

Falls Creek Ranch Association, Inc.

Notice and Conduct of Board Meetings

The following are excerpts from Sections of the FCRA Amended and Restated Bylaws (December 17, 2011), with updated information relating to the conduct of Board meetings. Board meeting agendas are distributed to all members via email and posted at the mailbox area of the Ranch one week in advance of the scheduled meeting. The date of the next regularly scheduled meeting is identified at the end of each Board meeting and is emailed to the membership in the monthly meeting minutes. Board meetings, except for Executive Sessions, are open to all FCRA members. Meetings may be held in person at a specified location and/or via electronic means.

Section 2.6 Regular Meeting. Regular meetings of the Board shall be held monthly or otherwise at the discretion of the Board. All regular meetings shall be open to attendance by all members of the Association or their representatives. Notice of the time and place and the agenda for regular meetings of the Board shall be made reasonably available for examination by all members of the Association or their representatives by posting in a conspicuous place, and via email to the owner-provided addresses.

Section 2.7 Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors on at least three business days' notice to each Director. In addition, to being posted, the notice shall be hand-delivered, or mailed, (or emailed if specifically requested by the Board member) and shall state the time, place and purpose of the meeting. All special meetings of the Board shall be open to attendance by all members of the Association or their representatives. The time and place and agenda for special meetings of the Board shall be made reasonably available for examination by all members of the Association or their representatives by posting in a conspicuous place.

Section 2.8 Location of Meetings. All meetings of the Board of Directors shall be held within the County of La Plata at a location agreed upon by the majority of the Directors.

Section 2.9 Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board of Directors shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.

Section 2.10 Quorum of Directors. At all meetings of the Board of Directors, a quorum is deemed present for the transaction of business if persons entitled to cast 50% of the votes on that Board are present at the beginning of the meeting or grant their proxy, as provided in Section 3.9. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting. At any adjourned meeting at which a quorum is present, any

business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 2.11 Consent to Corporate Action. If all the Directors or all Directors of a committee established for such purposes, as the case may be, unanimously consent in writing to any action taken or to be taken by the Association, that action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors or the committee, as the case may be. The secretary shall file these consents with the minutes of the meetings of the Board of Directors.

Section 2.12 Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Board of Directors by using an electronic (real-time email communication) or telephonic communication method whereby the director may be heard by the other members and may hear the deliberations of the other members on any matter properly brought before the Board of Directors. The Director's vote shall be counted, and the presence noted as if that Director were present in person on that particular matter.

Section 3.13 Conduct and Attendance at Meetings. All meetings of the Association and Board of Directors, except as set forth in Section 3.14, are open to every Lot Owner of the Association, or to any person designated by a Lot Owner in writing as the Lot Owner's representative. Agendas for meetings of the Board of Directors shall be made reasonably available for examination by all members of the Association or their representatives. Reasonable examination shall be deemed to include posting of the agenda on the Association's internet web page, community notice board or other conspicuous place. At an appropriate time determined by the Board, but before the Board votes on an issue under discussion, Lot Owners or their designated representatives shall be permitted to speak regarding that issue. The Board may place reasonable time restrictions on persons speaking during the meeting. If more than one person desires to address an issue and there are opposing views, the board shall provide for a reasonable number of persons to speak on each side of the issue.

Section 3.14 Executive Session. The members of the Board of Directors 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. The matters to be discussed at such an executive session shall include only matters enumerated in this Section 3.14.

(a) Matters for discussion by an executive or closed session are limited to:

- (i) Matters pertaining to employees of the association or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the association;
- (ii) 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;

- (iii) Investigative proceedings concerning possible or actual criminal misconduct;
- (iv) Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- (v) 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; except that a unit owner who is the subject of a disciplinary hearing or a referral of delinquency may request and receive the results of any vote taken at the relevant meeting;
- (vi) Review of or discussion relating to any written or oral communication from legal counsel.

(b) Prior to the time the members of the Board or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in paragraphs (i) through (vi) of Section 3.14(a). Upon the final resolution of any matter for which the Board received legal advice or that concerning 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.

(c) No rule or regulation of the Board or any committee thereof shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive session.

(d) The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

*Approved and adopted May 25, 2023
FCR Board of Directors*