

VAIL GATEWAY PLAZA CONDOMINIUMS, INC.
AMENDED AND RESTATED POLICY REGARDING CONDUCT OF MEETINGS

SUBJECT: Adoption of an amended procedure to govern the conduct of meetings.

PURPOSE: Establish a procedure to be followed for conduct of meetings.

AUTHORITY: The Governing Documents of the Association and Colorado law.

The Governing Documents are comprised of:

- a. Amended and Restated Declaration for Vail Gateway Plaza Condominiums;
- b. Map for Vail Gateway Plaza Condominiums;
- c. Bylaws for Vail Gateway Plaza Condominiums;
- d. Articles of Incorporation for Vail Gateway Plaza Condominiums;
- e. Rules, Regulations and Policies for Vail Gateway Plaza Condominiums;
- f. Responsible Governance Policies as required by C.R.S. 38-33.3-209.5 for Vail Gateway Plaza Condominiums.

Colorado Law is comprised of:

Colorado Common Interest Ownership Act (“CCIOA”) codified at C.R.S. 38-33.3-101 et seq.;

Colorado Revised Not for Profit Corporate Act (“CRNCPA”).

EFFECTIVE DATE: 1/28/2019
_____, 2019

RESOLUTION: Vail Gateway Plaza Condominiums (“Association”) hereby adopts the following Policy in compliance with the Colorado Law.

MEETINGS OF THE OWNERS AND EXECUTIVE BOARD

A. Meetings of the Owners - Owner meetings shall be conducted as prescribed by the Bylaws, the Act, the Colorado Revised Non Profit Corporate Act (“CRNPCA”) and this Policy. Capitalized terms not expressly defined herein shall have the meaning prescribed to them in the Governing Documents, the Act and the CRNPCA:

1. General

Meetings of the Owners, as the members of the Association, shall be held at least once each year at a time and place designated by the Executive Board. Special meetings of the Owners may be called by the President of the Executive Board, by a majority of the Executive Board or by Unit Owners having twenty percent or more of the votes in the Association per Section 4.3 of the Bylaws as modified by the Act at C.R.S. 38-33.3-308. Not less than 10 nor more

than 50 days in advance of any meeting of the Owners, the secretary or other officer specified by the Bylaws shall cause notice to be hand delivered or sent by prepaid United States mail to the mailing address of each Owner or to any other mailing address designated in writing by the Owner, which can be an electronic mailing address. Additionally, Notice shall be physically posted in a conspicuous place to the extent that such posting is feasible and practicable, posted on the Association website, if one is in existence, and provided by electronic mail to any Owner who so requests in writing and whom provides an electronic mail address for such purpose. The notice shall 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 proposal to remove an officer or member of the Executive Board. Owners may attend meetings via phone or video conference.

2. Action Without a Meeting.

Action without a meeting may occur per Section 4.14 of the Bylaws and the CRNCPA.

3. Conduct of Owner Meetings.

- i. All Owner meetings shall be governed by the following rules of conduct and order:
 - a. The President of the Association or designee shall chair all Owner meetings.
 - b. All Owners and persons who attend a meeting of the Owners will sign in, present any proxies and receive ballots as appropriate. (See section below regarding voting).
 - c. Anyone wishing to speak must first be recognized by the chair.
 - d. Only one person may speak at a time
 - e. Each person who speaks shall first state his/ her name and Unit number.
 - f. Any person who is represented at the meeting by another person, as indicated by a written instrument, will be permitted to have such person speak for him/her.
 - g. Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.
 - h. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting.
 - i. Each person shall be given up to a maximum of five minutes to make a statement or to ask questions. The board may decide whether or not to answer questions during the meeting. Each person may only speak once. Yielding of the time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the Chair, but shall be uniform for all persons addressing the meeting.

- j. All actions and/or decisions will require a first and second motion.
- k. Once a vote has been taken, there will be no further discussion regarding that topic.
- l. So as to allow for and encourage full discussion by Owners, no meeting may be audio, video or otherwise recorded. Minutes of actions taken shall be kept by the Association.
- m. Anyone disrupting the meeting, as determined by the Chair, shall be asked to “come to order.” Anyone who does not come to order may be requested to immediately leave the meeting.
- n. The Chair may establish such additional rules of order as may be necessary from time to time.

