

**ACTION BY CONSENT**  
**IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS**  
**OF**  
**PARKER HOMESTEAD HOMEOWNERS ASSOCIATION, INC.**  
**RESPONSIBLE GOVERNANCE POLICIES**

The following action is taken by consent of all of the members of the Board of Directors of Parker Homestead Homeowners Association, Inc., a Colorado non-profit corporation ("Association"), in lieu of a Meeting of the Board of Directors, pursuant to authority granted by the Declaration and Bylaws of the Association, and in accordance with Section 7-128-202 of the Colorado Revised Nonprofit Corporation Act.

Whereas, the Colorado Common Interest Ownership Act (CCIOA) imposes certain requirements pertaining to the governance of unit owners associations, among them requirements that owners associations adopt certain responsible governance policies, and in compliance therewith the Board of Directors of the Association desires to adopt such responsible governance policies.

Now, therefore, the following Resolutions are hereby adopted:

A. The responsible governance polices listed below and attached hereto and incorporated herein by this reference are hereby adopted by the Board of Directors as policies of the Association pursuant to the requirements of the Colorado Common Interest Ownership Act:

1. Collection of Unpaid Assessments.
2. Conflict of Interest.
3. Conduct of Meetings/Parliamentary Rules.
4. Notice and Hearing Procedure; Enforcement.
5. Schedule of Fines.
6. Recordkeeping, Inspection and Copying of Association Records.
7. Disclosures to Members/Means and Methods of Disclosures.
8. Investment of Reserve Funds.
9. Procedures for the Adoption and Amendment to Policies, Procedures and Rules
10. Owner and Board Education.

B. The provisions of this resolution and the attached policies shall be in addition to and in supplement of the terms and provisions of the Declaration and the laws governing the Community. The manager of the Association is directed and authorized to implement to foregoing policies.

C. The Board of Directors may deviate from the procedures set forth if in its sole discretion such deviation is reasonable under the circumstances.

D. The attached polices may be amended at any time from time to time by the Board of Directors.


E. The signing of this Resolution shall constitute full ratification hereof pursuant to the Association's governing documents and Section 7-128-202 of the Colorado Revised Nonprofit Corporation Act and a copy of hereof shall be made a part of the Association's records and filed with the minutes of the meetings of the Board of Directors.

F. The foregoing Resolutions shall be effective June 10, 2014, regardless of the date of execution hereof.



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Name: Andrew Trietley, Director



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Name: Frank Walker, Director



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Name: Kristi Balken, Director

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **COLLECTION OF UNPAID ASSESSMENTS**

A. If an Owner fails to timely pay Assessments or any money or sums due to the Association, the Association may require reimbursement for collection costs and reasonable attorney fees and costs incurred as a result of such failure without the necessity of commencing a legal proceeding.

B. Interest and other costs and charges shall not be abated during any protest or appeal of a failure to pay assessments.

C. If an Owner shall fail to pay any assessment within 10 days after the due date of any invoice for the payment thereof, the Owner is subject to a late charge in the amount of \$25.00 in addition to the unpaid assessments.

D. Any assessments not paid within 10 days after the due date of any invoice for the payment thereof shall bear interest at the annual rate specified in the Declaration until paid in full.

E. At any time after any assessment is not paid in a timely fashion, the Association may file a lien against the Owner's unit for such unpaid assessments, together with any and all late charges, interest, attorneys' fees, and other costs and charges.

F. Nothing in this section shall prevent the Association or the Board from pursuing the collection of unpaid assessments by litigation or other proceedings directly against any Owners.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **CONFLICT OF INTEREST**

The provisions of Section 38-33.3-310.5, C.R.S., shall apply to the Association and the members of the Board of Directors in regard to conflicting interest transactions. A “conflicting interest transaction” means a contract, transaction, or other financial relationship between the Association and a director of the Association, or between the Association and a party related to the director, or between the Association and an entity in which a director of the Association is a director, officer or has a financial interest. If a conflicting interest transaction exists, the director shall recuse himself or herself from discussing or voting on the issue unless the director discloses the material facts as to the director’s relationship or interest as to the conflicting interest transaction to the Board of Directors, and the Board of Directors in good faith determines the conflicting interest transaction to be fair to the Association and authorizes, approves or ratifies the conflicting interest transaction by affirmative vote of majority of the disinterested directors.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **CONDUCT OF MEETINGS/PARLIAMENTARY RULES**

