

**VAN AIRE SKYPORT CORPORATION**  
**POLICY REGARDING CONDUCT OF MEETINGS**

Adopted December 8, 2022

The following procedures have been adopted by Van Aire Skyport Corporation (“Association”) pursuant to the provisions of C.R.S. § 38-33.3-209.5, and the Van Aire Skyport Corporation Bylaws, at a regular meeting of the Board of Directors (“Board”).

**Purpose:** To establish a uniform and systematic protocol for conducting Association meetings, including Members’ meetings and Board meetings; to ensure equitable participation by Members while permitting the Board to 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 Member meetings and Board meetings:

1. **Members’ Meetings:** Each Member of the Corporation shall have the right to attend any and all meetings of the membership and the Board of Directors. All Association meetings are open to every Member, or to any person designated by a Each Member may designate in writing as the a Member’s representative, and Members or designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during any meeting. deliberations and proceedings; except that at regular and special meetings of the Board, Members who are not Board members may only participate in deliberation and discussion as provided below.
2. **Board Meetings:** 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. **Members’ Right to Speak at Board Meetings:** At Board meetings, before the Board takes formal action on an item under discussion, the Board shall permit Members, or their designated representatives, to speak. This is in addition to any other opportunities to speak that may be present on the agenda. The Board may place reasonable time restrictions on those persons speaking during any meeting. The Board shall permit a reasonable number of persons to speak on each side of an issue.
4. **Meetings By Electronic Means:** All Association meetings, including committee meetings, meetings of the Board, and meetings of the Members, may be conducted by wholly electronic means as long as all parties participating may hear each other during the meeting, and in such case all parties participating are deemed present at the meeting.
5. **Conduct of Meetings:** The President of the Board of Directors, and in his or her absence, the Vice President, shall chair 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. The agenda for Members’ meetings may 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 may include a Member Open Forum, subject however, to the Board's right to dispense with or limit the Member Open Forum at the Board's discretion.

5. Limits on Right to Speak During Open Forum: The Board shall have the right to determine the length of time of any Open Forum. The chair 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 chair, the time limit will be three minutes per Member. The chair shall, to the best of his/her ability, allocate time to each Member for comment so as to allow as many Members as possible to speak within the time permitted. Members wishing to speak more than once during Open Forum shall do so 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.

6. Sign-Up Sheets: A sign-up sheet will be made available to Members immediately prior to each meeting. Any Member wishing to comment at the ensuing meeting may add his/her name to the sign-up sheet. Subject to the remaining provisions of this policy, Members will be recognized for comment at the meeting in the same order as their names appear on the sign-up sheet. All Members wishing to comment who have not placed their names on the sign-up sheet will nonetheless be permitted to speak, time permitting, at the discretion of the Board.

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 any Member, or their designated representative, is prohibited.

9. Member Conduct: No Member is entitled to speak until recognized by the chair. There shall be no interruption of anyone who has been recognized by the chair except by the chair, or a timekeeper designated by the chair. Specific time limits set for speakers shall be strictly observed. Personal attacks, whether physical or verbal, and offensive language will not be tolerated. All comments are to be directed to the chair, not other individuals. All comments are to be restricted to the agenda item being discussed. Courteous behavior is mandatory.

10. Curtailment of Member Conduct. Should the chair 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 chair shall have the authority to instruct that Member to yield the floor, and that Member will be obligated to comply with the chair'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:

a. The chair will issue an oral warning that if the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, either the meeting will be adjourned and/or law enforcement/security will be called to remove the Member.

b. If the Member continues to speak, disrupt the meeting, or otherwise act in violation of the provisions of this policy, the chair will call a recess and speak directly to the Member, reiterating that either the meeting will be adjourned and/or law enforcement/security will be called to remove the Member.

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.

12. Executive Session. Notwithstanding any other provision in this policy, 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 Colorado Common Interest Ownership 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;
- e. 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,
- f. Review of or discussion relating to any written or oral communication from legal counsel.

Prior to the time the Board members convene in executive session, the chair 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. No rule or regulation may be adopted during 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. Supersedes Prior Policy. This policy supersedes any other policy previously adopted by the Board addressing conduct at Board 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.

Van Aire Skyport Corporation

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

This Policy Regarding Conduct of Meetings was adopted by the Board of Directors  
on the \_\_\_\_\_ day of \_\_\_\_\_, 2022, effective the \_\_\_\_ day of \_\_\_\_\_, 2022,  
and is attested to by the Secretary of Van Aire Skyport Corporation.

\_\_\_\_\_  
Secretary