



COLORADO
Department of
Regulatory Agencies
Division of Real Estate

HOA Basics: Meetings

This Forum will begin shortly

Disclaimer

- The Information provided during this presentation is for educational purposes only and is not meant to provide or to be construed as legal advice. Any legal questions should be directed to your attorney.

Meetings

- Colorado Law C.R.S. 38-33.3-308 “CCIOA”
- Three main types of meetings : meeting of the unit owners, special meetings and board meetings.
- Unless otherwise provided in the governing documents, these meetings are open to all member of the association or to any person designated by a unit owner in writing as the unit owner’s representative.
- Agendas shall be made reasonable available.

Owners' Meetings

- Meetings of the unit owners of the association are to be held at least one (1) time per year. These meetings are usually held for election purposes, budget approval, amendments to governing documents, and other important matters of interest to the association and its members.
- Notice of the owners' meeting must be given not less than ten (10) days, and no more than fifty (50) days in advance of any such meeting. The secretary of the association or another officer specified in the bylaws shall cause the notice to be hand delivered or sent prepaid by US mail to the mailing address of each unit owner or the owner's designated address.
- The notice shall also be physically posted in a conspicuous place for the owners, which is both practical and feasible, and is in addition to any electronic posting or electronic mail notices that may be sent out. 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 declaration or bylaws, any budget changes, and any proposal to remove a member or officer of the executive board.

Special Meetings

- Section 308(1) of CCIOA
- Special meetings of the unit owners can be called by the president, a majority of the executive board, or by unit owners having twenty percent (20%), or any lower percentage as stated in the association's bylaws, of the votes in the association. Proper notice of the special meeting must be given to the unit owners.
- Notice of the owners' meeting must be given within thirty (30) days of the demand for a special meeting.

Board Meetings

- All regular and special meetings of the association's executive board, or any related committees, are open to attendance by all members of the association or their designated representatives.
- Agendas for meetings of the executive board are to be made reasonably available for examination by all members of the association.
- Notice requirements for board meetings are usually described in the association's bylaws. CCIOA is silent on the notice requirements for executive board meetings.

Executive Sessions

- **§38-33.3-308(4), C.R.S. – requiring the association board of directors to limit their discussions in executive sessions to specific enumerated topics.**
- The members of the executive board or any committee thereof may hold an executive or closed door session and may restrict attendance to executive board members and such other persons requested by the executive board.
- Matters for discussion by an executive or closed session are limited to;
 - 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;
 - Consultation with legal counsel or review of or discussion relating to any written or oral communication from legal counsel;
 - Investigative proceedings concerning possible or actual criminal misconduct
 - Matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure; and
 - Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy
- Prior to going into executive session, the chair shall announce the general matter of discussion.
- No rule or regulation of the board or any committee thereof shall be adopted during an executive session
- Usually the minutes of an executive session do not state the details of what was discussed during that executive session but must indicate that an executive session was held and the general subject matter

Working Sessions

- Not defined
- Usually for a specific purpose.
- Open if not in executive session.
- No decisions being made, so no right to speak.
- Business meetings.

Colorado Non- Profit Act Provisions

■ **Meetings:**

- §7-121-402. Notice.
 - In person; telephone, telegraph, teletype, electronically transmitted, or other form of wire or wireless communication; or by mail or by private carrier.
- §7-127-101. Annual and regular meetings.
 - For members.
- §7-127-102. Special meeting.
 - Procedures to call special meetings.
- §7-127-103. Court-ordered meeting.
 - Application to the Court to hold or notice member meeting.
- §7-127-104. Notice of meeting.
 - Notice consistent with its bylaws and in a fair and reasonable manner.

