

CONDUCT OF MEETINGS AND VOTING

Policy: The main means of communication between the Association and its Members is through in person meetings. It is important that meetings are held regularly and that Members have an opportunity to participate, and give feedback.

Procedures:

Timing. Meetings of the Board and of the Members are to be held at least once per year as outlined in the Association's other governing documents.

Calling a Meeting. Regular meetings of the Board need not be formally called because the Board sets their timing in advance at predictable times. Special meetings of either the Board or the Members, however, need to be scheduled. Special meetings of the Members may be called as specified in the Bylaws. Special meetings of the Board may be called as provided for in the Bylaws.

Notice of Special Meetings of Members. Not less than 10 but no more than 50 days before a special meeting of Members, the Secretary of the Association will provide all Members notice of the special meeting. The notice will be hand delivered or sent by first class mail to each of the Members. Notice of Member meetings will also be physically posted in a conspicuous place in the Association adequate for the posting of such notice. If any Member requests notification by e-mail and provides the Association with their e-mail address, the Association will also deliver notice to them by e-mail. The notice will contain the time, place, and items on the agenda, including the general nature of any proposed amendments to any of the Association's governing documents, or its budget, and any proposition to remove any Officer or Board member.

Notice of Board Meetings. Agendas of meetings of the Board, or any Committee of the Board, will be made reasonably available to the Members or their representatives prior to the meeting date.

Conduct of Meetings. All meetings, whether regular or special, are open to attendance by all the Members or their representatives. This includes meetings of the Board, Committees of the Board, and Members. At an appropriate time determined by the Board, but before the Board votes on an issue under discussion, Members or their designated representatives shall be permitted to speak regarding that issue. The Board may place reasonable time restrictions on comment by attending Members. The Board may also limit the number of people speaking to some reasonable number, but will permit a reasonable number of people to speak on both sides of an issue.

Executive Sessions. The Board, or any committee of the Board, may hold a closed door executive session during any regular or special meeting and restrict attendance to the members of the Board or the Committee and such other persons

as the Board requests if any of the below listed matters require attention. Before holding the session, the chair of the Board or committee holding the session will state the general matter being discussed by identifying the category listed below. No policies, procedures, rules or regulations or other Board action may be adopted in executive session. Any action on any matter discussed in executive session must be entered on the record in the minutes of the meeting at which the executive session took place. No minutes of executive sessions will be made or maintained by the Association.

- i. Matters related to employees of the Association, including a manager or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the Association.
- ii. Consultation with legal counsel concerning disputes that are the subject of pending or current legal proceedings or matters that are privileged or confidential between attorney and client.
- iii. Investigation concerning possible or actual criminal misconduct.
- iv. Matters protected from disclosure by constitutional, statutory, or judicial imposition.
- v. Any matter which would constitute an unwarranted invasion of individual privacy if discussed openly.
- vi. Review of or discussion related to any written or oral communication with legal counsel.

Voting and Proxies. Votes in all contested Board member elections, meaning those elections where there are more candidates than positions to be filled, will be made by secret ballot. The ballot will not contain any identifying information concerning the ballot holder. Any other vote concerning the Members, including a vote for an uncontested Board member election, may be made by secret ballot if so directed by the Board, or requested by 20% of the Members who are present at the meeting in person or by proxy. Ballots for any vote are to be prepared by the Secretary of the Association, or the Secretary's designee, prior to or during the meeting.

- i. Individual members will present evidence of their membership to the Secretary, or to another person identified by the Board in advance of the meeting where a vote is to be held. That person will verify membership, and then issue the individual a ballot, checking their name off, or otherwise indicating, that the vote for that Lot has been cast. Each Member is only entitled to vote their number of allocated votes permitted by the Association's governing documents.

- ii. Proxies are permitted as provided by the Bylaws. In the event that a Member holds a proxy from another Member, the proxy holder, upon presentation of the proxy to the Secretary, or another person identified by the Board for the purpose, shall receive a ballot to cast the vote of the Member providing the proxy in the same manner as provided above for the proxy holder's own vote. The proxy shall be kept by the Association for its records.
- iii. If a Lot is owned by more than one (1) person, each owner of the Lot may register protest to the vote cast by another owner of such Lot through a duly executed proxy.
- iv. The Association may, acting through its authorized agents, reject the vote, consent, ballot, waiver, proxy appointment, or proxy revocation if such agent, in good faith, has a reasonable basis to doubt the validity of the signature on any relevant document or the signor's authority to sign for any Lot. Any such decision shall be valid unless a court of competent jurisdiction determines otherwise.
- v. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be owners and shall be selected or appointed by the Board at an open meeting in a fair manner. The results of a vote by secret ballot shall be reported without reference to the names, addresses or other identifying information of owners participating in the vote..

Adopted on _____

Secretary