

CONDUCT OF MEETINGS

1. **Notice.** In addition to the notice required by the Bylaws, notice of any meeting of the Members shall be physically posted in a conspicuous place, to the extent that such posting is feasible and practicable. If electronic means are available to the Association, notice of all regular and special meetings of the Members shall be provided on the Association's web site and to all Owners who so request and who furnish the Association with their electronic mail addresses. Electronic notice of a special meeting of the Members shall be given as soon as possible, but at least twenty-four (24) hours before the meeting.

2. **Open Meetings.** All meetings of the Association, the Board of Directors and Board committees are open to every Member, or to any person designated by a Member in writing as the Member's representative, and all Members or their designated representatives so desiring shall be permitted to attend, listen, and speak at an appropriate time during the deliberations and proceedings; except that for regular and special meetings of the Board, Members who are not Board members may not participate in any deliberation or discussion unless expressly so authorized by a vote of the majority of a quorum of the Board. [After a motion and second has been made on any matter to be discussed, at a time determined by the Board, but prior to a vote by the Board, Members, or their designated representatives, who are present at such time shall be afforded an opportunity to speak on the motion.](#)

3. **Restrictions on Participation at Meetings.** The Board may place reasonable time restrictions on those persons speaking during the meeting but shall permit a Member or a Member's designated representative to speak before the Board takes formal action on an item under discussion, in addition to any other opportunities to speak. The Board shall provide for a reasonable number of persons to speak on each side of an issue. Should the President or acting chair determine that any Member has spoken for the allocated amount of time or longer, the President or acting chair shall have the authority to instruct that member to yield the floor, and that member will be obligated to comply with the President's or acting chair's instruction.

4. **Attorney-Client Privilege.** 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.

5. **Executive Session.** Notwithstanding the foregoing, 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 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;
- f: Review of or discussion relating to any written or oral communication from legal counsel.

Prior to the time the members of the Board convene in executive session, the President or acting chair shall announce the general matter of discussion as enumerated in paragraphs (a) to (f) above.

6. ***Secret Ballot.*** Votes for positions on the Board shall be taken by secret ballot and, upon the request of one or more of the Members, a vote on any other matter affecting the Property on which all Members are entitled to vote shall be by secret ballot. *Written ballots shall be counted by a neutral third party, excluding the Association's managing agent or legal counsel, or a committee of volunteers who are not Board members, and in the case of a contested election, are not candidates. The committee shall be selected or appointed at an open meeting, in a fair manner, by the Chair of the Board or another person presiding during that portion of the meeting.* The results of the vote shall be reported without reference to names, addresses, or other identifying information. The Association will retain ballots for three (3) years.