Colorado Non- Profit Act Provisions

- §7-127-201. Members list for meeting and action by written ballot.
 - An alphabetical list of the names of all its members who are entitled to notice of, and to vote at, the meeting or to take such action by written ballot.
 - List made available for inspection.
- §7-127-202. Voting entitlement generally.
- §7-127-203. Proxies.
 - Unless otherwise provided by the bylaws, a member entitled to vote may vote or otherwise act in person or by proxy.
 - Appointment of a proxy (See statute section.)
- §7-127-204. Nonprofit corporation's acceptance of votes.
- §7-127-205. Quorum and voting requirements for voting groups.
 - A quorum must be present to vote. Unless otherwise provided in articles 121 to 137 of this title or the bylaws, twenty-five percent of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group for action on that matter.

Colorado Non- Profit Act Provisions

Meetings and Action of the Board:

- **§7-128-201. Meetings.**
 - May hold regular or special meetings.
- **§7-128-202. Action without meeting.**
 - Process for holding such meetings and notice.
- **§7-128-203. Notice of meeting.**
 - Unless otherwise provided in articles 121 to 137 of this title or in the bylaws, regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.
- **§7-128-204. Waiver of notice.**
 - Director may waive notice of meeting.
- **§7-128-205. Quorum and voting.**
 - Unless a greater or lesser number is required by the bylaws, a quorum of a board of directors consists of a majority of the number of directors in office immediately before the meeting begins.
- **§7-128-206. Committees of the board.**
 - Board of directors may create one or more committees of the board and appoint one or more directors to serve on them.

Owner Rights at Meetings

- Right to Notice & Agenda
- Right to Attend : Board meetings are open to attendance to all owners or their designated agents.
- Right to Participate : CCIOA requires boards to allow owners to speak during board meetings

Running a Meeting

- At an appropriate time determined by the board, but before the board votes on an issue under discussion, unit 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 wants 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
- *Recommendation* – keep a copy of CCIOA with you at all meetings

Roberts Rule

- Roberts Rules of Order Summary

Meeting Minutes

- As a very general guide, the minutes should include at least the following:
 - The name of the Association;
 - The date, place and time of the meeting;
 - The statutory or bylaw authority under which the meeting is called and whether it is a regular or special meeting;
 - The persons present, the persons absent, or the members or directors represented in person or by proxy;
 - A statement that the meeting is held pursuant to actual notice or waiver of notice. If notice has been waived, the signed waivers should be attached to the minutes;
 - Approval of minutes of previous meetings;
 - The substance of the issues or action items presented at the meeting, how they were submitted, and by whom;
 - The decision or vote on each proposed matter or resolution and in the case of substantive matters, the outcome of the votes;
 - The presentation of all reports, with copies attached if the report is written and a summary of the report if it is oral;
 - A summary of the other business which came before the meeting.

How to Write a Resolution

HOW TO WRITE A RESOLUTION

1. A long or complicated motion should be in writing and may be in the form of a resolution. It should be written in advance if possible.
2. A resolution may have two parts, the preamble and the resolution. There may be several preamble clauses and several resolving clauses in an elaborate resolution, or it may be as simple as a motion, using the word "Resolved" instead of the words "I move." It is not required to have a preamble.
3. Reasons for a motion's adoption should not be included in the motion itself. Members may agree with the proposed action but not your reasons for it and vote against it. And, such reasons within the body of an ordinary motion may be considered debate and then would not be in order.
4. However, the advantage of a preamble to a resolution is that it states the reason for the resolution, but it is considered separately. A preamble may be just a simple statement of background. When a resolution has a preamble, the preamble is not open to amendment until the resolving clauses have been debated and amended. The vote is then taken on the entire resolution, which includes the preamble.
5. The negative vote is not taken on a courtesy or complimentary resolution unless a member requests that the "no" vote be taken.
6. A resolution is a main motion. All rules related to the main motion apply to a resolution.
7. An elaborate resolution contains several preamble clauses and several resolving clauses. Write each clause as a separate paragraph.
8. Begin each preamble paragraph with "Whereas" followed by a comma, and the next word begins with a capital letter. The preamble, even if it contains several paragraphs, should not contain a period. Close each preamble with a semi-colon, after which a connecting phrase such as "therefore", or "therefore, be it" or "now,therefore, be it" may be used. When one of these phrases is used, no punctuation should follow it and it should be placed at the end of the preamble paragraph.
9. The word "Resolved" is underlined, printed in italics or upper case letters, is followed by a comma and the word "That" which begins with a capital T. Begin each resolving paragraph this way or number them after the first "Resolved." Close each resolving paragraph with a semi-colon, the next to last paragraph with a semi-colon, followed for the word "and", and end the last resolving paragraph with a period.

