

**RESOLUTION 20\_08\_16  
OF THE  
HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.  
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

**SUBJECT:** Adoption of a policy and procedures for conducting Member, Delegate, Board, and HRCA Nonprofit meetings, revising Resolution 17-01-01.

**PURPOSE:** To facilitate the efficient operation of Member, Delegate, Board and HRCA Nonprofit meetings and to afford Members an opportunity to provide input and comments on decisions affecting the community.

**AUTHORITY:** The Declaration, Articles of Incorporation and Bylaws of the Association and the respective HRCA Nonprofits, and Colorado law.

**EFFECTIVE DATE:** September 15, 2020

**RESOLUTION:** The Association hereby adopts the following procedures regarding the conduct of meetings:

1. **Member Meetings.** Meetings of the Members of each Delegate District of the Association shall be called pursuant to the Bylaws of the Association and notice shall be given as required by the Bylaws and Colorado law.
  - (a) **Conduct.**
    - (1) All Member meetings in a Delegate District shall be conducted pursuant to the Bylaws and the following rules of conduct.
      - (A) Each person shall be given up to a maximum of three minutes to make a statement. Yielding of time by a speaker to another individual shall not be permitted.
      - (B) A speaker may not engage in questions or a discussion with the Chair of the meeting.
      - (C) A speaker may not repeat or continue to discuss any comments or statements a previous speaker already addressed.
  - (b) **Voting.** All votes taken at Member meetings shall be taken as follows:
    - (1) Contested elections of Delegates, defined as elections in which there are more candidates than positions to be filled, shall be conducted by secret ballot. Each Member 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 a Member holds proxy for

another Member, upon presentation of such proxy to the Secretary of the Association or the Secretary's designee, the Member shall receive a secret ballot to cast the vote of the Member who provided the proxy. The proxy shall be kept and retained by the Association.

(2) Uncontested elections of Delegates, 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 Members 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 Delegates or other votes on matters affecting the community shall be by secret ballot at the discretion of the Delegates or upon the request of 20% of the Owners within the District who are present at the meeting or represented by proxy.

(3) Written ballots shall be counted by a neutral third party, excluding the Association's legal counsel, or a committee of volunteers who are not Delegates, 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, Delegate or another person presiding during that portion of the meeting.

(4) The individual(s) counting the ballots shall 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.

(c) **Proxies.** Proxies may be given by any Member as allowed by C.R.S. 7-127-203 and the Bylaws.

(d) **Member Action Without a Meeting.** Any action required to be taken or which may be taken at a meeting of Members in a Delegate District may be taken without a meeting in accordance with Colorado law and the Bylaws.

2. Delegate Meetings. Meetings of the Delegates shall be called pursuant to the Bylaws of the Association and notice shall be given as required by the Bylaws and Colorado law.

(a) **Conduct.**

(1) All Delegate meetings shall be conducted pursuant to the Bylaws and the following rules of conduct.

(A) The President of the Association shall chair any meeting of Delegates.

(B) Each person shall be given up to a maximum of three minutes to make a statement. Yielding of time by a speaker to another individual shall not be permitted.

(C) A speaker may not engage in questions or a discussion with the Chair of the meeting.

(D) A speaker may not repeat or continue to discuss any comments or statements a previous speaker already addressed.

(b) **Voting.** All votes taken at Delegate meetings can be taken verbally, by hand vote, written ballot, or any other method so long as the Association can document how many votes (based on the number of votes held by each Delegate) were cast in favor of each candidate. Secret ballots are required at the discretion of the Board of Directors or upon the request of Delegates holding 20% of the votes present at the meeting (in person or by proxy). Written ballots shall be counted by a committee of volunteers selected or appointed at an open meeting by the Chair.

(c) **Owner Input.** After a motion and second has been made on any matter to be discussed, at a time determined by the Delegates, but prior to a vote by the Delegates, Members, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as determined by the Chair.

(d) **Proxies.** A Delegate may vote in person or by proxy executed in writing pursuant to the Bylaws and filed with the Chairman of the meeting prior to the time the proxy is exercised.

