

TWO RIVERS VILLAGE HOMEOWNERS ASSOCIATION

GOVERNANCE POLICY FOR

CONDUCT OF MEETINGS

(all capitalized terms used herein and not defined herein shall have the meaning given to them in the Declaration of Covenants, Conditions and Restrictions for Two Rivers Village Homeowners Association)

(a) Membership Meetings

(i) The Association shall hold meetings at the Association's principal office or at such other suitable place the Board may designate.

(ii) Association membership status shall be determined by a "record date," which shall not be more than 50 days prior to the meeting of the Members or the event requiring a determination of the Owners.

(iii) Association matters requiring meetings shall be of the Owners and shall be open to all Owners.

(iv) The Board shall schedule regular annual meetings to occur within 90 days before or after the close of the Association's fiscal year, on such date and at such time and place as the Board shall determine.

(v) The President of the Board may call special meetings. In addition, the President or the Secretary shall call a special meeting if so directed by Board resolution authorized by a majority of the directors, upon the request of the Declarant during the Declarant Control Period, upon a written petition of Owners representing at least 20% of the total votes in the Association.

(vi) Any officer or other person calling a meeting of the Owners shall cause delivery to each Owner a written notice stating the place, day, and hour of the meeting. The purpose of the meeting and the items on the agenda shall be stated in the notice, and no business shall be transacted at a special meeting except as stated in the notice. In addition to meeting notice procedures in the By-Laws, notice may be physically posted in a conspicuous place within the Community, on the Association's website and as otherwise required by Colorado law.

(vii) If an Owner is entitled personally to cast the vote for his Unit or Lot on any matter, he or she may vote in person or by proxy, subject to the limitations of Colorado law and subject to any specific provision to the contrary in the Declaration or By-Laws. Every proxy shall be in writing, shall identify the Unit for which it is given, shall be signed by the Owner or the Owner's duly authorized attorney-in-fact, and shall be dated and filed with the Association's Secretary prior to the meeting for which it is to be effective. Unless the proxy specifically provides otherwise, a proxy shall be presumed to cover all votes which the Owner giving such

proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. A proxy is effective only for the specific meeting for which it was originally given, as such meeting lawfully may be adjourned and reconvened, and automatically expires 90 days after the date of the meeting for which it was originally given. Every proxy is revocable at any time at the pleasure of the Owner who executes the proxy.

(viii) Waiver of notice of an Association meeting shall be deemed the equivalent of proper notice. An Owner's attendance at a meeting shall be deemed a waiver by such Owner, unless the Owner specifically objects to lack of proper notice at the time the meeting is called to order.

(ix) If any Association meeting cannot be held because a quorum is not present, the Owners representing a majority of the votes present at such meeting may adjourn the meeting to a time at least five but not more than 30 days from the scheduled date of the original meeting. Owners present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the departure of enough Owners to leave less than a quorum, provided at least a majority of the votes required to constitute a quorum must approve any action taken.

(x) The President or a Board-approved designee shall preside over all Association meetings. The Secretary shall ensure that minutes of the meetings are kept and that all resolutions adopted and all other transactions occurring at such meetings are kept with the Association's books.

(b) Board Nomination and Election Procedures

(i) Nomination of Candidates:

(1) At least 30 days prior to any election of directors by the Owners, the Board shall appoint a Nominating Committee consisting of three or more Owners or representatives of Owners. The names of the Nominating Committee Owners shall be announced in the notice of each election.

(2) The Nominating Committee shall nominate separate slates for the directors, if any, to be elected at large by all Owners. Nominations shall also be permitted from the floor at the meeting at which any election is held.

(ii) Election Procedures:

(1) Voting shall be by written ballot. Each Owner may cast all votes assigned to the Units or Lots it represents for each position to be filled from any slate of candidates on which such Owner is entitled to vote.

(2) Votes will be counted by a canvassing committee comprised of neutral third-parties appointed by the Board.

