

**RESOLUTION OF THE
PONDEROSA CONDOMINIUMS ASSOCIATION, INC.
REGARDING CONDUCT OF MEETINGS**

RESOLUTION: The Association hereby adopts the following policy:

All meetings of either the membership or board of directors of the Association will be held in accordance with the requirements of C.R.S. 38-33.3-308, 38-33.3-310 and 7 -127 -101 through 108, 7 -128-201 through 206.

Membership meetings will be held at least once a year. Special meetings of the membership may be called by the president, by a majority of the Board of Directors, or by members having 20% of the votes in the Association. Notice of any meeting of the membership shall be given no less than 10 nor more than 50 days in advance of the meeting by delivering or sending prepaid by U.S. mail to the mailing address of each member. The notice of any membership meeting shall be physically posted in a conspicuous place, in addition to mailing. The notice shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declarations or bylaws, any budget changes, and any proposal to remove an officer or member of the Board of Directors.

Meetings of the Board of Directors, or any committee thereof, will be open to attendance by all members of the Association or their representatives. Agendas for meetings of the Board of Directors will be made available for examination by members or their representatives. Notwithstanding any contrary provision contained in the bylaws, at all meetings of the Board of Directors, after a motion and a second has been made on any matter to be discussed, at a time determined by the Board, but prior to the vote of the Directors, owners or their designated representatives present at such time shall be afforded an opportunity to speak on the motion. The manager or 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 will provide for a reasonable number of persons to speak on each side of the issue.

Membership meetings where there are contested elections of board members, defined as elections in which there are more candidates than positions to be filled, shall be conducted by secret ballot. Each owner entitled to vote pursuant to the bylaws shall receive a ballot. The ballot shall contain no identifying information concerning the ballot holder. In the event an owner holds a proxy for another owner, upon presentation of such proxy to the secretary of the Association, 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.

In uncontested elections of board members, defined as elections in which the number of candidates is equal to or less than the positions to be filled, and all other votes taken at the meeting of the owners shall be taken in such method as determined by the Board of Directors including acclamation by hand, by voice or by ballot. Notwithstanding the above, uncontested elections of board members or other votes on matters affecting the property shall be by secret ballot at the discretion of the Board or upon the request of 20% of the owners who are present at the meeting or represented by proxy.

When secret ballots are used, 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 chairman of the Board of Directors or another person presiding during that portion of the meeting.

CERTIFICATION: The undersigned, being the president of Ponderosa Condominiums Association, Inc., certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association on September 25, 2008.

In witness whereof, the undersigned has subscribed her name.

By: Beverly Ross, President
Ponderosa Condominiums Association, Inc.