

DOUGLASS RANCH PROPERTY OWNERS ASSOCIATION, INC.
POLICY AND PROCEDURE
CONDUCT OF MEETINGS

Adopted August 11, 2008

The following policy and procedure has been adopted by the Douglass Ranch Property Owners Association, Inc. ("Association") pursuant to Colorado statutes, for conduct of meetings.

MEMBERS' MEETINGS

- 1.Meetings of the Members shall be held at such times and locations as may be provided in the Association's governing documents or by applicable Colorado statutes, but at least once annually.
- 2.Notice of Members meetings shall be distributed as may be provided in the Association's governing documents or by applicable Colorado statutes.
- 3.The Association's Board of Directors shall determine the agendas for Members meetings, subject to any requirements in the Association's governing documents, and distribute such agendas with notices of the meetings.
- 4.The President of the Association's Board of Directors or such other person as may be designated by the President, shall preside over Members meetings.
- 5.Items of business and/or discussion must be presented by Motion and such Motion seconded, prior to discussion.
- 6.Any person not in compliance with the following rules of conduct, may be ejected from the meeting:
 - 1.No one may speak until called upon by the chairperson to do so;
 - 2.Only one person may speak at a time;
 - 3.Personal attacks or abusive language will not be tolerated; and
 - 4.Only the chairperson may interrupt a speaker and then only for purposes of limiting the time of the discussion or due to personal attacks or abusive language.
- 7.Voting by Members to fill positions on the Board of Directors shall be by secret ballot if more than one person is running for the position. If not, other means as proposed at the meeting are acceptable. Any other matter put before the assembly for a vote may be by any means acceptable to the assembly or by secret ballot if requested.
- 8.Unless otherwise provided by the Association's governing documents or by applicable Colorado statutes, the affirmative vote required for the election of Directors shall be the candidates receiving the largest number of votes. Unless otherwise provided by the Association's governing documents or by applicable Colorado statutes, the affirmative vote required for the

passage of any other matter put before the assembly for a vote shall be fifty-one percent (51%) of those voting, once a quorum is established per the Bylaws.

BOARD MEETINGS

9.Meetings of the Board of Directors shall be held at such times and locations as may be provided in the Association's governing documents or by applicable Colorado statutes.

10.Notice of Board of Directors Meetings shall be distributed as may be provided in the Association's governing documents or by applicable Colorado statutes.

11.The Board members or Managing Agent may create agendas for Board meetings, but are not required to do so. To the extent that an agenda is created for a Board meeting, it shall be provided to owners requesting a copy of same.

12.Notwithstanding paragraph 3 above, the first item of business for all Board Meetings shall be a review of any items presented per the following Board policy:

Residents with problems, suggestions or other issues which require board action and/or the expenditure of funds must submit the following to the Board President at least seven days prior to the meeting for inclusion into the agenda:

- a. A clear and concisely written description of the problem
- b. Recommendations for possible solutions

In the event that owners present such written problem definitions at the board meetings, the president will accept them for inclusion and discussion at the next regularly scheduled meeting.

Exceptions to this policy can be obtained by a majority vote of the board.

13.The President of the Association's Board of Directors or such other person as may be designated by the President, shall preside over Board meetings.

14.For each matter upon which the Board anticipates taking action, a motion must be made stating the proposed action, followed by discussion. Owners who are not Board members may not participate in such discussion unless requested by a majority vote of the Board to do so.

15.At the conclusion of discussion, but prior to vote on the Motion by the Board members, any owner may request to be heard on the matter discussed. Notwithstanding the previous statement, no more than one person in favor of the Motion and one person opposed to the Motion shall be heard.

16.Board meetings shall be open to attendance by all members of the association or their

representatives.

17. The members of the Board may hold a closed door session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting for discussion of the following:

1. 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;
2. 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;
3. Investigative proceedings concerning possible or actual criminal misconduct;
4. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; and
5. Review of or discussion relating to any written or oral communication from legal counsel.

18. Prior to holding a closed-door session, the President of the Board, or other person designated to preside over the meeting, shall announce the general matter of discussion as stated above.

19. No rule or regulation shall be adopted during a closed session. A rule or regulation may be validly adopted only during a regular or special meeting or after the Board goes back into regular session following a closed session.

20. 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 Douglass Ranch Property Owner Association, Inc., a Colorado non-profit corporation, certifies that the foregoing policy and procedure was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on August 11, 2008, and in witness thereof, the undersigned has subscribed his/her name.

**DOUGLASS RANCH PROPERTY OWNERS
ASSOCIATION, INC.**, a Colorado non-profit corporation

By: Richard Koth /s/
President