

**EDWARDS VILLAGE CENTER OWNERS ASSOCIATION, INC.**  
A Colorado nonprofit corporation

**PROCEDURES FOR ADOPTION AND AMENDMENT OF  
POLICIES, PROCEDURES AND RULES**

The Edwards Village Center Owners Association, Inc. (the "Association") is governed by its recorded Declaration and all supplements to the Declaration as well as the Association's bylaws. The Association is also governed by the provisions of the Colorado Common Interest Ownership Act (CIOA). The Association is empowered under its Declaration and under its bylaws to adopt and amend policies, procedures and rules at any meeting of the owners or by action of the Executive Board (the "Board") at any regular or special meeting or by Board action taken without a meeting.

Under the provisions of CIOA, the Board may adopt policies, procedures and rules only during a regular or special meeting. Members of the Association and their representatives are entitled to attend and speak at any regular or special meeting of the Board. However, the Board may impose reasonable restrictions on this process. The Board may also restrict attendance and hold a closed door session under the circumstances enumerated in CIOA.

The Association, which has been organized as a nonprofit corporation, is also governed by the Colorado Revised Nonprofit Corporation Act (the "Act"). Under the provisions of the Act, any action to be taken at a meeting of the Board may be taken without a meeting as long as each and every member of the Board votes for such action and a notice of the action taken is reduced to writing and signed by all of the members of the Board. An action taken in this manner will have the same effect as if the action had been taken at a regular or special meeting of the Board.

It is the philosophy of the Board that policies, procedures and rules of the Association should only be adopted and amended at a regular or special meeting of the Board. However, the Board reserves the right to take action without a meeting in circumstances which present a clear emergency. The Board has directed the general manager of the Association to take all appropriate steps as required by CIOA to provide owners with advance notice of any regular or special meeting of the Board.

At any meeting of the Board where a policy, procedure or rule is proposed to be adopted or amended, the presence (either in person or by other means of electronic communication) of a majority of the directors who are acting and qualified will constitute a quorum for the transaction of business. The votes of a majority of the directors who are present at the meeting shall be necessary to adopt or amend any policy, procedure or rule. The directors, in taking any such action, will be guided by

their obligations and duties as described in the governing documents for the Association and under CIOA and the Act. Any policy, procedure or rule which is adopted or amended by the Board shall be published and disseminated to the Association's members. The Association's Declaration requires members and their guests to comply with such policies, procedures and rules. The Declaration and Bylaws for the Association also provide for enforcement remedies on the part of the Association in order to ensure compliance.