

**RESOLUTION  
OF  
WOODBOURNE HOMEOWNERS ASSOCIATION, INC.  
REGARDING VIRTUAL MEETING POLICY**

**SUBJECT:** Adoption of policy and procedures for conducting virtual Owner and Board meetings.

**PURPOSE:** To facilitate the efficient operation of virtual Owner and Board meetings.

**AUTHORITY:** The Declaration, Articles of Incorporation and Bylaws of the Association and Colorado law.

**EFFECTIVE DATE:** August 19, 2020

**RESOLUTION:** The Association hereby adopts the following policy regarding the conduct of virtual Owner and Board meetings:

WHEREAS, the Colorado Revised Nonprofit Corporations Act provides authority to hold Owner and Board meetings virtually through the use of “any means of communication” by which all persons participating in the meeting can hear each other during the meeting;

WHEREAS, the Association’s governing documents do not prohibit virtual meetings;

WHEREAS, the Board of Directors believes it is in the best interests of the Association to, for the time being, hold both Board and Owner meetings virtually, given the current health risks associated with the COVID-19 Pandemic;

WHEREAS, the Board of Directors also believes that other circumstances may arise in the future also making it in the best interests of the Association to hold virtual Board and Owner meetings;

THEREFORE, the Board of Directors hereby adopts the following policy concerning virtual meetings:

1. Generally. To the extent applicable, all virtual meetings shall be subject to and comply with the terms of the Association’s Conduct of Meetings Policy.
2. Owner Meetings.
  - (a) Notice

- (1) In addition to any notice required in the Bylaws, Declaration, Conduct of Meetings Policy, or Colorado law, notice for an Owner virtual meeting shall include the following information:
  - a. Sign-in/login information and instructions for attending the meeting;
  - b. Physical location of the meeting host;
  - c. Whether Owners may attend the meeting at the physical location or whether they can only attend electronically;
  - d. Instructions for submitting proxies;

(b) **Proxies**

- (1) Proxies for virtual Owner meetings must be delivered to the Association by one of the below methods:
  - a. Scanned and emailed to the Association Manager prior to the meeting;
  - b. Mailed to the Association's Manager via U.S. Mail and received by the Manager prior to the meeting; or
  - c. Any other method deemed appropriate by the Board of Directors and in compliance with Colorado law.
- (2) Proxies that are not received by the Community Manager by the start time of the meeting, will not be counted.

(c) **Sign-in**

- (1) Because there is no physical sign-in sheet at a virtual meeting, sign-in will occur in one of the following methods:
  - a. Taking attendance by vocal roll call;
  - b. Electronic sign-in (instructions for which, if available, will be included in the meeting notice); or
  - c. Any other method deemed appropriate by the Board of Directors.

(d) **Voting**

- (1) Any vote that does not require a secret ballot shall be taken by a show of hands or vocal roll call;
- (2) Any vote that requires a secret ballot, such as a contested Director election, shall be taken by a mail vote, in accordance with the Colorado Revised Nonprofit Corporations Act and the Association's Bylaws and Declaration, after conclusion of the meeting as a separate action outside a meeting. Voting documents shall be sent out to the membership within 15 days of the conclusion of the virtual meeting.
- (3) In the event the virtual meeting platform has the ability to allow Owners to vote (whether secretly or not), voting will be conducted in such manner and instructions will be provided at the virtual meeting, in the meeting notice, or both.

(e) **Conduct**

- (1) Everyone in attendance at a virtual Owner meeting must comply with the Conduct of Meetings Policy;
- (2) Any attendee who fails to comply with the Conduct of Meetings Policy, is disruptive, or otherwise interferes with the meeting, may be muted for the remainder of the meeting.

3. Board Meetings.

(a) **Notice**

- (1) Notice shall be provided to each Board member for any virtual Board meeting and shall include the sign-in/login information and instructions for attending the meeting;
- (2) Any Owner wishing to attend a virtual Board meeting must request the login information from the Project's manager. If requested, the Project's manager will provide the Owner with such information and a copy of the Board meeting agenda once ready.