A. **PARLIAMENTARY RULES.** Except when specifically or impliedly waived by the chairperson of a meeting (either of the Owners or the Board), Robert's Rules of Order (latest edition) shall govern the conduct of the Association's meetings when not in conflict with applicable laws or the Association governing documents or the provisions of the Colorado Revised Nonprofit Code; provided, however, that a strict or technical reading of such rules shall not be made so as to frustrate the will of the persons properly participating in said meeting.

B. **ORDER OF BUSINESS – OWNERS MEETINGS.**

(i) The order of business at all meetings of the Owners shall be as follows: (a) roll call or check in procedure to determine the voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) approval of minutes of the preceding meeting; (d) reports of officers; (e) reports of committees; (f) appointment of elections inspectors who shall count the votes (at annual meetings or special meetings held for election purposes); (g) election of members of the Board of Directors (at annual meetings or special meetings held for such purpose); (h) unfinished business; and (i) new business. The order of business may be changed by duly approved motion.

(ii) Written ballots must be counted by a neutral third party or by a committee of volunteers composed of 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 may not be Board members, or candidates in a contested election for a Board position.

(iii) The Association shall conduct contested elections for members of the Board of Directors by secret written ballot. Uncontested elections for members of the Board of Directors and all other matters to be voted on at a meeting of the Owners may be conducted by any method determined by the Board of Directors including acclamation, by hand, by voice or by written ballot. Votes shall be held by secret written ballot upon the request of 20% of the Owners who are present at a meeting in person or by proxy.

C. **BOARD MEETINGS.** Board meetings shall be conducted in accordance with applicable provisions of the Colorado Revised Nonprofit Corporations Code, the Colorado Common Interest Ownership Act and the Association's governing documents. Regular and special meetings of the Board shall be open to all Owners. Owners may attend and speak at such meetings by addressing the Board during the Owner Comment Section of the agenda, or at other appropriate times determined by the Board upon specific issues under discussion but before the Board votes on the issue; provided, however, that the Board may establish reasonable limitations on the time an Owner may speak at such meeting.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **NOTICE AND HEARING PROCEDURE; ENFORCEMENT**

A. NOTICE. Whenever the provisions of the Declaration or of the other governing documents of the Association or the Colorado Common Interest Ownership Act require that an action be taken after notice and opportunity to be heard, and at any other time the Board determines, the affected Owners have the right to receive notice of the proposed action and the right to be heard by oral comment or in writing. Notice shall be given to each affected Owner in writing delivered personally or by mail at such address as appears in the records of the Association, or notice shall be published in a newsletter or similar publication which is routinely circulated to all Owners, and may include posting on an Association website or provided by e-mail to Members who so request and provide the Association with their electronic mail addresses, if such electronic means are available. If notice is being given to an Owner alleging a violation of the governing documents or seeking to impose a fine, the notice must be given to such Owner by personal delivery or by mail as provided in subsection C below. In no event shall notice be given less than three (3) days before proposed action is to be taken. The notice shall invite comment (orally or in writing) to the Board before or at the scheduled time of any meeting or hearing.

B. HEARING. For matters that the provisions of the Declaration or of the other governing documents of the Association or the Colorado Common Interest Ownership Act require that an action be taken after notice and hearing, or before the Board acts to impose a fine on any Owner, the hearing shall be held before the Board to determine, among other factual issues, whether the alleged violation actually occurred and whether the Owner is the person who should be held responsible for the alleged violation. Owners and other persons invited to comment or called to testify at the hearing shall be afforded a reasonable opportunity to be heard. Any respondent shall be afforded a reasonable opportunity to be heard. Prior to the effectiveness of any sanction imposed by the Board, proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice together with a statement of the date and manner of delivery is entered by the Association's managing agent, and officer, a Director or the person who mailed or delivered such notice. Unless attendance is for the express purpose of objecting to the hearing because of improper notice, the notice requirement shall be deemed satisfied if a respondent appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing, and if the hearing involves a matter where a sanction is imposed, the sanction, if any, imposed. Hearings must be conducted before and impartial decision maker which is a person or group of persons who have the authority to make a decision regarding the enforcement of the Declaration and rules and regulations, and who does not have a direct personal or financial interest in the outcome. A quorum of the Board shall serve as the impartial decision maker unless a quorum can not be constituted of persons who do not have a direct personal or financial interest in the outcome of the hearing, in which case the Board shall appoint a hearing committee of one or more persons to act as the impartial decision maker.

