

MEETING RULES FOR DMPOA BOARD OF DIRECTORS

Section 1

DEFINITIONS

- (a) "Meeting" means any deliberation between a quorum of board members or between a quorum of board members and any other person, at which any business policy over which the board has supervision or control is discussed or considered, or at which any formal action is taken. It is not the intent of this definition to prohibit the gathering of board members in numbers of a quorum for social functions unrelated to the business which is conducted by the board or for attendance of workshops, as long as no formal action is taken and any discussion of business is incidental to the functions or workshops.
- (b) "Deliberation" means a verbal exchange during a meeting between a quorum of the board members or between a quorum of board members and any other person concerning any issue within the jurisdiction of the board.
- (c) "Quorum" means a majority of the governing body.

Section 2

APPLICATION OF THE RULES

- (a) Except as otherwise provided, every regular, special or called meeting of the board shall be open to the public. Instances requiring immediate action may be handled through a telephone meeting. However, the action taken must be publicly announced at the next public meeting of the board. No closed or executive session of the board shall be held unless a quorum of the board has first been convened in open meeting and notice has been given announcing the closed or executive session. The notice may be given prior to the meeting or announced during a public meeting by the presiding officer when it is discovered that an event under discussion requires a closed or executive session.
- (b) Private consultations between the board and its attorney are not permitted except in those instances in which the body seeks the attorney's advice with respect to pending or contemplated litigation, settlement offers, and matters where the duty of the board's counsel to his client clearly conflicts with this rule.
- (c) The public may be excluded from that portion of a meeting during which a discussion is had with respect to the purchase, exchange, lease, or value of real property, negotiated contracts for prospective gifts or donations when such discussion would have a detrimental effect on the negotiating position of the board such as between the board and a third person, firm or corporation.
- (d) The board is not required to hold public meetings in cases involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of an employee or board member or to hear complaints or charges against an employee or a board member, unless an employee or board member requests a public hearing.

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- (e) The board will not be required to hold public meetings to deliberate the deployment or specific occasions for implementation of security personnel or devices.
- (f) The board may not hold a closed meeting if such meeting is prohibited or when open meetings are required by charter.
- (g) No final action, decision or vote with regard to any matter considered in a closed meeting may be made except during a meeting which is open to the public.
- (h) The board is not required to hold an open meeting where such conference is held to confer with an employee for the sole purpose of receiving information from the employee or to ask questions of the employee. However, discussion of business that affects Resort owners is prohibited during the conference.

Section 2A

- (a) The Board Secretary will maintain minutes of the proceedings for each closed meeting or executive session.
- (b) The minutes shall state the subject matter of each deliberation and shall include a record of any further action taken. The minutes may be maintained either in written form or by tape recording. The minutes of a closed meeting or executive session will not be open to public inspection unless specifically ordered by a court of law.
- (c) The Board Secretary shall preserve the minutes of the closed meeting or executive session for at least two years after the date of the meeting. If an action involving the meeting is commenced during the required preservation period, the minutes shall be preserved pending the outcome of the action.
- (d) No member of the board shall participate in a meeting that is closed to the public knowing that minutes of the meeting are not being kept or tape recorded.
- (e) No individual shall, without lawful authority, knowingly make public the minutes or tape recording of a closed meeting or executive session. A person who violates these rules shall be liable to any person injured or damaged.

Section 2B

- (a) Any action taken in violation of the rules for closed meetings or executive session is voidable.

Section 3

NOTICE OF MEETINGS

- (a) Any deliberation, discussion or decision shall be limited to those subjects announced on the announced meeting agenda.

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- (b) The board shall post meeting notices for regular monthly meetings at least three days prior to the meeting. The board shall post meeting notices for special or called meetings at least two days prior to the meeting. All notices will be posted in a place convenient to the Resort owners. Other meeting notifications will be posted as specified in the Association Bylaws and Covenants.
- (c) The Board Secretary shall prepare and retain minutes or tape recording of each open meeting. The minutes shall state the subject matter of each deliberation and shall indicate each vote, order, decision, or other action taken by the board. The minutes or tapes prepared under this rule are public records and shall be made available for public inspection and copying.
- (d) Any action taken in violation of these rules is voidable for regular, special or called meetings.

APPROVED BY THE DAVIS MOUNTAINS PROPERTY OWNERS ASSOCIATION, INC. MEMBERSHIP

June 29, 1996 *Jim [Signature]*
DATE President

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