

KEN-CARYL RANCH MASTER ASSOCIATION, INC.  
POLICY REGARDING CONDUCT OF MEETINGS

Adopted February 21, 2006

Amended June 15, 2010

Amended May 21, 2013

Amended August 17, 2021

Amended September 20, 2022

The following procedures have been adopted by the Ken-Caryl Ranch Master Association, Inc. (“Association”) pursuant to the provisions of C.R.S. 38-33.3-209.5, at a regular meeting of the Board of Directors.

**Purpose:** To establish a uniform and systematic protocol for conducting Association meetings, including Members’ meetings, Master Association Board of Directors (Board) meetings, and any committee meetings; to ensure equitable participation by Members while permitting the Board or committee to efficiently conduct the business of the Association; and to memorialize the circumstances under which the Board may convene into executive session.

NOW, THEREFORE, IT IS RESOLVED that the Association does hereby adopt the following policy governing the conduct of meetings of the Members, meetings of the Board, and any meetings of an Association committee:

1. Members’ Meetings. All meetings of the Association are open to every Member, or to any person designated by a Member in writing as the Member’s representative, and Members or designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during the deliberations and proceedings; except that, for regular and special meetings of the Board, Members who are not Board members may not participate in any deliberation or discussion except as provided below.

2. Board and Committee Meetings. All regular and special meetings of the Board, or any committee or task force thereof, shall be open to attendance by all Members or to any person designated by a Member in writing. Except as provided below, Members who are not members of the Board may not participate in any deliberation or discussion unless and until expressly so authorized by a vote of the majority of a quorum of the Board.

3. Electronic Meetings. Member meetings, Board meetings, and committee meetings may be held in person and/or electronically by any means of communication by which all attendees may hear each other during the meeting. Notice of a meeting of the Members, Board, and/or committees that will be conducted virtually will be mailed and/or posted in the same manner as any other Member, Board, or committee meeting, in accordance with Colorado law. Such notice shall contain the date, time, and method of attendance, and shall contain instructions on how to join the meeting virtually. Meetings held electronically will follow the remaining provisions in this Policy, to the extent possible.

4. Members’ Right to Speak at Board Meetings. The Board may place reasonable time restrictions on those persons speaking during any meeting. However, at Board meetings, the Board shall permit Members or their designated representatives to speak before the Board takes formal action on an item under discussion, as provided in paragraph 6 of this policy. This is in addition to any other opportunities to speak that may be present on the agenda. If more than one Member or their designated representative wishes to speak before the Board takes formal action on an item under discussion and there

are opposing views, the Board may designate a reasonable number of persons to speak on each side of the issue or may give all of those Members or their designated representatives who wish to speak an opportunity to speak. For any meeting held electronically, attendees may be muted until called upon to speak. Attendees will be invited to submit a written request to speak, which request may be submitted before or during the meeting, but can only be submitted during the meeting if the Association's virtual meeting software supports such requests during the meeting.

5. Agenda; Open Forum. The President of the Board and in his/her absence, the Vice President, shall be Chairperson of all meetings. The agenda for all meetings shall follow the order of business specified by the Association's Bylaws, and if none, in accordance with the order of business determined by the Board. A Member wishing to provide information or a request to the Board is encouraged to submit the information or request to the Executive Director in advance of the meeting. The Executive Director has the authority to direct the information or request to the appropriate staff or Committee for that topic for review and recommendation, prior to inclusion as a meeting agenda item if still warranted or appropriate. The agenda for Members' meetings shall include a Member Open Forum during which any Member or Member's designated representative who wishes to speak will have the opportunity to do so, subject to the remaining provisions of this policy. The agenda for Board meetings shall include a Member Open Forum, subject however, to the Board's right to dispense with or limit the Member Open Forum at the discretion of the Board, except that such limits on Member Open Forum shall always be subject to the provisions of paragraphs 2 and 4 of this policy.

6. Limits on Right to Speak During Open Forum. The Board shall have the right to determine the length of time of the Open Forum. The Chairperson of the meeting may place reasonable limitations upon the time given to each member seeking to comment, to allow sufficient time for as many members as possible to comment within the time permitted. Unless otherwise determined by the Chairperson, the time limit will be three minutes per member. Members will be allowed to speak more than once during Open Forum only at the discretion of the Board. No member may speak a second time until all members wishing to speak have had an opportunity to speak once. Members may speak only after being recognized by the Chairperson. Members will be allowed one minute to respond if a Board member speaks about that Member.