(b) **Owners in Attendance**

- (1) Owners who attend virtual Board meetings shall be afforded an opportunity to speak prior to a Board vote and in accordance with the Association's Conduct of Meetings Policy.
- (2) Any Owner speaking out of turn or otherwise disrupting the meeting may be muted for the remainder of the meeting.
- (3) In the event the Board goes into executive session, Owners will be asked to disconnect from the meeting, or wait in the virtual lobby if available. Any Owner who fails to do so, will be disconnected or placed in the virtual lobby by the Community Manager or other individual running the meeting.

4. Definitions. Unless otherwise defined in this Policy, initially capitalized or terms defined in the Declaration 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 and the law of the State of Colorado governing the Project.

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. Amendment. This Policy may be amended at any time by the Board of Directors.

**PRESIDENT'S**

**CERTIFICATION:** The undersigned, being the President of the Association certifies that the foregoing Policy was adopted by the Board of Directors of the Association on August 19, 2020 and in witness thereof, the undersigned has subscribed his/her name.

**WOODBOURNE HOMEOWNERS  
ASSOCIATION, INC.,**  
a Colorado nonprofit corporation

DocuSigned by:

*Justin Sasso*

\_\_\_\_\_  
7FD99ED4CFC2457...  
President

## Certificate Of Completion

Envelope Id: 9072F959A26B4A76A5051A050582CCDC	Status: Completed
Subject: Please DocuSign: WHOA Virtual Meeting Policy	
Client Name: Woodbourne HOA	
Client Number: 011-045662	
Source Envelope:	
Document Pages: 4	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Natalie Herschberg
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 South 6th Street
	Suite 300
	Minneapolis, MN 55402
	Natalie.Herschberg@claconnect.com
	IP Address: 71.229.180.51

## Record Tracking

Status: Original	Holder: Natalie Herschberg	Location: DocuSign
9/1/2020 12:49:57 PM	Natalie.Herschberg@claconnect.com	

## Signer Events

Justin Sasso  
JustinS@woodbournehoa.com  
Security Level: Email, Account Authentication (None)

## Signature

DocuSigned by:  
  
7FD99ED4CFC2457...

Signature Adoption: Pre-selected Style  
Using IP Address: 71.229.178.175

## Timestamp

Sent: 9/1/2020 12:50:54 PM  
Viewed: 9/1/2020 12:54:18 PM  
Signed: 9/1/2020 12:54:39 PM

## Electronic Record and Signature Disclosure:

Accepted: 9/1/2020 12:54:18 PM  
ID: 5a256955-0328-4633-a12e-75995d5449be

## In Person Signer Events

## Signature

## Timestamp

## Editor Delivery Events

## Status

## Timestamp

## Agent Delivery Events

## Status

## Timestamp

## Intermediary Delivery Events

## Status

## Timestamp

## Certified Delivery Events

## Status

## Timestamp

## Carbon Copy Events

## Status

## Timestamp

## Witness Events

## Signature

## Timestamp

## Notary Events

## Signature

## Timestamp

## Envelope Summary Events

## Status

## Timestamps

Envelope Sent	Hashed/Encrypted	9/1/2020 12:50:54 PM
Certified Delivered	Security Checked	9/1/2020 12:54:18 PM
Signing Complete	Security Checked	9/1/2020 12:54:39 PM
Completed	Security Checked	9/1/2020 12:54:39 PM

## Payment Events

## Status

## Timestamps

## Electronic Record and Signature Disclosure

## **ELECTRONIC RECORD AND SIGNATURE DISCLOSURE**

From time to time, CliftonLarsonAllen LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

### **Getting paper copies**

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

### **Withdrawing your consent**

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

### **Consequences of changing your mind**

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

### **All notices and disclosures will be sent to you electronically**

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

#### **How to contact CliftonLarsonAllen LLP:**

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com)

#### **To advise CliftonLarsonAllen LLP of your new email address**

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com) and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

#### **To request paper copies from CliftonLarsonAllen LLP**

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com) and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

#### **To withdraw your consent with CliftonLarsonAllen LLP**

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com) and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

### **Required hardware and software**

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

### **Acknowledging your access and consent to receive and sign documents electronically**

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.