## NOTICE AND HEARING PROCEDURE; ENFORCEMENT

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### C. ENFORCEMENT.

(i) GENERAL. The Association shall have the authority to enforce the Declaration and the adopted rules and regulations of the Association in accordance with the applicable enforcement provisions set forth in the Declaration and the Colorado Common Interest Ownership Act. The policies and protocols of the Association applicable to the use of mediation and arbitration, as well as other procedures in the resolution of disputes are set forth in the Declaration.

(ii) NOTICE OF VIOLATION. In the event of an alleged violation of the Association governing documents, or before the Board acts to impose a fine on an Owner for an alleged violation, then notwithstanding subsection A above, written notice of such alleged violation shall be delivered personally or mailed by first-class mail or by certified mail return receipt requested to an Owner or any occupant over the age of 18 (the "respondent") alleged to be in violation. The Owner shall have not less than 10 days to resolve the violation without additional intervention by the Association. The notice shall afford the person alleged to be in violation an opportunity for a hearing as provided in subsection B above before a sanction is imposed. An Owner may request a hearing and opportunity to be heard before an impartial decision maker, by providing written request for a hearing to the Association within 10 days of the initial notice date by mailing, faxing or hand delivering the request to the Association's managing agent.

(iii) SANCTIONS. Upon completion of the hearing, or if a hearing request has not been submitted, and subject to the provisions of the Declaration and the Act, the Association may then take any or all of the following actions: (i) levy a special assessment as provided in the Declaration; (ii) suspend said Owner's voting privileges as further provided in the Declaration; (iii) enter upon a unit to make necessary repairs, or to perform maintenance which, according to the Declaration, is the responsibility of the Owner; (iv) lien the unit in accordance with the Declaration; (v) suspend or condition the right of said Owner to use any recreational facilities, if any; (vi) charge the Owner for any maintenance performed upon his or her unit; (vii) impose a fine in accordance with the Association's adopted schedule of fines; or (viii) take any other action authorized by the Declaration or the Colorado Common Ownership Interest Act, including judicial remedies. Any suspension of voting rights shall be for a period of not more than thirty (30) days for any non-continuing infraction, but in the case of a continuing infraction (including nonpayment of any Assessment after the same becomes delinquent) may be imposed for so long as the violation continues. The failure of the Board to enforce the Association governing documents shall not constitute a waiver of the right to enforce the same thereafter. The remedies set forth above and otherwise provided by the Association governing documents shall be cumulative and none shall be exclusive.

## NOTICE AND HEARING PROCEDURE; ENFORCEMENT

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D. PROCEDURE FOR DISPUTES NOT COVERED BY THE DECLARATION OR BYLAWS. In the event of dispute between the Association and an Owner, for which a method, policy or procedure to address such dispute is not provided by the Declaration, Bylaws or the Policies of the Association, the Owner is invited and encouraged to meet with the Manager, or if there is no Manager, the Board, to resolve the dispute informally and without the need for litigation. If the Owner requests to meet with the Manager (or the Board if there is no Manager), the Association shall make a reasonable effort to comply with the Owner's request. Any statements made in compromise negotiations regarding the dispute between the Owner and the Manager at a meeting held pursuant to this policy may not be used to prove liability for claims disputed as to validity or amount. Any settlement or compromise reached as a result of this Policy does not constitute a precedent for purposes of any other or subsequent dispute between the Association and any Owner. This policy does not require any specific form of alternative dispute resolution or require the parties to meet, and nothing in this policy requires the Association to mediate or arbitrate disputes between Owners.