7. Attorney/Client Privileged Communications. Upon the final resolution of any matter for which the Board received legal advice or that concerned pending or contemplated litigation, the 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.

8. Recording of Meetings. Note taking is permitted, however, video or audio recording of all or any portion of any meeting by Members, or their designated representative, is prohibited.

9. Member Conduct. Members and other attendees shall not engage in any abusive or harassing behavior, either written, verbal, or physical, or any form of intimidation or aggression directed at other Members, residents, guests, occupants, invitees, or directed at management, its agents, its employees, or vendors. With respect to meetings specifically, all Members are expected to comply with the following conduct:

- (a) No Member is entitled to speak until recognized by the Chairperson.
- (b) There shall be no interruption of anyone who has been recognized by the Chairperson except by the Chairperson.

- (c) Specific time limits set above for speakers and as determined by the Chairperson shall be strictly observed.
- (d) Personal attacks, whether physical or verbal, and offensive language will not be tolerated.
- (e) All comments are to be directed to the Board and not to other individual participants.
- (f) Argument amongst audience participants is not permitted. All comments are to be restricted to the item being discussed.
- (g) Courteous behavior BYALL PARTIES is mandatory.

10. Curtailment of Member Conduct. Should the Chairperson determine that any Member has spoken for the allocated amount of time or longer, or determine that the Member is in violation of the provisions of this policy, the Chairperson shall have the authority to instruct that member to yield the floor, and that Member will be obligated to comply with the Chairperson's instruction.

11. Disruptive or Unruly Behavior. If a Member refuses to stop talking after his/her allotted time has ended, or otherwise disrupts the meeting, or is otherwise in violation of the provisions of this policy, the following procedure will be followed:

- (a) The Chairperson will issue an oral warning such that if the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, either the Member will be asked to leave the meeting, or the meeting will be adjourned, or law enforcement/security will be called to remove the individual.
- (b) If the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, the Chairperson will issue a final warning. If the Member does not immediately yield or leave the meeting as requested, the Chairperson will either adjourn the meeting to another time or to call law enforcement/security to remove the individual.
- (c) If the Member still refuses to cooperate, the chair may choose whether to adjourn the meeting to another time and/or to call law enforcement/security to remove the individual.
- (d) The Board may determine, after notice and hearing, that any Member may only attend meetings electronically and be restricted from attending meetings in person. In such an instance, the Board will ensure that Members can attend the meeting electronically and provide information for how to obtain access to the Member restricted from attending the meeting in person.
- (e) During meetings held electronically, should the Board Chairperson determine that any Member has spoken for the allocated amount of time or longer, or determine that the Member is in violation of the provisions of this policy, the Chairperson shall have the authority to instruct that Member to yield the floor, and that Member will be obligated to comply with the Chairperson's instructions. If the Member fails to comply with the directive, the Member may be muted or removed from the meeting if muting is not sufficient.

12. Executive Session. Notwithstanding the foregoing, the Board or a committee thereof may hold an executive or closed door session and may restrict attendance to Board members and other persons specified by the Board; provided that any such executive or closed door session may only be held in accordance with the provisions and requirements of the Act, as amended from time to time, or other applicable law. The matters to be discussed at such an executive session are limited to:

- (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;
- (f) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy. Including a disciplinary hearing regarding a unit owner and any referral of delinquency; and/or,
- (g) Review of or discussion relating to any written or oral communication from legal counsel.

Prior to the time the members of the Board convene in executive session, the Chairperson shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above. No rule or regulation of the Board 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 Board goes back into regular session following an executive session.

13. Miscellaneous.

- (a) Waiver. The Association's failure to enforce any provision of this policy shall in no event be deemed to be a waiver of the right to do so thereunder.
- (b) Superseded Prior Policy. This policy supersedes any other policy previously adopted by the Board addressing conduct at Board, committee, and member meetings.
- (c) Severability. If any provision of this policy is or becomes illegal, invalid, or unenforceable, that shall not affect the validity or enforceability of any other provision of this policy.
- (d) Supplement to Law. The provisions of this policy shall be in addition to and in supplement of the terms and provisions of the Declaration and the law of the State of Colorado governing the community.

Ken-Caryl Ranch Master Association, Inc.

By: \_\_\_\_\_  
President

This policy regarding conduct of meetings was adopted by the Board of Directors at a regular meeting held on the 20<sup>th</sup> day of September 2022, and is effective beginning Sept. 21, 2022, and is attested to by the Secretary of the Ken-Caryl Ranch Master Association, Inc.

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Secretary