

SMOKY RIDGE MAINTENANCE ASSOCIATION, INC.
RESOLUTION REGARDING MEETINGS OF THE ASSOCIATION

WHEREAS, The Board of Directors of Smoky Ridge Maintenance Association, Inc. is empowered to govern the affairs of the Association pursuant to Article VII Section 1.a of the Bylaws;

WHEREAS, There is a need to adopt a specific policy on Board and Members' Meetings;

WHEREAS, It is the intent that this rule shall be applicable to the Board of Directors, agents for the Association and all Unit Owners and this resolution shall remain in effect until otherwise rescinded, modified, or amended by a majority of the Board of Directors;

NOW, THEREFORE, Be it resolved that the following rules on meetings are hereby adopted by the Board of Directors:

Member Meetings:

1. In accordance with Colorado Common Interest Ownership Act (CCIOA), and the Bylaws for Smoky Ridge Maintenance Association, Members' Meetings shall be held at least once a year.
2. Any special meetings can be called by the President, by a majority of the executive board, or by unit owners having twenty-five percent of the votes of the Association.

Notice of Member Meetings:

1. Notice will be hand delivered or mailed by first class mail through the United States Post Office to all owners in the Association at the address of the unit or to an alternate address that has been specified by the unit owner in writing.
2. Notice shall also be posted on the Association's website when the website is available.
3. If an owner wishes to have notice of Member Meetings e-mailed to them, they must complete and return an E-mail Request form to the Association's managing agent. Once this form is completed, e-mail notification will begin. In addition to e-mail notification, notice will continue to be mailed.
4. Such notice will be mailed at least 10 days prior to the meeting, not more than 50 days prior to the meeting
5. Notice of meeting shall state the date, time and place of the meeting, an agenda will include the general nature of all items for action, including any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove an officer or member of the executive board.
6. Notice shall also include a proxy for use by the unit owner if the unit owner is unable to attend.

Quorum at Member Meetings:

1. Pursuant to the Bylaws for Smoky Ridge Maintenance Association, Article III, Section 4, the presence in person or by proxy of ten percent of the votes entitled to be cast at a Members Meeting shall constitute a quorum.

Proxies:

1. In accordance with CCIOA, the Colorado Non-Profit Act, and the Bylaws of Smoky Ridge Maintenance Association, a member of the Association shall have the right to assign a proxy to a board member, unit owner, or other representative.
2. The proxy shall state the date and time of the meeting(s) for which it is intended.
3. The proxy must be executed by the member or the member's attorney in fact, duly authorized in writing.
4. Such proxy shall be filed with the secretary of the Association or authorized agent of the Association.
5. Each proxy is revocable, by written revocation notice, and will be cancelled by the attendance of the unit owner.
6. A proxy holder shall be given all votes they are entitled.
7. Once quorum has been confirmed, and the meeting called to order, proxies shall no longer be rescinded.

Elections:

1. 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.
2. 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.

Ballots:

1. Contested Board member elections shall only be held by secret ballot.
2. Any other issue on which the owners have right to vote will be voted on by secret ballot *if* 20% or more unit owners request it.
3. Written ballots shall be counted by a neutral third party, excluding the Association's managing agent, legal counsel, and Board Members, and in the case of a contested election, who 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.

Meetings of the Board of Directors:

1. All meetings of the board of directors or of any committee assigned by the board of directors shall be open for attendance by any of the Association's members.

Quorum for Board Meetings:

1. Pursuant to the Association's Bylaws, attendance of a majority of Board members

shall constitute a quorum.

Owner Participation at Board Meetings:

1. At an appropriate time determined by the Board, but before the Board votes on an issue under discussion, unit owners or their designated representative shall be permitted to speak regarding that issue. 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.
2. Each Owner attending a Directors' Meeting must sign in at the meeting to ensure they are given an opportunity to speak.
3. Owners or their designated representative shall be permitted to speak for up to two minutes before the Board takes formal action on an item under discussion.
4. All comments are to be presented to the Board in a businesslike manner. Accusations or inflammatory remarks may result in the speaker no longer having the floor.
5. Owners shall state their name and Association address prior to speaking, so this may be recorded in the minutes.
6. The Board is not obligated to take immediate action on any item presented by a homeowner during a board meeting.

PRESIDENT'S

CERTIFICATION: The undersigned, being the President of the Smoky Ridge Maintenance Association, Inc., a Colorado non-profit 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, 2/8/2011 and in witness thereof, the undersigned has subscribed his/her name.

SMOKY RIDGE MAINTENANCE ASSOCIATION, INC.,

a Colorado non-profit corporation

By: _____

President