4. Board Meetings.

i. General. Meetings of the Executive Board of the Association shall be called and conducted in accordance with the Bylaws, the Act, the CRNPCA and this Policy.

ii. Conduct.

a. Conduct of Order - All Executive Board meetings shall be governed by the following rules of conduct and order:

- 1. The President of the Executive Board, or designee, shall chair all Executive Board meetings.
- 2. All persons who attend a meeting of the Executive Board shall be required to sign in, listing their name and unit address.
- 3. All Owners will be given an opportunity to speak as provided for below prior to any vote on a Motion by the Executive Board. The Executive Board may also, at its discretion, permit comments at an Owner forum held at the commencement or end of the Executive Board Meeting.
- 4. Anyone desiring to speak shall first be recognized by the Chair.
- 5. Only one person may speak at a time.
- 6. Each person speaking shall first state his or her name and Unit address.
- 7. Any person who is represented by another person as indicated by a written instrument at the meeting shall be permitted to have such person speak for them.
- 8. Those addressing the Executive Board shall be permitted to speak without interruption from anyone as long as these rules are followed.

9. Comments are to be offered in a civilized manner and without profanity, personal attacks or shouting. Comments are to be relevant to the purpose of the meeting or issue at hand.
10. Each person shall be given up to a maximum of five minutes to speak or to ask questions prior to the vote of the Executive Board on any Motion pending before the Executive Board for vote or at an Owner forum, although questions may not be answered until a later date. Each person may only speak once during an Owner forum and once on any other issue prior to a vote by the Executive Board. Yielding of time by a speaker to another individual shall not be permitted. Such time limit may be increased or decreased by the Chair but shall be uniform for all persons addressing the meeting.
11. No meeting of the Executive Board may be audio, video or otherwise recorded except by the Executive Board to aid in the preparation of minutes. Minutes of actions taken shall be kept by the Association.
12. Anyone disrupting the meeting, as determined by the Chair, shall be asked to “come to order.” Anyone who does not come to order may be requested to immediately leave the meeting. Executive Board meetings may be conducted telephonically.

iii. Owner Input. After a motion and second has been made on any matter to be discussed, at a time to be determined by the Executive Board, but prior to a vote by the Executive Board Members, Owners present at such time shall be afforded an opportunity to speak on the motion as follows:

- a. Show of Hands. The chair will ask those Owners present to indicate by a show of hands who wishes to speak in favor or against the motion. The Chair will allow each Member to speak for up to 5 minutes each or such shorter or longer time as the Executive Board may determine at the time to be appropriate.
- b. Closing of Input. Following Owner input, the Chair will declare Owner input closed and there shall be no further Owner participation on the motion at hand unless a majority of the Executive Board votes to open the discussion to further Owner participation.

iv. Notice of Executive Board Meetings

- a. Open Attendance – All meetings, regular and special, of the Executive Board and any committee thereof that is authorized to take final action on

the Executive Board's behalf, shall be open to attendance by the Owners and Owner representatives.

