

A Resolution of Morningside Homeowners Association, Inc.

Subject: **Conduct of Owner and Board Meetings**
Purpose: To clarify policy
Authority: Morningside's Declaration, Bylaws and Articles of Incorporation, and Colorado Law
Effective Date: January 1, 2007

RESOLUTION: The Morningside Homeowners Association, Inc. hereby adopts the following policies and procedures to be followed regarding the Conduct of Owner and Board Meetings, including monthly meetings, the Annual Association Meeting, and any Special Meetings called by the Board.

Meetings. See *Amended and Restated Bylaws of Morningside Homeowners Association, Inc.*, Pages 2-3, Article 3, for more details about the following:

Place of Meetings. Meetings of the Association and of the Board of Managers shall be held in the State of Colorado, in such places as the Board may determine, except they shall be reasonably accessible to the owners, and at reasonable times.

Annual Meetings. Annual meetings of Owners shall be held during each of the Association's fiscal years, at such time of the year and date as determined by the Board and set forth in the notice. Any special proposal of the membership may be considered only upon prior application therefore in writing signed by at least ten (10) percent of the qualified members, and shall be submitted to the Board for its consideration and recommendation at least forty-five (45) days prior to the annual meeting.

Special Meetings. The President may call a special meeting of the Association members upon his own initiative or as directed by resolution of the Board of Managers. He shall call a special meeting upon receipt of a petition signed by at least one-third of the owners. The notice of any special meeting shall state the time and place of any such meeting and the purpose thereof, and the meeting shall in any event be held within thirty (30) days from the date of the resolution or petition.

Notice of Meetings. The Secretary shall cause to be mailed or delivered to each member of the Association, a notice of each annual or special meeting, stating the nature of the business to be transacted thereat, and the time and place of the meeting, at the registered address of each owner, at least ten (10) and not more than fifty (50) days prior to such meeting. The mailing or delivery shall be considered notice served, and the certificate of the Secretary shall be prima facie evidence thereof.

Adjourned Meetings. If any meeting of owners cannot be organized because a quorum has not attended, the owners who are present either in person or by proxy, may adjourn the meeting to a time not less than forty-eight hours from the time the original meeting was called.

Order of Business. The order of business at all annual meetings, and as near as practical, at all special meetings, shall be as follows: (a) Roll Call and certifying proxies; (b) Proof of notice of meeting or waiver of notice; (c) Reading of minutes of preceding meetings; (d) Reports of officers; (e) Reports of committees; (f) Election of Managers; (g) Unfinished business; (h) New business; (i) Adjournment.

Owner's Participation in Members Open Forum at Association Meetings.

Any condominium owner will be allowed to speak, for a maximum of three (3) minutes during a "members open forum" period, as designated on the meeting agenda. The Board, at its discretion, may limit the amount of time of the members open forum.

Each owner who speaks must first be recognized by the Chairperson, and shall first state his or her name, building letter, and unit number.

Only one owner may speak at a time, and each owner may speak only once during the open forum. Yielding of time by an owner to any other person shall not be permitted.

Comments and/or questions are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments and/or questions shall be relevant to the purpose of the meeting.

Any owner who is represented at a meeting by a non-owner, shall present in writing to the Board of Managers, the name and authority of that person, for approval prior to the meeting, and prior to that non-owner speaking.

Owner Input Prior to Votes Cast by the Board.

After a motion and second has been made on any matter to be discussed, at a time determined by the Board, but prior to a vote by the Directors, Owners, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as follows:

Each owner who speaks must first be recognized by the Chairperson, and shall first state his or her name, building letter, and unit number.

Any owner who is represented at a meeting by a non-owner, shall present in writing to the Board of Managers, the name and authority of that person, for approval prior to the meeting, and prior to that non-owner speaking.

Votes of Owners. See *Amended and Restated Bylaws of Morningside Homeowners Association, Inc.*, Pages 1-2, Article 2, for more details about the following:

Votes. Each condominium unit, regardless of the number of owners, shall be entitled to one vote. If only one of several owners of a Unit is present at a meeting of the Association, the owner present is entitled to cast the vote allocated to the Unit. If more than one of the owners are present, the vote allocated to the Unit may be cast only in accordance with the agreement of a majority in interest of the owners. There is and there shall be deemed to be majority agreement if any one of the owners casts the vote allocated to the Unit without protest being made promptly to the person presiding over the meeting by another owner of the Unit.

Cumulative voting is prohibited. The vote of a Unit may be cast in person or by proxy. Condominium units wherein two or more units have been joined together and are used as a single residence shall be eligible for one vote.

Majority of Unit Owners. As used in these Bylaws, the term "majority of unit owners" shall mean those owners of more than fifty percent (50%) of the condominium units.

Quorum of Members. Except as otherwise provided in these Bylaws, the presence in person or by proxy of members holding one-fifth of the votes entitled to be cast shall constitute a quorum. An affirmative vote of a majority of the unit owners present, either in person or by proxy, shall be required to transact the business of the meeting.

Proxies. A proxy may be made by any owner entitled to vote and shall be valid only for the particular meeting designated, or any adjournment thereof. One or more individuals may be named as proxies, but with no power of substitution. To be valid, a proxy must be filed with the Secretary at least five (5) days before the appointed time of the meeting or any adjournment thereof.

Form of Proxy. Every proxy shall provide for a specific vote of the owner on all business to be considered at the meeting, granting to the named proxy the power to vote on any proposal submitted to the meeting, including the election of any one or more members of the Board of Managers. All proxies must be checked against the list of members registered as present in person, to insure against duplicate voting.

Regarding Whether To Use Secret Ballots, and Requirements When Used.

Contested elections of Board members, defined as elections in which there are more candidates than positions to be filled, shall be conducted by secret ballot. Each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event an Owner holds a proxy for another Owner, upon presentation of such proxy to the Secretary of the Association or the Secretary's designee, the Owner shall receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy shall be kept and retained by the Association.

Uncontested elections of Board members, defined as elections in which the number of candidates is equal to or less than the positions to be filled, and all other votes taken at a meeting of the Owners shall be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice or by ballot. Notwithstanding the above, uncontested elections of Board members or other votes on matters affecting the community shall be by secret ballot at the discretion of the Board or upon the request of 20% of the Owners who are present at the meeting or represented by proxy.

Regarding Counting of Ballots. Written ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or a committee of volunteers who are not Board members, and in the case of a contested election, are not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the Chair of the Board or another person presiding during that portion of the meeting.

Morningside Homeowners Association, Inc.