

VINTNER'S FARM SUBDIVISION
POLICY REGARDING CONDUCT OF MEETINGS

The following policy relates to the conduct of meetings of the members of the Association as well as meetings of the Board of Directors, and thus required by law, the following are the general guidelines for the procedures to be followed during such meetings.

Meetings of Members

1. The Association shall follow all of the legal requirements regarding notice of meetings of the members, including delivering by mail e-mail or hand delivery a notice of the meeting and posting the notice of the meeting in a conspicuous space (for example – mailboxes) not less than ten(10) but not more than fifty(50) days before the meeting. The Association shall provide notice of membership meetings to owners by electronic mail to such owners who furnish the Association with their e-mail address. Such notice shall be given as soon as possible, but at least 24 hours before any membership meeting.

2. Immediately prior to convening the meeting, the presiding Secretary will determine whether a quorum exists, by noting the members in attendance and the proxies delivered for such meeting. The presiding Secretary will then advise the President that a quorum exists, and a meeting shall continue. If a quorum does not exist, the meeting will be continued.

3. The President, or in his absence, any Vice-President or any Board member, shall conduct the meeting. Matters to be discussed shall be as shown on the agenda.

4. As each issue requiring a vote by the members is discussed, the President may call a voice vote. If it is unclear whether a measure passed or was defeated, the presiding officer may call for a show of hands for a "yes" and a "no" vote. However, votes for the election of contested positions for the Board of Directors shall be by secret ballot. The presiding Secretary shall prepare one ballot for each of the lots in the subdivision and shall distribute the same to the owner(s) thereof.

5. Prior to the vote for election of any contested Board member positions, or for matters requiring a vote by secret ballot, the presiding Secretary shall ask for volunteers, none of whom can be candidates for election, to count the ballots. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be 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 the portion of the meeting. The volunteers shall not be Board members and in the case of a contested election for a board position, shall not be candidates. The names of the volunteers shall be placed into a hat, and one or more names will be drawn by the presiding officer of Secretary. Such person or persons shall count the ballots for the election of Board members. If only one person volunteers to count such ballots, he/she shall be selected. The

person or persons counting the ballots shall only provide the name of the winner of the election to the general membership.

6. At the discretion of the Board, or upon the request of twenty percent (20%) of the voting members who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any other matter affecting the Association on which all members are entitled to vote shall be by secret ballot. If such a request is made, the procedures for secret ballot described herein will be adhered to.

7. Generally, the budget for the upcoming year will be voted on at the annual meeting in * of each year.

8. Any matter coming before the general membership shall be approved by a vote of sixty seven percent of the voting members in attendance and by proxy.

9. At any membership meeting, any member or person designated by a member, in writing, as the member's representative, shall be permitted to attend, listen and speak at an appropriate time during said membership meetings. However, the presiding officer may place reasonable time restrictions on those persons speaking during the meeting.

10. The recording Secretary shall keep minutes of all membership meetings and provide such minutes to the Board and any member upon request.

Meetings of the Board

1. All meetings of the Association's Board of Directors of the Association or Board shall be open to attendance by all members or their representatives. Agendas for meetings of the Board shall be made reasonably available for examination to the members or their representatives.

2. The Board may place reasonable time restrictions on those persons desiring to speak during these meetings. However, at an appropriate time determined by the Board, but before the Board votes on an issue under discussion, the Board must permit an owner or an owner's representative to speak. If more than one person desires to address an issue, and there are opposing views, the Board shall also provide for a reasonable number of persons to speak on each side of such issue.

3. Agendas for meetings of the Board shall be made reasonably available for examination by all members or their representatives prior to such meetings.

4. The members of the Board may hold an executive or "closed door" session and may restrict attendance to Board members and such other persons requested by the Board during

their representatives.

Adopted on FEB 16, 2011

Amy Reed
Secretary

a regular or special meeting. Matters to be discussed at executive session include only the following items:

- a. 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;
- b. Consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client;
- c. Investigative proceedings concerning possible or actual criminal misconduct;
- d. Matters subject to specific constitutional, statutory or judicially imposed requirements protecting particular proceedings or matters from public disclosure;
- e. Any matter, the disclosure of which would constitute an unwarranted invasion of individual privacy; or
- f. Review of or discussion relating to any written or oral communication from legal counsel.

5. Prior to the time that members of the Board thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated above.

6. No rule or regulation of the Board shall be adopted during an executive session. A rule or regulation may be validly adopted only during a regular or special meeting or after the body goes back into regular session following an executive session.

7. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held and the general subject matter of the executive session.

Meetings of Committees

1. At any ad hoc committee or standing committee or subcommittee meeting, any member or person designated by a member, in writing, as the member's representative, shall be permitted to attend, listen and speak at an appropriate time during said committee meeting. However, the committee chair may place reasonable time restrictions on those persons speaking during the meeting..

2. If available, schedules and agendas for meetings of committee or subcommittee meetings shall be made reasonably available upon request for examination to the members or