**RESPONSIBLE GOVERNANCE POLICIES**

Colorado Common Interest Ownership Act

**SCHEDULE OF FINES**

A. If a violation of the Association's Declaration, rules and regulations or other Association governing documents remains unresolved within 10 days of the initial notice date (or such greater number of days specified in the notice) and following notice and opportunity for a hearing, or if a hearing request has not been submitted then the following fine schedule shall apply :

First Violation	\$25.00
Second and Subsequent Violations (same covenant or rule)	\$50.00

Written notice of the fine shall be sent via regular mail.

B. If a violation is continuing and uninterrupted and remains unresolved within 30 days after the notice of fine date, then each day of non-compliance with such violation constitutes a separate violation. If any Owner is determined as having a continuous violation, then such Owner may be subject to a daily fine of \$25.00 for each day the violation is not corrected, following notice and opportunity for a hearing.

C. The Board shall have the authority to waive all, or any portion of a fine if, in its sole discretion, such waiver is appropriate under the circumstances.

D. Any fine is due and payable on notice and is considered delinquent if not paid within 10 days of the due date. Unpaid fines can become a lien on the property and shall be subject to applicable late charges and interest costs.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **RECORDKEEPING, INSPECTION AND COPYING OF ASSOCIATION RECORDS**

A. The Association shall keep as permanent records of the Association all of the records, documents, minutes, communications, statements, lists, reports, contracts and other items as required by Section 38-33.3-317, C.R.S. of the Colorado Common Interest Ownership Act.

B. The records that must be kept by the Association shall be made available for examination and copying by an Owner or the Owner's authorized agent.

C. The Association may charge a reasonable fee to cover the costs of labor and material, for copies of Association records. The fee may not exceed the estimated cost of production and reproduction of the records.

D. As used in this policy, "available" means available for examination or copying during normal business hours, upon notice of at least ten business days prior to inspection or production of documents, to the extent that the request describes with reasonable particularity the records sought and the purpose of the request, except that no statement of purpose is required for production of the Declaration, bylaws, articles of incorporation or rules and regulations of the Association.

E. A membership list or any part thereof may not be obtained or used by any person, without the consent of the Board of Directors, for any purpose unrelated to an Owner's interest as a unit owner, including any purpose prohibited by Section 38-33.3-317, C.R.S. of the Colorado Common Interest Ownership Act.

F. The Association may withhold records from inspection and copying to the extent they are or concern any matter specified in Section 38-33.3-317(3), C.R.S. of the Colorado Common Interest Ownership Act, and shall withhold records from inspection and copying to the extent they are or concern any matter specified in Section 38-33.3-317(3.5), C.R.S. of the Colorado Common Interest Ownership Act.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **DISCLOSURES TO MEMBERS**

A. The Association shall provide to the Members and other persons, if and to the extent required by the Colorado Common Interest Ownership Act, all disclosures and other information pertaining to the Association's operations, management and governance. Specifically, within 90 days after assuming control from the Declarant, the Association shall provide to Members, at least once per year, a written notice stating the name of the Community; the name of the Association; the name of the Association's designated agent or management company, if any; the valid physical address and telephone number for both the Association and the designated agent or management company, if any; and the initial date, reception number or book and page of the recording of the Declaration. If the Association's address, managing agent or management company changes, the Association shall provide all Owners with an amended notice within 90 days after the change.

B. Within 90 days after expiration or termination of the Declarant Control Period and within 90 days after the end of each fiscal year thereafter, the Association shall disclose the following information to owners:

- (i) The date on which the Association's fiscal year commences.
- (ii) The operating budget for the current fiscal year.
- (iii) A list, by unit type, of the Association's current assessments, including regular and special assessments.
- (iv) The Association's annual financial statements, including any amounts held in reserve, and its most recent available financial audit or review.
- (v) A list of all Association insurance policies, including but not limited to, property, general liability, Association director and professional liability, and fidelity policies. Such list shall include the company names, policy limits, policy deductibles, additional named insured, and expiration dates of the policies listed.
- (vi) The Association's Bylaws, Articles, and rules and regulations.
- (vii) The minutes of the Board and member meetings for the fiscal year immediately preceding the current annual disclosure.
- (viii) The Association's responsible governance policies as required by Colorado Common Interest Ownership Act.

