

BEAR CREEK LAND  OWNERS' ASSOCIATION

82 East Coach Drive, Antonito, Colorado, 81120

Policy for Action Taken Outside of a Board Meeting
Policy # 2011-2 (Rev. 2017)

Purpose. Bear Creek is a unique mountain community association. Some landowners reside full time, while the majority are spring and summer visitors. It is difficult during the winter months and the height of the summer season to get the board and the owners in one place at one time. Regardless of how often members of the Bear Creek Board are able to meet in person, it's essential to be able to conduct critical and routine administrative business from time-to-time outside of an actual meeting. This policy is not to be used for any action that would significantly impact the budget, unless an Emergency situation exists as described in *Policy # 2016-01 Regarding Board's Immediate Response to An Emergency Threatening the Health, Safety or Welfare of BCLOA Common Areas, Lot Owners or their Guests.*

Bear Creek Bylaws. The Bear Creek Bylaws, as amended and Restated on July 29, 2017, in Article IV, Section 5, authorize action to be taken outside a Board meeting in accordance with C.R.S. 7-128-202, unless two or more Directors demand in writing that the action be taken at the next regularly scheduled or special meeting of the Board. This Policy sets forth the procedure the Board must follow to take such action.

Policy and Procedure. Bear Creek Board Procedure for Action Taken Outside of a Board Meeting.

1. Notice of the action to be taken shall be transmitted in writing to each member of the Board. Notice shall be by email if all Board Directors have email. Directors who do not receive notice by email shall receive the written notice by faxing, hand-delivery, or mail.
2. Written notice of action shall contain the following information.
 - a. The action to be taken;
 - b. The time (date and time) by which a Board member must respond to the written notice; and
 - c. That failure by a Board member to respond, by the time stated in the notice, shall have the same effect as abstaining in writing or failing to demand that the action be taken *at a meeting*. An attempt to follow-up by phone call shall be made if there is no email response.
3. By the time stated in the written notice, each Board member may:
 - a. Vote in writing for the action;
 - b. Vote in writing against the action;
 - c. Fail to respond or vote; or
 - d. Demand in writing that the action be taken at a meeting. If two

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Directors make this demand in a timely manner, action without a meeting is no longer a valid course of action and the Board must take action on the matter at an actual meeting.

4. Once the time has elapsed in the written notice, and assuming no written demand is made requiring the action be taken at an actual meeting, the action of the Board is effective if the number of affirmative votes required by the bylaws for the Board to act at a meeting is received in writing.
5. All actions taken outside of a meeting shall be placed on the agenda for ratification at the next Board meeting and shall be included in the published minutes for that meeting.

SECRETARY'S CERTIFICATION: The undersigned, Secretary of Bear Creek Landowners Association, a Colorado non-profit corporation, certifies that the foregoing Policy Resolution was adopted pursuant to the Original version of Policy 2011 #2 on August 17, 2017 by a unanimous vote of the Board of Directors of the Association, in witness thereof, the undersigned has subscribed his name.

Bear Creek Land Owners Association

John A. Bannerman

John Bannerman, Secretary