- b. Agendas. The Executive Board shall make agendas for meetings of the Executive Board, and agendas for meetings of committees of the Executive Board that are authorized to take final action on the Executive Board's behalf, reasonably available for examination in advance by all Owners or their representatives. If there is no formal agenda, Owners or their representatives are nonetheless entitled to a general description of the purpose of the meeting and the subject matter that will be discussed.
- c. Method of Provision of Agendas. The Executive Board shall inform all Owners, at least annually, of the method by which meeting agendas will be provided, including the physical location of places where agendas and meeting notices may be posted or the web address where online postings may be made. The Executive Board shall give at least thirty days' advance notice of any change in the manner or means by which meeting information will be provided.
- d. Electronic Notice of Board Meetings – The Association shall post the notice and agenda for all regular and special meetings of the Executive Board on the Association website at or about the time the meeting is set. The Association shall also provide the notice and agenda for all regular and special meetings of the Executive Board by electronic mail to all Owners who so request in writing and who furnish the Association with their electronic mail addresses with the same to occur at or about the time the meeting is set but not less than Twenty-Four (24) hours before the date of the meeting. No other notice of Board meetings shall be required to be provided to the Owners.
- e. Telephone Meetings – Meetings of the Executive Board may be conducted in person, via conference call, via electronic means or via any other method permitted by the Governing Documents, the Act or the CRNPCA and which allows participation by the Executive Board Members and Owners. Action in Lieu of a Meeting may occur per the Bylaws, the Act and the CRNPCA.
- f. Waiver of Notice – Attendance at a Meeting shall constitute a waiver of notice unless, at the beginning of the meeting or promptly upon the Executive Board Member or Owners later arrival, the Executive Board

Member or Owner objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter participate in the Meeting.

v. Executive Closed Door Sessions.

- a. Executive Session - The Members of the Executive Board or any committee thereof may hold an executive closed door session during any regular or specially announced meeting or any part thereof and restrict attendance of Executive Board Members and such other persons, including property managers, financial and legal advisers, requested by the Executive Board. The attendance of other persons such as property managers, attorneys and accountants, shall not invalidate the confidential nature of the executive session. The matters to be discussed at such an executive session can only include the following matters:
1. 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;
 2. 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;
 3. Investigative proceedings concerning possible or actual criminal misconduct;
 4. Matters subject to specific constitutional, statutory or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
 5. Any matter the disclosure of which could constitute an unwarranted invasion of individual privacy;
 6. Review of or discussion relating to any written or oral communication from legal counsel.
- b. Final Resolution - Upon the final resolution of any matter for which the Executive Board received legal advice or the concerned pending and contemplated litigation, the Executive Board may elect to preserve the attorney/client privilege in any appropriate manner, or may elect to disclose such information, as deems appropriate, about such matter in an open meeting.

- c. Announcement. Prior to the time the Members of the Executive Board or any committee thereof convene an executive session, the chair of the body shall announce the general matter of the discussion.
- d. No Rule Adoption. 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 after the Executive Board goes back into regular session following an executive session.
- e. Minutes. The meetings of all minutes at which an executive session was held shall indicate only that an executive session was held and the general subject matter of the executive session. Decisions made and actual discussions held at the executive session do not need to be reflected in the minutes.

5. Secret Ballots For Election of Executive Board Members

- i. Contested Elections. Votes for contested positions on the Executive Board shall be taken by secret ballot. Ballots shall be counted by a neutral third party, who can be the Management Company or by an Owner who is not a candidate, who attends the meeting at which the vote is held and who is selected at random from a pool of two or more such Owners. The results of the vote shall be reported without reference to names, addresses or other identifying information of the voters.
- ii. Uncontested Elections. In the event there is only one Owner running any particular open Executive Board position at the time of the vote, the need for a vote and Secret Ballot shall be obviated and the Owner nominated for the seat shall be deemed to be elected by acclamation.
- iii. Other Matters. At the discretion of the Board or upon the request of twenty percent or more of the Owners present at the meeting in person or by proxy, if a quorum has been achieved, a vote on any matter affecting the Association on which all Owners are entitled to vote shall be by secret ballot.

6. Voting

- i. Generally. Subject to the requirements for Units owned by multiple Owners or an entity, votes allocated to a Unit may be cast in person or by proxy duly executed

by the Unit Owner and filed with the Secretary of the Association by 11:00 p.m. on the day prior to any meeting at which a vote of the membership per Section 4.10 of the Bylaws. Pursuant to Section 3.6.3 of the Bylaws, any Owner of a Unit that is leased may assign their voting right to the tenant provided that the tenant is appointed by proxy as set forth in this Section. A proxy shall not be valid if obtained through fraud or misrepresentation. All proxies shall be in writing and may be either general or for a particular meeting. Subject to this Policy and the Governing Documents, appointment of proxies may be made substantially as provided in Section 7-127-302 of the CRNCPA. A Unit Owner may not revoke a proxy given pursuant to this section except by actual notice of revocation to the Secretary 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.

ii. Units Owned by Multiple Owners.

