

**RESOLUTION
OF LINCOLN CREEK VILLAGE
HOMEOWNERS' ASSOCIATION, INC. ("Association")
ADOPTING PROCEDURES FOR THE CONDUCT OF MEETINGS**

SUBJECT: Adoption of a policy and procedures for conducting Owner and Board of Directors meetings.

PURPOSE: To facilitate the efficient operation of Owner and Board of Directors meetings and to afford Owners an opportunity to provide input and comments on decisions affecting the Project.

AUTHORITY: The Supplemental Declaration of Covenants, Conditions and Restrictions for The Bluffs, The Colony and The Courtyard Homes at Lincoln Creek Village ("Declaration"), Bylaws and Articles of the Association and Colorado law.

EFFECTIVE DATE: September 19, 2007

RESOLUTION: The Association hereby adopts the following procedures regarding the conduct of meetings:

1. Order of Business. The order of business at all meetings shall be as follows to the extent required:

- (a) Roll Call
- (b) Proof of notice of meeting or waiver of notice
- (c) Report of officers
- (d) Report of Board of Directors
- (e) Report of committees
- (f) Election of inspectors of election (in the event there is an election)
- (g) Election of directors (in the event there is an election)
- (h) Unfinished business
- (i) New business
- (j) Adjournment

2. Proxies – Owner Meetings. At all meetings of the Owners, an Owner may vote by proxy executed in writing by the Owner or by duly authorized attorney-in-fact. If any Lot is owned by more than one person, each Owner of the Lot may vote or register protest to the casting of votes by the other Owners of the Lot through a duly executed proxy. Such proxy may be filed with the Secretary of the Association before or at the time of the meeting. A Lot Owner may not revoke a proxy given pursuant to these requirements except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven (11) months after its date, unless it provides otherwise.

dburry
10/15/2013, 7:29AM
VIEWED

lmooss
10/21/2013, 9:28AM
WEB ENTERED

tdorth
10/08/2013, 8:24AM
PENDING ENTRY

rbrown
10/15/2013, 11:04AM
HW ENTERED

3. Annual Owner Meetings, Special Owner Meetings and Owner Participation.

(a) Annual meetings of the Owners shall be held in December of each year, on such day in December and at such time of day as is fixed by the Board of Directors of the Association and specified in the notice of meeting. The annual meeting shall be held to elect directors of the Association and to transact such other business as may properly come before the meeting.

(b) It shall be the duty of the President, and, should the President fail to do so, the Vice President, to call a special meeting of the Owners as provided in this Section. Special meetings may be called by the President, by a the majority of the directors, or upon a petition signed by twenty percent (20%) of the Owners. Notice of a special meeting shall be given in compliance with the Bylaws. The date of any special meeting called upon by a petition of the Owners shall not be less than fourteen (14) days nor more than thirty (30) days from receipt of such petition by the Secretary.

(c) Pursuant to the Colorado Common Interest Ownership Act, an annual meeting of the Association or a special meeting of the Association called for such purpose, the Lot Owners shall be afforded the opportunity to ratify a budget of the projected revenues, expenditures and reserves for the Association's next fiscal year as proposed by the Board of Directors. A summary of the proposed budget approved by the Board of Directors shall be mailed to the Owners within thirty (30) days after its adoption along with a written notice of a meeting of the Association to be held not less than fourteen (14) days no more than sixty (60) days of mailing of the summary to the owners (or in the alternative, together with a ballot and information sufficient to satisfy the provisions of Section 109 of Article 127 of the Colorado Revised Nonprofit Corporation Act). Unless Owners holding sixty-seven percent (67%) of the total voting power of the Association reject the proposed budget, the budget is ratified. There are no quorum requirements for this meeting. In the event the proposed budget is rejected, the budget last ratified by the Owners continues until such time the Owners ratify the budget proposed by the Board of Directors as provided above.

(d) Except for meetings pursuant to subsection (c) above, notice of any meeting shall be given by the Secretary to each Owner at least fourteen (14) days, but not more than thirty (30) days, prior to each meeting; provided, however:

(i) Notice may be given in person; by telephone, telegraph, teletype, electronically transmitted, or other form of wire or wireless communication; or by mail or private carrier. If, these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published. Notice by publication is effective on the date of first publication.

(ii) Nothing in this Section shall prohibit oral notice to the directors concerning its matters and meetings.

(iii) A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to Owners shall constitute a written notice or report if addressed or delivered to the Owner's address shown in the Association's current list of owners, or in the case of Owners who are residents of the same household and who have the

same address in the Association's current list of owners, if addressed or delivered to one of such Owners, at the address appearing on the current list of owners.

(iv) The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposals to remove an officer or director.

4. Voting – Owner Meetings.

(a) Record Date. The record date for determination of Owners entitled to notice of or to vote at a meeting of the Owners shall be the date on which the notice of the meeting is mailed or otherwise delivered.

