

**WINDJAMMER HOMEOWNERS ASSOCIATION
MEETINGS POLICY AND PROCEDURES**

June 25, 2020

Authority: CRS 38-33.3-209.5, Responsible Governance Policies, Para (1) (b) (III)
CRS 38-33.3-308, Meetings
CRS 38-33.3-310, Voting - Proxies
Declaration, Article VI, Section 602 & 603
Bylaws, Sections 1.2, 1.3, 2.1-2.4, Article III

I. Policy:

a. Annual Membership Meetings: All owners of Windjammer are members of the Windjammer Homeowners Association. The Board of Directors will convene a meeting of the membership each October or November to elect Directors/Board members, and vote on such other matters as may be necessary. Notice of annual membership meetings will be mailed through the postal system to all owners at their address on file with the Association. These Notices shall be posted on the Association website, forwarded with the Association newsletter, and emailed to those homeowners **who have provided correct email addresses**. Notice, including a tentative agenda, will be posted, or forwarded not less than 10 days or more than 50 days before the date of the meeting. The meeting shall be convened at a location determined by the Board within 5 miles of Windjammer. A quorum of at least 68 votes represented in person or by proxy (one vote per Lot address) is required to conduct routine Association business; motions will carry with the approval of many votes if quorum is achieved. Once quorum is achieved at the start of the meeting, it is maintained even if people depart. Special notification timelines and quorum requirements apply for actions concerning assessments. Parliamentary procedures will be conducted in accordance with Roberts Rules of Order.

b. Special Membership Meetings: Special meetings of the Association Membership maybe called by the Board of Directors or its President, or by a bloc of at least fifty-six (56) homeowners. Quorum and Notification requirements of the annual meeting apply. Parliamentary procedures will be conduct in accordance with Roberts Rules of Order.

c. Board Meetings: The full Board meets monthly during following months: March, May-August, October, and November. The board meets immediately after annual meeting to determine board positions. The Board may also convene Special Board Meetings in accordance with By-Laws. Board meetings are open to all owners - see Board notification requirements as identified in Procedures, below. Windjammer does not maintain a bulletin board or other physical posting facility, and physical posting of Notices of Board meeting is neither practical nor feasible; Notices of Board meeting will be posted at least 20 days before the scheduled date on the Association website and will be emailed to owners who have requested such notice. Quorum is most of the occupied seats on the Board. Once quorum is achieved at the start of the meeting, it is maintained even if people depart. Proxies are prohibited except as approved by President. Agendas for Board meetings will be available at each meeting, and drafts will be posted to the Association website at least five (5) calendar days prior.

d. Executive Committee Meetings: The Executive Committee (President, Vice President, and Secretary/Treasurer), may conduct meetings and take actions as necessary to administer day-to-day operations of the HOA. Executive Committee meetings are open to all Homeowners. Executive Committee meetings will be posted on the Association website and will be emailed to owners who have requested such notice. Proxies are prohibited.

e. **Working Sessions:** If Board members gather and discuss a matter without calling a meeting, non- Board members who happen to hear of this gathering may attend, but otherwise this Policy shall not apply, and this gathering shall have no agenda, no minutes, and result in no decisions. Board members involved in this gathering shall ensure a summary is shared with Board members not in attendance.

f. **Voting Rights and Proxies:** Each physical address (Home) is allocated one vote for any matter presented to the Membership. A vote may be cast in person by any owner or may be cast pursuant to a proxy duly executed by an Owner. Proxies must be written and dated, must not be revocable without notice, and are valid for a period as specified in the Proxy, but not to exceed eleven (11) months from date of execution. The Board Secretary/Treasurer may reject, any proxy for which they have reasonable basis for doubt: (1) about the validity of the signature; (2) the signatory's authority to sign for the unit Owner; (3) whether the Owner's voting rights have been suspended; or (4) whether the Association has received conflicting proxies or a revocation-of-proxy from the same Owner.

g. **Contested Elections:** Contested elections of Board members, in which there are more candidates than positions to be filled, shall be conducted by secret ballot.

h. **Uncontested Elections:** Uncontested elections, in which the number of candidates is equal to or less than the positions to be filled, and all other votes taken at a meeting of the Homeowners shall be taken in such method as determined by the Board of Directors, to include acclamation, by hand, by voice, or by ballot. Uncontested elections of Board members or other votes on matters affecting the Association may be by secret ballot at the discretion of the Board or upon the request of 20% of the Owners who are present at the meeting or represented by proxy.

i. **Participation:** Owners or their representatives are permitted and encouraged to participate in all presentations and discussions at appropriate times during deliberations and proceedings of Membership meetings. During the Owner Forum portion of Board and Executive Committee meetings, and at the invitation of the Directors, homeowners may participate in any presentation or discussion during deliberations and proceedings of Board or Executive Committee meetings; however, owners are not authorized to participate in any vote during Board or Executive Committee meetings. Any Owner present at a Board or Committee meeting will be permitted to comment on any issue, prior to the vote, for a period not to exceed 5 minutes. Owners may not yield their time to another Owner. Any Owner wishing to speak shall identify themselves and the Lot address they are representing. Anyone using profanity or personal attacks will cease or be asked to leave.

j. **Closed Sessions:** To preserve privacy of individual homeowners, and to preserve attorney-client privileges of the Board, Owners are not authorized to attend or participate (unless specifically invited by the Board) in any portion of a Board or Executive Committee meeting that is identified as "Executive Session," or "Closed Session."

II. Procedure:

a. **Email Notices:** Homeowners who elect to receive email notification of meetings are required to send a request, by email to the board@windjammercommunity.org and treasurer@windjammercommunity.org. Requests should identify full name, address, email address, and meetings for which notice is requested.

b. **Board Meetings:** Board and Executive Committee meetings are not able to accommodate more than two or three Owners attendees. In the event a large number of homeowners indicate a need to attend one of these meetings, the Board or Executive Committee

may need to relocate to a larger facility to accommodate all anticipated attendees. Owners who plan to attend a Board or Executive Committee meeting are asked to advise the Secretary, President, or Vice-President of their plans to attend at least 10 calendar days prior to the original scheduled meeting date. Changes to meeting location and/or meeting date that may result will be posted to the Association website/emailed not later than 5 calendar days before the original meeting date.

c. **Notices:** The Secretary/Treasurer will ensure that notices of meetings are mailed, posted, and emailed, as specified in the Bylaws and the Policy, above.

d. **Ballots:** Each owner entitled to vote pursuant to the Bylaws and this policy shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event a person holds a proxy for a homeowner, upon presentation of such proxy to the Secretary/Treasurer or their designee, the person shall receive a ballot to cast the vote of the homeowner who provided the proxy. Said proxy will be kept/retained by Association. All proxies are invalid after eleven months and no longer need to be maintained.

e. **Proxies:** Owners and other agents who possess proxies for owners who are eligible to vote on Association matters are required to present the proxy to the Association Secretary/Treasurer when they arrive at the meeting venue.

f. **Counting of Ballots:** Written ballots shall be counted by a neutral third party or by a committee of volunteers who are not Board members. The committee shall be selected or appointed in a fair manner, by the President of the Board or another person presiding during that portion of the meeting.

Unless otherwise defined herein, initially capitalized words shall have the meaning given in the Covenants.

Windjammer HOA is a Colorado Non-profit Corporation.

IN WITNESS WHEREOF, the undersigned certifies that this Policy and Procedures was revised by resolution of Directors of the Association on this 25th June 2020.

A handwritten signature in black ink, appearing to read "Daniel Bailey, President". The signature is written in a cursive, flowing style.

Daniel Bailey, President