

FALL CREEK VILLAGE
A Colorado Common Interest Community
Located in portions of Section 13 T43N R11W, and Section 18, T43N R10W, N.M.P.M.
San Miguel County, Colorado

**FALL CREEK VILLAGE HOMEOWNERS ASSOCIATION, INC.,
A COLORADO NONPROFIT CORPORATION**

RESPONSIBLE GOVERNANCE POLICY

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POLICY #1-2010: CONDUCT OF MEETINGS

Adopted November 19, 2010.
Amended _____, 2023.

The following procedures have been adopted by the Fall Creek Village Homeowners Association, Inc., a Colorado Non-Profit Corporation (“Association”) pursuant to the provisions of C.R.S. §38-33.3-209.5, and in accordance with C.R.S. §38-33.3-308, the Governing Documents of the Association, and the Act, at a meeting of the Board.

Purpose: To establish a uniform and systematic protocol for conducting meetings of the Association, including Members’ meetings and Board meetings; to ensure equitable participation by Members while permitting the Board to conduct the business of the Association; and to memorialize the procedures 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 meetings of the Board:

1. Open 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, subject to the right of the Board to conduct executive sessions as provided in the Governing Documents and the Act. The Board may conduct any meeting of the Association by teleconference.

2. Notice by E-mail. The Board and Members shall receive notice of Association meetings by e-mail only, unless required by the Governing Documents to be mailed.

3. Agenda. A draft agenda will be sent to the Board and Members with the meeting notice. The agenda will be finalized at the beginning of the meeting. The agenda for all meetings shall follow the order of business specified by the Association’s Governing Documents or as otherwise determined by the Board.

4. Speaking at Association Meetings. Members who desire to speak at a meeting are requested to notify the Association in writing in advance or on the meeting sign-in sheet. A sign-up sheet will be provided by e-mail with the meeting notice.

a. Member Request to Speak Prior to Meeting. Members may request by e-mail response prior to the meeting to be allowed to speak on one or more topics listed on the draft agenda. The request shall include the specific agenda item and the general nature of the comments. Requests to speak on a topic that are received at least 24 hours prior to the meeting date and time will be allowed to speak for three (3) minutes on each topic. Only the Member or their authorized representative may use the three (3) minutes, there shall be no transfer of the allotted time to other persons or topics. Requests to speak that are received less than 24 hours prior to the meeting shall be managed as if the request was made at the meeting.

b. Member Request to Speak At Meeting. The Board will allow Members to request to speak on any agenda topic at the time of finalizing the agenda at the beginning of the meeting. For any new topic, Members requesting to speak will be allowed three (3) minutes. For any topic included in the draft agenda, Members making the request to speak at the meeting will be allowed two (2) minutes.

c. Member Right to Speak Prior to Decision. In addition to the above, the Board shall, prior to taking action on any matter, allow for a final roll call of comments by Members, allowing one (1) minute per Member or other duration as time permits. At this time, Members wishing to comment who have not placed their names on the sign-in sheet will be permitted to speak, time permitting.

d. Member Conduct. When speaking at an Association meeting, Members shall abide by the following:

- No Member is entitled to speak until recognized by the meeting chair. There shall be no interruption of anyone who has been recognized by the chair, except by the chair.
- Specific time limits set for speaking shall be strictly observed.
- Speaking times are for each agenda topic, and unused time on an agenda topic may not be allocated to other speaking opportunities.
- Personal attacks, whether physical or verbal, and offensive language will not be tolerated.
- All comments are to be directed to the chair and not other individual participants.
- All comments are to be restricted to the agenda item being discussed.
- Members should avoid repetition of comments already made other than to endorse what has already been stated.
- Members are expected to behave courteously, and inappropriate behavior may cause the delay or continuance of the meeting.

e. Interruptions. Any interruptions or disruptions of a speaker's time for any reason will not result in any allowance of additional time for that speaker.

f. Extended Discussion. If it becomes evident that discussion of a particular issue will exceed the time allocated on the agenda, the Board may continue the meeting to another date or schedule a special meeting or work session to further address the issue.

5. Meeting Management. In addition to any other time limitation included in this Policy the Board may place reasonable time restrictions on persons speaking during the meeting. 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 the issue.

6. Muting of Teleconference Meetings. If the discussion at a teleconference meeting gets unruly at any time, the President, Chair, or any person designated by the President or meeting chair may mute all meeting participants. Following a muting of all participants, the meeting chair may allow the Board members to be unmuted so that the meeting may continue without unruly interruption. If the meeting participants are muted, Members may be unmuted only for the purposes of speaking for the previously arranged allotted time periods. Any violation of muting and unmuting may result in the implementation of additional meeting management methods by the President or meeting chair.

7. Disruptive or Unruly Behavior. If a Member unreasonably disrupts a meeting, refuses to stop speaking when requested, or is otherwise in violation of the provisions of this Policy or the Governing Documents, the President or meeting chair may immediately take any appropriate action to bring the meeting under control. The President or meeting chair shall have the authority to instruct the Member to yield the floor, and the Member will be obligated to comply with such instruction. If the Member will not yield the floor, the meeting chair may ask the Member to physically leave the meeting or to disconnect from the conference call.

The President or meeting chair may implement other control measures, including calling a recess and attempt to speak directly to the Member, asking the Member to leave the meeting, or adjourning the meeting to another time. The President or meeting chair may make an adjournment without a motion, second, or vote if due to disruptive behavior of any Member. In the event of adjournment due to disruptive behavior, the President or meeting chair shall only be required to announce that the meeting is adjourned to a stated future date and/or time. The President or meeting chair may at any time call law enforcement or security to bring an unruly situation under control.

8. Recording of Meetings. Note taking at Association meetings is permitted. Recording by video or audio of any portion of any meeting by a Member is not permitted unless explicitly authorized by the Board.

9. Executive Sessions. The Board may enter into an executive session at any time, in accordance with the Act. If the Board conducts an executive session during a teleconference meeting, the Board will be directed to call another number for this purpose. If the Board intends to continue the regular meeting immediately after the executive session, the meeting chair will remain active on the primary meeting call for the duration of the executive session. If the Board desires to continue the meeting to another date and/or time, the primary conference call will be terminated and a new meeting or conference call will be noticed to the Board and Members for the continuation of the meeting.

a. Limitation. Matters for discussion by an executive or closed session are limited to:

- 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;
- 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;
- Investigative proceedings concerning possible or actual criminal misconduct;
- Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy, **including a disciplinary hearing regarding a unit owner and any referral of delinquency; except that a unit owner 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;**
- Review of or discussion relating to any written or oral communication from legal counsel.

b. Attorney-client Privilege. 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.

c. Announcement of Executive Session. Prior to the time the members of the executive board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) of subsection (4) of this section.

d. No Rules or Regulations Adopted in Executive Session. 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 or after the body goes back into regular session following an executive session.

e. Minutes to Reflect Executive Session. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of the Fall Creek Village Homeowners Association, Inc., a Colorado Non-Profit Corporation, certifies that the foregoing Resolution was approved and adopted by the Board, at a duly called and held meeting of the Board on (date) _____ and in witness thereof, the undersigned has subscribed his name.

FALL CREEK VILLAGE HOMEOWNERS ASSOCIATION, INC.,
a Colorado nonprofit Corporation

By: Robert J. Franzese
Its: President