

**RESOLUTION  
OF  
ASPEN BROOK TOWNHOMES HOMEOWNERS ASSOCIATION, INC.  
REGARDING VIRTUAL MEETING POLICY**

- SUBJECT:** Adoption of policy and procedures for conducting virtual Owner and Board meetings.
- PURPOSE:** To facilitate the efficient operation of virtual Owner and Board meetings.
- AUTHORITY:** The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law.
- EFFECTIVE DATE:** \_\_\_\_\_
- RESOLUTION:** The Association hereby adopts the following policy regarding the conduct of virtual Owner and Board meetings:

WHEREAS, the Colorado Revised Nonprofit Corporations Act provides authority to hold Owner and Board meetings virtually through the use of “any means of communication” by which all persons participating in the meeting can hear each other during the meeting;

WHEREAS, the Association’s governing documents do not prohibit virtual meetings;

WHEREAS, the Board of Directors believes it is in the best interests of the Association to implement policies and procedures to allow the Association to conduct both Board and Owner meetings virtually should health risks warrant social distancing;

WHEREAS, the Board of Directors also believes that convenience and other circumstances may arise in the future also making it in the best interests of the Association to hold virtual Board and Owner meetings;

THEREFORE, the Board of Directors hereby adopts the following policy concerning virtual meetings:

1. Generally. To the extent applicable and reasonably possible, all virtual meetings shall be subject to, and comply with, the terms of the Association’s Conduct of Meetings Policy.
2. Owner Meetings.
  - (a) **Notice**
    - (1) In addition to any notice required in the Bylaws, Declaration, Conduct of Meetings Policy, and Colorado law, notice for a virtual Owner meeting shall include the following information:

- a. Sign-in/login information and instructions for attending the meeting;
- b. Physical location of the meeting host;
- c. Whether Owners may attend the meeting at the physical location or whether they can only attend electronically; and
- d. Instructions for submitting proxies.

(b) **Proxies**

(1) Proxies for virtual Owner meetings must be delivered to the Association by one of the below methods:

- a. Scanned and emailed to the Board or Community Manager (if any) prior to the start of the meeting;
- b. Personally delivered to the Board or Community Manager (if any) prior to the start of the meeting;
- c. Mailed to the Board or Community Manager (if any) via U.S. Mail and received prior to the start of the meeting; or
- d. Any other method deemed appropriate by the Board of Directors and in compliance with Colorado law.

(2) Proxies which are not received by the Board or Community Manager, will not be counted.

(c) **Sign-in**

(1) Because there is no physical sign-in sheet at a virtual meeting, sign-in will occur in one of the following methods:

- a. Taking attendance by vocal roll call;
- b. Electronic sign-in (instructions for which, if available, will be included in the meeting notice); or
- c. Any other method deemed appropriate by the Board of Directors.

(d) **Voting**

(1) Any vote that does not require a secret ballot shall be taken by a show of hands, vocal roll call, or other reasonable means determined at the meeting.

(2) Any vote that requires a secret ballot, such as contested Director elections, may be taken by a mail vote, in accordance with the Colorado Revised Nonprofit Corporations Act and the Associations Bylaws and Declaration, after conclusion of the meeting as a separate action outside a meeting. In such event, voting documents shall be sent out to the membership within 15 days following the conclusion of the virtual meeting. In the event the virtual meeting platform has the ability to allow for secret ballot voting, such platform may be used at the meeting in lieu of a mail vote.

(3) In the event the virtual meeting platform has the ability to allow Owners to vote (whether secretly or not), voting will be conducted in such manner and instructions will be provided at the virtual meeting, in the meeting notice, or both.

(e) **Conduct**

(1) Everyone in attendance at a virtual Owner meeting must comply with the Conduct of Meetings Policy;

(2) Any attendee who fails to comply with the Conduct of Meetings Policy, is disruptive, or otherwise interferes with the meeting, may be muted for the remainder of the meeting.

3. Board Meetings.

(a) **Notice**

(1) Notice shall be provided to each Board member for any virtual Board meeting and shall include the sign-in/login information and instructions for attending the meeting;

(2) Any Owner wishing to attend a virtual Board meeting can obtain the meeting sign-in/login and agenda information from the Association's website, Secretary, or Community Manger (if any).

(3) Notice of virtual Board meetings will be placed on the Association's website at least 48 hours before the meeting.

(b) **Owners in Attendance**

(1) Owners who attend virtual Board meetings shall be afforded an opportunity to speak prior to a Board vote and in accordance with the Association's Conduct of Meetings Policy.

(2) Any Owner speaking out of turn or otherwise disrupting the meeting may be muted for the remainder of the meeting.

(3) In the event the Board goes into executive session, Owners will be asked to disconnect from the meeting, or wait in the virtual lobby if available. Any

Owner who fails to do so, will be disconnected or placed in the virtual lobby by the meeting host.

4. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration shall have the same meaning herein.
5. 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 Project.
6. Deviations. The Board may deviate from the procedures set forth in this Policy if in its sole discretion such deviation is reasonable under the circumstances.
7. Amendment. This Policy may be amended at any time by the Board of Directors.

**PRESIDENT'S**

**CERTIFICATION:** The undersigned, being the President of the Association certifies that the foregoing Policy was adopted by the Board of Directors of the Association on \_\_\_\_\_ and in witness thereof, the undersigned has subscribed his/her name.

**ASPEN BROOK TOWNHOMES  
HOMEOWNERS ASSOCIATION, INC.,**  
a Colorado nonprofit corporation

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President