#### **MEANS AND METHODS OF DISCLOSURES**

The Association may accomplish the disclosures required above by one of the following means: Posting on an internet web page with accompanying notice of the web address via first class mail or e-mail; the maintenance of a literature table or binder at the Association's principal place of business; or mail or personal delivery. The cost of such distribution shall be accounted for as a Common Expense.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **INVESTMENT OF RESERVE FUNDS**

In order to minimize the amount of contributions, the Board shall invest the reserve funds of the Association in a Reserve Account so as to generate interest revenue that will accrue to the Reserve Account balance. The Association's overall objective with respect to any investment of reserve funds shall be the protection of the principal reserve funds invested and not maximization of returns on the investment. All investments shall be in the name of the Association, shall not be commingled with the Association's general operating account, and unless otherwise approved by a majority of the votes of the membership, shall be FDIC insured or otherwise guaranteed by the United States Government. Investments should take liquidity into consideration, such that funds are available to meet the repair and replacement schedule established by the periodic reserve study undertaken by the Association. The Board will make investment decisions in good faith and in a manner that the Board members believe to be in the best interests of the Association in accordance with the Colorado Revised Nonprofit Corporations Act. The Board may hire an investment counselor to assist in formulating an investment plan. The Board shall review the Reserve Account investment plan at least annually to ensure that the funds are receiving competitive yields, and shall be authorized to make prudent adjustments as needed. All checks drawn on the Reserve Account shall require the signature of no fewer than two officers of the Association or two authorized members of the Board.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **PROCEDURES FOR THE ADOPTION AND AMENDMENT TO POLICIES, PROCEDURES AND RULES**

A. The Declaration shall not be amended or modified except in accordance with the terms thereof and as may be modified or amended under the Colorado Common Interest Ownership Act.

B. The Bylaws, the Rules and Regulations and the policies of the Association may amended or modified by a vote of a majority of the votes of a quorum of the Owners present in person or by proxy. The Board may amend the Bylaws, Rules and Regulations and the policies of the Association by a vote of a majority of the Board. Amendments to or modifications of the Bylaws, Rules and Regulations or policies shall be in writing and shall identify the specific provision(s) being amended or modified, and shall clearly set forth the amendment or modification. The Board shall inform Members of amendments of and modifications to the Bylaws, Rules and Regulations and policies by any reasonable means, including by a newsletter distributed to the Member.

C. Any Member wishing to amend or modify the Bylaws and Rules may seek to do so by submitting a written request to the Board no later than 5 days prior to any Meeting which shall identify the specific provision(s) to be amended or modified, and which shall clearly set forth the proposed amendment(s) or modification(s) in writing.

D. Policies and procedures of the Association may be made and amended by a vote of a majority of the Board of Directors. The Board shall inform Members of adopted policies, procedures, amendments of and modifications thereto by any reasonable means, including by a newsletter distributed to the Members.

## **RESPONSIBLE GOVERNANCE POLICIES**

### Colorado Common Interest Ownership Act

#### **OWNER AND BOARD EDUCATION**

A. OWNER EDUCATION. The Association or the Board shall provide, or cause to be provided, education to Owners at no cost on at least an annual basis as to the general operations of the Association and the rights and responsibilities of owners, the Association, and its Board under Colorado law. The Board may provide or cause to be provided such information orally at the annual meeting of the Members or informally in a newsletter or other publication, or by such other means and in accordance with criteria otherwise determined by the Board.

B. BOARD MEMBER EDUCATION. The Board may authorize, and account for as a common expense, reimbursement of Board members for their actual and necessary expenses incurred in attending educational meetings and seminars on responsible governance of owners' associations. The course content of such educational meetings and seminars shall be specific to Colorado, and shall make reference to applicable sections of the Colorado Common Interest Ownership Act.