(b) Voting List. The officer or agent having charge of the records of the Association shall make, at least ten (10) days before each meeting of Owners, a complete list of Owners entitled to vote at such meeting or any adjournment thereof arranged in alphabetical order together with the address of such Owner, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Association and shall be subject to inspection by any Owner at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Owner during the whole time of the meeting.

(c) Voting By Multiple Owners. If only one of the multiple Owners of a Lot is present at a meeting of the Association, such Owner is entitled to cast all the voting power allocated to that Lot. If more than one of the multiple Owners are present, the voting power allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Owners, unless the Declaration expressly provides otherwise. There is a majority agreement if any one of the multiple Owners casts the votes allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot.

(d) Voting by Corporations, Limited Liability Companies or Partnerships. The vote of a corporation or limited liability company may be cast by an officer of that corporation or by the manager of the limited liability company in the absence of express notice of the designation of a specific person by the Board of Directors, Owners, manager, operating agreement or bylaws of the owning corporation or limited liability company. The vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning partnership. The person presiding over the meeting may require reasonable evidence that a person voting on behalf of a corporation, limited liability company, partnership or Lot Owner is qualified to vote.

(e) Lots Owned by Association. The votes allocated to a Lot owned by the Association may not be cast.

(f) Majority Vote. The term "Majority Vote" shall mean the votes of Owners representing a majority of the votes represented in person or by proxy at a meeting. If a quorum is present at a meeting, a Majority Vote shall be binding upon all Owners for all purposes except where a higher percentage vote is required in the Declaration or the Bylaws.

(g) Voting by Mail. The Board of Directors may decide that voting of the Owners on any matter required or permitted by the statutes of Colorado, the Declaration, the Articles of Incorporation, or the Bylaws shall be by mail. Pursuant to the Colorado Revised Nonprofit Corporation Act, any action that may be taken at any annual regular or special meeting of the Owners may be taken without a meeting if the Secretary delivers a written ballot to every Owner entitled to vote on the matter.

(i) A written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action.

(ii) Approval by written ballot shall be valid only when the cumulative voting power cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number or percentage of approvals equals or exceeds the voting percentage that would be required to approve the matter at a meeting at which the total voting percentage cast was the same as the total voting percentage cast by ballot.

(iii) All solicitations for votes by written ballot shall: (i) indicate the number of responses or total percentage of voting power of the Association needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which a ballot must be received by the Association in order to be counted; and (iv) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

(iv) A written ballot may not be revoked.

5. Board of Directors Meetings.

(a) Following the Period of Declarant Control, the annual meeting of each Board of Directors newly elected by the Owners shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present, or as soon thereafter as may be practicable at the same place as the Owners' Meeting at which time the dates, places, and times of regularly scheduled meetings of the Board of Directors shall be set.

(b) There shall be held at least two (2) regularly scheduled meetings of the Board of Directors each year without special notice to the directors.

(c) Special meetings of the Board of Directors may be called by the President on seven (7) days' notice (except in emergency when less notice may be given) to each director either personally or by mail or telegram except in the event of an emergency when less notice may be given. Special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of at least two (2) directors. All such notices of special meetings shall state the purpose thereof.

(d) A quorum is deemed present throughout any meeting of the Board of Directors if persons entitled to cast a majority of votes on the Board of Directors are present at the beginning of the meeting. Any act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by Statute, Articles of Incorporation, by the Declaration or by the Bylaws. If a quorum shall not be present at any meeting of directors, the directors present may

adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(e) Before, at, or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be a waiver of notice thereof by that director. If all the directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

6. Board of Directors Meetings Open to Owners. Meetings of the Board of Directors shall be open to all Owners and Security Interest holders; provided, however, the Board of Directors (or any committee of the Board of Directors) may hold executive or closed door meetings for matters described in Section 308(4) of the Colorado Common Interest Ownership Act, C.R.S. § 38-33.3-101, *et seq.* (hereinafter "CCIOA"), and may restrict attendance to such meetings as provided in Section 308(3) of CCIOA.

7. Board of Directors Meeting by Telecommunication. The Board of Directors may permit any director to participate in a regular, special or other meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

8. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration or Bylaws shall have the same meaning herein.

9. Supplement to Law. The provisions of this Resolution 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 Project.

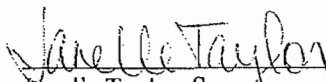
10. Deviations. The Board of Directors may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.

11. Amendment. This Policy may be amended at any time by the Board of Directors.


IN WITNESS WHEREOF, the undersigned governing Association, has executed and adopted this instrument effective the date and year first stated above.

LINCOLN CREEK VILLAGE
HOMEOWNERS' ASSOCIATION, INC.
a Colorado nonprofit corporation

Attest:



Janelle Taylor, Secretary

By 

Craig Pottenger, President