

**RESOLUTION
OF THE
ALPINE MOUNTAIN RANCH ASSOCIATION
REGARDING POLICY AND PROCEDURE FOR
CONDUCT OF MEETINGS**

SUBJECT: Adoption of a policy and procedure for conduct of meetings

PURPOSE: To adopt a policy regarding the Association's procedures for conducting meetings

AUTHORITY: The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law

EFFECTIVE

DATE: August 22, 2023

RESOLUTION: The Association hereby adopts the following Policy and Procedures:

1. All meetings of the Executive Board and of the Owners shall be conducted consistent with the Bylaws, the Colorado Common Interest Ownership Act and the Colorado Nonprofit Corporation Act.
2. All regular and special meetings of the Association's Executive Board or any committee thereof shall be open to attendance by all members of the Association or their representatives. Agendas for meetings of the Executive Board shall be made reasonably available for examination by all members of the Association or their representatives.
3. The Association shall provide all meeting notices and agendas in electronic form, if available, by posting on a web site or otherwise, including email, in addition to printed form. The Association shall provide notice of all regular and special meetings of Lot Owners by electronic mail to all Lot Owners who so request and who furnish the Association with their electronic mail addresses. Electronic notice of a special meeting shall be given as soon as possible, but at least twenty-four hours before the meeting.
4. At an appropriate time determined by the Executive Board, but before the Executive Board votes on an issue under discussion, Lot owners or their designated representative shall be permitted to speak regarding that issue. The Executive Board may place reasonable time restrictions on persons speaking during the meeting of not less than three minutes. If more than one person desires to address an issue and there are opposing views, the Executive Board shall permit a reasonable number of persons to speak on each side of the issue.
5. The Association is entitled to reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the

validity of the signature on it or about the signatory's authority to sign for the Lot owner. The Association and its officer or agent who accepts or rejects a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection. Any action of the Association based on the acceptance or rejection of a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation is valid unless a court of competent jurisdiction determines otherwise.

6. Executive Session. The members of the Executive Board or any committee thereof may hold an executive or closed door session and may restrict attendance to Executive Board members and such other persons requested by the Executive Board during a regular or specially announced meeting or a part thereof. The matters to be discussed at such an executive session shall include only matters enumerated below:
 - a. 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;
 - b. 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;
 - c. Investigative proceedings concerning possible or actual criminal misconduct;
 - d. Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
 - e. Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy, including a disciplinary hearing regarding an Owner and any referral of delinquency; except that an Owner who is the subject of a disciplinary hearing or a referral of delinquency may request and receive the results of any vote taken at the relevant meeting;
 - f. Review of, or discussion relating to, any written or oral communication from legal counsel.

Upon the final resolution of any matter for which the Executive Board received legal advice or that concerned pending or contemplated litigation, the Executive Board may elect to preserve the attorney-client privilege in any appropriate manner, or it may elect to disclose such information, as it deems appropriate, about such matter in an open meeting.

Prior to the time the members of the Executive Board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above.

No rule or regulation of the Executive Board or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive session.

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 Alpine Mountain Ranch Association, a Colorado nonprofit corporation, certifies that the foregoing Resolution was approved and adopted by the Executive Board, at a duly called and held meeting of the Executive Board on August 22, 2023 and in witness thereof, the undersigned has subscribed his name.

ALPINE MOUNTAIN RANCH ASSOCIATION,
a Colorado non-profit corporation

By: 
Its: President

Attest: 
Its: Secretary