- a. General. As provided for in the Bylaws Section 3.6.2, when more than one person holds an interest in a Unit, all such Owners are members in the Association. The vote for a Unit owned by multiple Owners will be exercised as provided for herein and the Bylaws. If there is no Designated Voting Representative established as set forth below and only one of the multiple Owners of a Unit is present at a meeting in person or by proxy, such Owner is entitled to cast all of the votes allocated to that Unit. If more than one of the multiple Owners are present at a meeting in person or by proxy, the vote allocated to said Unit may be cast only in accordance with the agreement of a majority in interest of the Owners. The Owners shall be obligated to establish said majority to the satisfaction of the Executive Board. To be effective a proxy must be executed by the submitting Owner(s) and shall only be valid if submitted to the Association no later than 11:00 p.m. on the day prior to any meeting at which a vote of the membership is to be taken.
- b. Designation of a Voting Representative - Use of Proxy. Designation of a Voting Representative for a Unit owned by multiple Owners per Section 4.12 of the Bylaws shall occur by submittal to the Association of a Designated Voting Representative Form by 11:00 p.m. on the day prior to any meeting at which a vote of the membership is to be taken. The Designated Voting Representative need not be a Unit Owner. Such designation may not be revoked except by actual notice of revocation by the Owners who appointed the Designated Voting Representative to the

person presiding over the meeting of the Association by 11:00 p.m. on the day prior to any meeting at which a vote of the membership is to be taken.

- c. Protest by Proxy. Each Owner may vote or register protest to the casting of votes by the other Unit Owners or the Designated Voting Representative by being present at the meeting in person or through a duly executed proxy submitted as provided for in Section 7(i)(a). Such a proxy may not be revoked except by actual notice of revocation to the person presiding over a meeting of the Association by 11:00 p.m. on the day prior to any meeting at which a vote of the membership is to be taken. If a protest is timely and properly lodged, the vote shall be treated as of more than one of the multiple Owners are present at a meeting in person or by proxy in which case the vote allocated to said Unit may only then be cast only in accordance with the agreement of a majority in interest of the Owners. The Owners shall be obligated to establish said majority to the satisfaction of the Executive Board.

- ii. Units Owned by Non-Individual Owners. Per Section 4.11 of the Bylaws, if title to a Unit is held in whole or in part by a firm, corporation, partnership, association, other legal entity, the voting privilege may be exercised only by submittal of a Designation of Voting Representative Form duly executed by an authorized person(s) for such Owner(s) and filed with the Secretary of the Association by 11:00 p.m. on the day prior to any meeting at which a vote of the membership is to be taken appointing and authorizing one person or alternate persons to attend any Member meeting and to cast the vote allocated to the Unit at the meeting.

- iii. Association May Reject Vote. 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, including the property management company, acting in good faith, has reasonable basis to doubt the validity of the signature on it or about the signatory's authority to sign for the Owner.

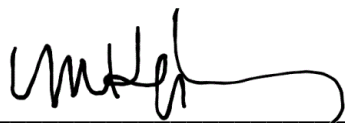
- iv. No Liability. The Association and its officer(s) or agent(s) who accept or reject a vote, consent, written ballot, waiver, proxy appointment, or proxy appointment revocation in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.

- v. Required Court Ruling. Any action of the Association based on the acceptance or rejection of a vote, consent, written ballot waiver, proxy appointment, or proxy appointment revocation under this section is valid unless a court of competent jurisdiction determines otherwise.

PRESIDENT'S

CERTIFICATION: The undersigned President of Vail Gateway Plaza Condominiums, a Colorado nonprofit corporation, certifies that this Policy was adopted in accordance with the Governing Documents.

Vail Gateway Condominiums, Inc.
A Colorado non-profit corporation,

By:  _____
President of the Executive Board