Any director may make a motion. All motions shall be recorded in the minutes. Motions must be seconded to be discussed and voted upon. The minutes shall record the number of votes in favor, votes against, and abstentions. If any director requests his/her vote in favor or against or his/her abstention be recorded in the minutes, the minutes shall so reflect.
- I. Board meetings are not required to be held in accordance with Robert's Rules of Order.

ACTION WITHOUT A MEETING

- A. Notice of Action without a meeting. Notice of the proposed action must be transmitted in writing/email to each Director. The notice must contain the following information:
 - 1. The action to be taken
 - 2. The deadline (date and time) by which a Director must respond to the written notice
 - 3. That failure by a Director to respond by the deadline stated in the notice will have the same effect as abstaining in writing or failing to demand in writing that the action be taken at a meeting.
- B. Voting. By the deadline stated in the written notice, each director may:
 - 1. Vote in writing/email for or against such action
 - 2. Fail to respond or vote
 - 3. Demand in writing/email that the action be taken at a meeting. If any Director demands, by the deadline date, that action be taken at a meeting, action without a meeting is no longer available. The Board must then hold a Board meeting to take action on such matter.

IN WITNESS WHEREOF, the undersigned certify that the Amendment Procedure was adopted by resolution of the Board of Directors of the Association this 9 day of November, 2017.

Blumenau Homeowners Association

By:  President Attest:  Secretary/Treasurer