Dealing With Disruptive Behavior at Meetings

- It is a good idea to adopt a procedure for conducting meetings in order to cut short obnoxious and disruptive behavior.
- Announce ground rules prior to starting the meeting,
- Apply strict time limits for speaking
- Provide a sign-up sheet for those who wish to speak
- Control the meeting - If faced with a particularly hostile or difficult member, the chairperson should first warn such member and call him or her to order.
- Remove the member - If an association cannot conduct business due to serious and/or continued disruption from a member, the Association may consider ordering him or her from the meeting. Removal should be the last resort

Tips to Prepare for a Meeting

- Anticipate and practice responding to hard questions. After all, you know what the issues are in your community and what the naysayers will bring up. Why not prepare a written script allowing you to thoughtfully respond to each such question?
- Utilize a timed agenda. In other words, create specific timelines for the various components of the annual meeting to help move the meeting along.
- Review your conduct of meetings policy to ensure you understand the acceptable and unacceptable behavior described therein. Also, if the policy needs to be updated, make sure you update it before the meeting.
- Review the association's governing documents with respect to meetings, elections, voting, proxies, etc. and know the requirements.
- If you anticipate a contentious meeting, consider retaining a parliamentarian to run the meeting.
- If you plan on discussing issues that the board does not fully understand, such as legal actions, insurance, or construction issues, request that an appropriate expert attend the meeting to answer questions.

Tips After Preparation

- Once you've done all you can do to prepare, you will also need to put your preparation to use during the actual meeting. You can do this by taking the following steps:
 - Have copies of the agenda available to owners at the meeting.
 - Distribute copies of the conduct of meetings policy to all owners in attendance and let attending owners know that the policy will be strictly followed.
 - Stick to and follow the conduct of meetings policy.
 - Build in enough time on the agenda for the owners' forum. Let everyone have their say but be prepared to graciously and firmly move the agenda along.
 - Stick to your agenda and keep on schedule with the timing.
 - Make sure you designate a chair that is firm, not scared to cut conversations off, and move the meeting along. Although many believe the chair can only be the president, this is not accurate. The board president may delegate his/her duty to chair a meeting to another, whether a board member, parliamentarian, or other individual.
 - Follow the requirements in the association's governing documents and meetings policy.
 - Give a brief but substantive president's report, which covers:
 - what the association accomplished over the past year,
 - your goals for next year, and
 - what is great about your community.

Tips For a Great Meeting

- Having an agenda
- Establishing ground rules for the meeting process
- Validating opinions
- Providing opportunities for self-discovery
- Knowing your audience and mold your content and communication style to fit
- Restating important items
- Remaining unbiased
- Asking clarifying and open-ended questions
- Providing varying perspectives
- Promoting personal responsibility
- Encouraging movement toward a solution
- Allowing time for questions

In Summary

- All actions by the Association's members and the board of directors should be evidenced by resolutions adopted by the members or the board of directors. The resolutions should be contained in the minutes of actual meetings, or in written consents, with voting of each participant indicated, in lieu of actual meetings.
- Board meetings are open to attendance by members, or their representative, by state statute. Board meetings may be closed (an executive session may be held) for confidential business items, as specified in the Colorado Common Interest Ownership Act.
- If actual member or board of directors' meetings are held, there is no mandatory procedure for conducting meetings, unless a procedure is set forth in the bylaws. Sometimes, Roberts Rules of Order are specified to be followed in the bylaws. At all meetings, it is always necessary to follow requirements in the bylaws.
- All meetings should be conducted with fairness and good faith, and provide an opportunity for all participants to be heard.