(3) In the event of a tie vote of any slate, the Owners entitled to vote on such slate shall be informed of the tie vote and given the opportunity to discuss the candidates among themselves in an effort to resolve the tie before another vote is taken. If the second vote again results in a tie, a third election shall be held by mail, with ballots to be sent by first class mail to each Owner entitled to vote on such slate within 10 days after the meeting at which the original election was held. If the third vote of the Owners results in a tie, the candidates' names shall be drawn at random from a hat.

(c) Board of Directors Meetings

(i) Agendas for meetings of the Board shall be made reasonably available for examination by the Owners or their representatives.

(ii) The Board shall hold an organizational meeting within 10 days following each annual Association meeting at such time and place as the Board shall designate.

(iii) The Board shall hold regular meetings at such time and place as a majority of the directors shall determine, but the Board shall meet at least four times during each fiscal year with at least one meeting per quarter.

(iv) The President, Vice President, or any two directors may call a special meeting of the Board.

(v) Notices of Board meetings shall specify the time and place of the meeting and, in the case of a special meeting, the nature of any special business to be considered. The Board may mail notices sent by first class mail at least 5 business days before the day of the meeting.

(vi) Directors, or any member of a committee the Board designates, may participate in a Board or committee meeting by telephone provided that all persons participating in the meeting can hear each other.

(vii) At all Board meetings, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the Board's decision, unless Colorado law, the By-Laws, or the Declaration specifically provide otherwise. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the departure of directors, if at least a majority of the required quorum for that meeting approves any action taken. If the Board cannot hold a meeting because a quorum is not present, a majority of the directors present may adjourn the meeting to a time not less than 5 nor more than 30 days from the date of the original meeting. At the reconvened meeting, if a quorum is present the Board may transact, without further notice, any business it might have transacted at the original meeting.

(viii) The President, or any designee the Board approves by resolution, shall preside over all Board meetings. The Secretary shall ensure that minutes of the meetings are kept and that all resolutions and all transactions occurring at such meetings are included in the Association's records.

(ix) All Board meetings shall be open to all Owners, but only directors may participate in any discussion or deliberation unless attendees are granted permission to speak authorized by a majority vote of a quorum of the Board. In such case, the President may limit the time any such individual may speak. Notwithstanding the above, the President may adjourn any Board meeting and reconvene in executive session and may exclude persons other than directors to discuss matters of a sensitive nature, such as proposed, pending, or threatened litigation, or other matters specified by law.

(x) Meeting Rules of Conduct:

(1) The President of the Association or person appointed by the President, shall chair all Board meetings.

(2) Anyone who attends a meeting of the Board shall be required to sign in, listing their name and address.

(3) Owners will be given the opportunity to speak on any matter at the beginning of the meeting. Owners wishing to address the Board at the beginning of the meeting will indicate so on the sign-in list.

(4) Anyone who wishes to speak will first be recognized by the chair of the meeting.

(5) Only one person shall speak at a time.

(6) Each person will verbally provide their name and address to those in attendance.

(7) Comments should be stated in a civilized manner without personal attacks or profanity.

(8) Comments should be relevant to the meeting or the Association.

(9) No meeting of the Board will be video or audio taped or otherwise recorded, unless the Board unanimously approves such recording.

(10) Anyone disrupting the meeting, as determined by the President or the Board, will be asked to leave the meeting.

(11) The Board may, from time to time, determine additional meeting rules in accordance with Colorado law.

(xi) Any action to be taken or which may be taken at a Board meeting may be taken without a meeting in accordance with Colorado law.

This policy was adopted on by resolution of the Board of Two Rivers Homeowners Association on April 23, 2015, is effective of even date therewith, and complies with the Colorado Common Interest Ownership Act as of that date. If the policy contained

herein becomes in conflict with the laws of the State of Colorado shall be rendered void. The governance policy set forth herein is not intended to enlarge or create any fiduciary duties. Except for acts of fraud or bad faith, no director shall incur any liability under this policy.

TWO RIVERS HOMEOWNERS ASSOCIATION,
a Colorado nonprofit corporation

By: 
Its: President

ATTEST:

By: 
Its: Secretary