

MILL BUILDING ASSOCIATION, INC.

EXECUTIVE BOARD RESOLUTION

CONDUCT OF MEETINGS POLICY

The undersigned, (the “Director”), constituting the sole Director and Executive Board of MILL BUILDING ASSOCIATION, INC., a Colorado nonprofit corporation (the “Association”), hereby approves and adopts the following Resolution pursuant to C.R.S. § 38-33.3-209.5:

RESOLVED, that the following Policy of the Association is hereby adopted and ratified:

1. Owner Meetings. Meetings of the Owners of the Association shall be called pursuant to the Bylaws of the Association.

a. *Notice*. Notice of meetings shall comply with Article 3, Section 4 of the Bylaws.

b. *Conduct*.

(1) 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) 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.

(D) Those addressing the meeting shall be permitted to speak without interruption from anyone as long as these rules are followed.

(E) 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.

(F) The Chair may decide whether or not to place a time limit upon Owner discussions and whether or not to answer questions during the meeting. Such time limit may be increased or decreased by the Chair, in his or her sole discretion, but shall be uniform for all persons addressing the meeting, other than the Directors and Officers of the Association or any person invited by the Board and listed on the meeting agenda to speak for a specified period of time.

(G) All actions and/or decisions will require a first and second motion.

(H) Anyone disrupting the meeting, as determined by the Chair, shall be asked to “come to order.” Anyone who does not come to order will be requested to immediately leave the meeting.

(I) The Chair may establish such additional rules of order as may be necessary from time to time.

c. *Voting.* All votes taken at Owner meetings shall be taken as follows:

(1) Election of Board members in a contested election shall be conducted by secret ballot. Each Owner entitled to vote pursuant to the Bylaws shall receive a ballot. The ballot shall contain identifying information concerning the ballot holder in order to verify voting accuracy, but such information shall be kept confidential by the Association and not part of the public record of the vote or the meeting. In the event an Owner holds a proxy for another Owner, upon presentation of such proxy to the Secretary of the Association or the Secretary’s designee, the Owner shall receive a secret ballot to cast the vote of the Owner who provided the proxy. The proxy shall be kept and retained by the Association.

(2) All other votes taken at a meeting of the Owners shall be taken in such method as determined by the Executive Board including acclamation, by hand, by voice or by ballot, unless otherwise required by law. At the discretion of the Board or upon request of twenty percent (20%) of the Owners who are present at the meeting or represented 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.

(3) Written ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Owners who are 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 volunteers shall not be Board members and, in the case of a contested election for a Board position, shall not be candidates for such position.

(4) The individual(s) counting the ballots shall report the results of the vote to the Chair by indicating how many votes were cast for each individual or how many votes were cast in favor and against any issue, without reference to the names, addresses or other identifying information of Owners participating in such vote.

d. *Proxies.* Proxies may be given by any Owner as allowed by Article II, Section 7 of the Bylaws. All proxies shall be reviewed by the Association’s Secretary or designee as to the following:

- (1) Validity of the signature;
- (2) Signatory's authority to sign for the Owner;
- (3) Authority of the Owner to vote;
- (4) Conflicting proxies; and
- (5) Expiration of the proxy.

e. *Owner Education.* At the annual meeting of the Owners (members) (as provided in the Bylaws), or such other time as determined from time to time by the Board at least annually, the Association's attorney (or, if no such attorney, the Chair of the Executive Board) shall provide to the Owners an overview and explanation of the general operations of the Association, as well as provide education as to the rights and responsibilities of the Owners, the Association, and the Board under Colorado law, as required by C.R.S. Section 38-33.3-209.7.

2. Board Meetings. Meetings of the Executive Board of the Association shall be called pursuant to the Bylaws of the Association.

a. *Conduct.*

(1) All Board meetings shall be governed by the applicable rules of conduct and order set forth in Section 1(a) of this Policy.

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

(1) The Chair will ask those Owners present if any person wishes to speak in favor or against the motion, and such person may speak, subject to the Chair's option to place reasonable and consistent time limits upon Owner discussions.

c. *Executive Session.* The members of the Executive Board or any committee thereof may hold an executive or closed door session and may restrict attendance to Board members and such other persons requested by the Board during a regular or specially announced meeting or a part thereof. Matters for discussion by an executive or closed session are limited to:

(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 would constitute an unwarranted invasion of individual privacy;

(6) Review of or discussion relating to any written or oral communication from legal counsel.

3. 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.

4. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Condominium Declaration for the Mill Building Condominium (“Declaration”) and Bylaws of MILL BUILDING ASSOCIATION, INC. (“Bylaws”) 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, Bylaws, and the laws of the State of Colorado governing the Association.


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. Defenses. Failure of the Association to comply with any provision in this Policy shall not be deemed a defense to payment of Assessments or other charges, late charges, return check charges, attorney’s fees and/or costs otherwise payable to the Association.

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IN WITNESS WHEREOF, the foregoing Resolution is hereby adopted by the Sole Director of the Association, acting as the Executive Board.

Dated: March 16, 2016.



Michael Rudin, Sole Director