**RESOLUTION**
**OF THE**
**THE OVERLOOK TOWNHOME ASSOCIATION, INC.**
**ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

Effective Date: January 1, 2014

In compliance with the Colorado Common Interest Ownership Act, the Board of Directors adopts a uniform and systematic procedure for the conduct of meetings.

The Association hereby rescinds any previous policy(ies) concerning the conduct of meetings and adopts the following policy for the conduct of meetings:

1. Scope. Adoption of a policy and procedures for conducting Owner and Board meetings.

2. Purpose. To facilitate the efficient operation of Owner and Board meetings and to afford Owners an opportunity to provide input and comments on decisions affecting the community.

3. Authority. The Declaration, Bylaws, Articles of the Association, and Colorado law.

4. Resolution. The Association hereby adopts the following policy and procedure regarding the conduct of meetings:

(a) Owner Meetings. Meetings of the Owners of the Association shall be called pursuant to the Bylaws of the Association.

(i) Notice.

(1) In addition to any notice required in the Bylaws, notice of any meeting of the Owners may be conspicuously posted on the notice board at The Overlook within the community if such exists, or at the/one of the entrance(s) to the community at least one week prior to each such meeting, or as may otherwise be required by Colorado law.

(2) The Association will also post notice on its website, if any, of all meetings. Such notice will be posted at least one week prior to such meeting.

(3) If any Owner has provided the Association with an email address, the Association may deem that such Owner has requested that the Association provide notice via email and, if the Association has such capability, will send notice of all Owner meetings to such Owner at the email address provided as soon as possible after notice is provided pursuant to the Bylaws but in no case less than five (5) days prior to any such meeting.

(ii) Conduct.

(1) All Owner meetings shall be governed by the following rules of the conduct and order:

(A) The President of the Association or designee shall chair all Owner meetings.
(B) All Owners and persons who attend a meeting of the Owners will sign in, present any proxies at signing in and receive ballots as appropriate. (See section below regarding voting). Owner meetings shall be closed to the public, only Owners or Owner's designee(s) shall attend unless the Chair proscribes otherwise.
(C) Any person desiring to speak shall sign up on the list provided at check in and indicate if he/she is for or against an agenda item.
(D) Anyone wishing to speak must first be recognized by the Chair.
(E) Only one person may speak at a time.
(F) Each person who speaks shall first state his/her name and Unit address.
(G) Any person who is represented at the meeting by another person, as indicated by a written instrument, will be permitted to have such person speak for him/her according to the above procedures.
(H) Each person recognized by the Chair addressing the meeting shall 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. Comments are to be relevant to the purpose of the meeting. Persons violating this shall be requested to leave the meeting and will not be recognized by the Chair to address the meeting.
(J) Each person recognized by the Chair will be given up to a maximum of five minutes to make a statement or to ask questions, longer if allowed by the meeting chairman. The Board may decide whether or not to answer questions during the meeting. Each person may speak only once per agenda item. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the Chair, but will be uniform for all persons addressing the meeting.
(K) All actions and/or decisions will require a first and second motion, then discussion, then vote by call of the question.
(L) Once a vote has been taken, there will be no further discussion regarding that topic.
(M) So as to allow for and encourage full discussion by Owners, audio may be kept only to assist in the Secretary's preparation of minutes and then recording shall be erased (see 4(b)(i)(1)(K)) below. Minutes of actions taken will be kept by the Association.
(N) Anyone disrupting the meeting, as determined by the Chair, will be asked to "come to order." Anyone who does not come to order will be requested to immediately leave the meeting and shall not be recognized by the Chair to address the meeting.

(O) The Chair may establish such additional rules of order as may be necessary from time to time.

(iii) Voting. All votes taken at Owner meetings will be as follows:

(1) Election of Board members will be conducted by open ballot, unless one or more Owners request a secret ballot or required by statute, such request to be at least ten (10) days prior to such meeting. Each Owner entitled to vote pursuant to the Bylaws will receive a ballot. The ballot will 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 will receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy will be kept and retained by the Association as required by law.

(2) All other votes taken at a meeting of the Owners will be taken in such method as determined by the Board of Directors including acclamation, by hand, by voice or by ballot, unless otherwise required by law.

(3) Written ballots will be counted by a neutral third party, excluding the legal counsel, or by an Owner(s) who is not a candidate selected randomly from a pool of two of more Owners as well as the Association's manager and ballots then open for Member inspection if challenged (inspection at Member's expense). The Chair will specify the procedure for randomly selecting the Owner(s). Such procedure will ensure that the Owner(s) selected is done so without being chosen by the Chair, Board of Directors or candidates.

(4) The individual(s) counting the ballots will 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 or against any issue.

(iv) Proxies. Proxies may be given by any Owner as allowed by 3.8(b) of the Bylaws. All proxies shall be reviewed by the Association's Secretary or designee as to the following:

(1) Validity of the signature;
(2) Signatory's authority to sign for the Owner;
(3) Authority of the Owner to vote;
(4) Conflicting proxies; and
(5) Expiration of the proxy.

(b) Board Meetings. Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.

(i) Conduct.

(1) All Board meetings shall be governed by the following rules of conduct and order:

(A) The President of the Association, or designee, shall chair all Board meetings
(B) All persons who attend a meeting of the Board shall be required to sign in, listing their name and Unit address. Board meetings shall be closed to the public, only Owners or Owner's designee(s) shall attend unless the Chair proscribes otherwise.
(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. Any Owner wishing to speak during the Owner forum shall so indicate so at the time of sign in.
(D) Anyone desiring to speak shall first be recognized by the Chair.
(E) Only one person may speak at a time.
(F) Each person recognized by the Chair speaking shall first state his/her name and Unit address.
(G) Any person who is represented by another person at the meeting, as indicated by a written instrument, shall be permitted to have such person speak for them.
(H) Each person recognized by the Chair addressing the Board shall 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. Comments are to be relevant to the purpose of the meeting or issue at hand. Persons violating this shall be requested to leave the meeting and will not be recognized by the Chair to address the meeting.
(J) Each person recognized by the Chair shall be given up to a maximum of three minutes to speak or to ask questions, although questions may not be answered until a later date. Each person may speak only once during the Owner forum and once on any other issue prior to a vote by the Board on such issue. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the Chair but shall be uniform for all persons addressing the meeting.
(K) No meeting of the Board may be 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.
(L) Anyone disrupting the meeting, as determined by the Chair, shall be asked to "come to order." Anyone who does not come to order shall be requested to immediately leave the meeting.

(ii) Owner Input. After a motion and second has been made on any matter to be discussed, but prior to vote by the Directors, Owners present at such time may be afforded an opportunity to speak on the motion as follows:

(1) The Chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor or against the motion. 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. The Chair shall also announce the procedure for who shall be permitted to speak if not everyone desiring to speak will be permitted to speak.

(2) Following Owner input, the Chair will declare Owner input closed and there shall be no further Owner participation on the motion at hand unless a majority of the Board of Directors votes to open the discussion to further Owner participation.

5. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.

6. Supplement to Law. The provisions of this Resolution shall be in addition to and in supplement of the terms and provisions of the Declaration and law of the State of Colorado governing the Project.

7. Deviations. The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

8. Amendment. This Policy may be amended at any time by the Board of Directors.

IN WITNESS WHEREOF, the undersigned certify that this policy and procedure for the conduct of meetings was adopted by resolution of the Board of Directors of the Association on this 1st day of January, 2014.

THE OVERLOOK Townhome ASSOCIATION, INC.
a Colorado nonprofit corporation,

By: Raymond P. Merry
Its: President