(e) **Agendas.** Any Delegate who wishes to have business that is properly before the Delegates may request that such business be included on the meeting agenda. Such request will be approved if 1) submitted in writing to the Association's General Manager at least ten (10) days in advance of the Delegate meeting; and 2) it is business that is properly within the scope of a Delegate meeting. Motions related to items not on the agenda may be raised and seconded during new business only, but will be placed on the agenda, debated, and heard at a meeting subsequent to the meeting at which the motion was raised.

(f) **Delegate Action Without a Meeting.** Any action required to be taken or which maybe taken at a meeting of Delegates may be taken without a meeting in accordance with Colorado law and the Bylaws.

3. **Board Meetings.** Meetings of the Board of Directors of the Association shall be called pursuant to the Bylaws of the Association.

(a) **Conduct.**

(1) All Board meetings shall be conducted pursuant to the Bylaws and the following rules of conduct.

(A) Each person shall be given up to a maximum of three minutes to make a statement. Yielding of time by aspeaker to another individual shall not be permitted.

(B) A speaker may not engage in questions or adiscussion with the Chair of the meeting.

(C) A speaker may not repeat or continue to discuss any comments or statements a previous speaker already addressed.

(b) **Owner Input.** 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,

Members, or their designated representatives, present at such time shall be afforded an opportunity to speak on the motion as determined by the Chair.

(c) **Proxies.** A Director shall not be entitled to vote by proxy at any meeting of Directors.

(d) **Board Action Without a Meeting.** Any action required to be taken or which may be taken at a meeting of Directors may be taken without a meeting in accordance with Colorado law and the Bylaws.

(e) **Executive Sessions.** The members of the Board may hold a closed door, executive session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting as allowed by Colorado law. Minutes of executive sessions may be kept but are not subject to disclosure pursuant to the Association's policy regarding inspection of records.

4. **HRCA Nonprofit Meetings.** The Highlands Ranch Backcountry Conservation and Education Fund, the Highlands Ranch Cultural Affairs Association, and the Highlands Ranch Community Scholarship Fund (collectively, the "HRCA Nonprofits") are 501(c)(3) entities organized to provide educational, cultural, and financial support to the HRCA community. Each HRCA Nonprofit is governed by a Board of Directors that is comprised of the same membership as the HRCA Board of Directors.

(a) **Bylaws.** In the event of any conflict, the Bylaws of each individual HRCA Nonprofit control for each entity.

(b) **Meetings.** Meetings of any HRCA Nonprofit may be conducted in the same manner and under the same rules as meetings of the Board. If the HRCA Nonprofit has adopted a Resolution so authorizing, the Board may call one or more HRCA Nonprofit meetings to order in the same session. The minutes of such meetings shall reflect the actions taken with specificity to each individual HRCA Nonprofit, and each individual HRCA Nonprofit shall continue to maintain its own minutes and corporate records.

5. **Electronic and Virtual Meetings.** The Colorado Revised Nonprofit Corporation Act permits meetings to be conducted electronically through use of communications protocols by which all Members, Delegates, and Directors participating in a meeting may hear one another during that meeting. The Association may conduct any of the meetings contemplated herein completely or partially by electronic means. Notice of such meetings shall include call-in numbers or links, or other information sufficient to allow participants to join the meeting. The chairperson of the meeting, at his or her own instance or with the assistance of others, may mute and unmute attendees as necessary to ensure orderly business, provided that all attendees shall be permitted to speak and participate in the meeting at a time and manner designated by the chairperson in compliance with this Policy.

6. **Programs and Visual Presentations.** The Association requires that any Member or

Delegate who intends to use Association audio/visual equipment, computers, electronic presentation systems, or other similar devices in connection with any meeting contemplated by this Policy to provide a true and correct digital copy of all programs and/or visual presentations intended to be presented at least ten (10) days in advance of the meeting. The Association's staff will facilitate the presentation. The Association may decline to permit a presentation that is defamatory, discriminatory, pornographic, incitement or fighting words, or that is materially false or misleading about a civic event.

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

8. 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 the law of the State of Colorado governing the Project.

9. 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.

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

**PRESIDENT'S**

**CERTIFICATION:** The undersigned, being the President of Highlands Ranch Community Association, Inc. a Colorado nonprofit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on September 15, 2020 and in witness thereof, the undersigned has subscribed his/her name.

**HIGHLANDS RANCH COMMUNITY  
ASSOCIATION, INC.,**  
a Colorado nonprofit corporation,

By: \_\_\_\_\_



