

RESOLUTION
OF THE
CTC OWNERS ASSOCIATION, INC.
ADOPTING POLICIES AND PROCEDURES
REGARDING BOARD MEMBER CONFLICTS OF INTEREST

SUBJECT: Adoption of a policy and procedure regarding conflicts of interest.

PURPOSE: To adopt a policy and procedure to be followed when a Director or committee member has a conflict of interest to ensure proper disclosure of the conflict and voting procedures.

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

EFFECTIVE DATE: October 16, 2014

RESOLUTION: The Association hereby adopts the following policy and procedure regarding Director and committee member conflicts of interest.

1. General Duty. The Directors and committee members shall use their best efforts at all times to make decisions that are consistent with high principles, and to protect and enhance the value of properties of the members and Association. All Directors and committee members shall exercise their power and duties in good faith and in the best interest of, and with utmost loyalty to the Association. All Directors and committee members shall comply with all lawful provisions of the Declaration and the Association's Articles of Incorporation, Bylaws, and other policies. All Directors and committee members shall undertake only those responsibilities and assignments that they can reasonably expect to perform with professional competence. Directors and committee members shall use care in the performance of their duties and shall adequately plan and supervise functions for the Association.

2. Definitions.

(a) "Conflicting interest transaction" means a contract, transaction, or other financial relationship between the Association and a Director or a committee member, or between the Association and a party related to a Director, or between the Association and an entity in which a Director of the Association is a director or officer or has a financial interest.

(b) "Director" means a member of the Association's Board of Directors.

(c) "Party related to a Director" means a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a director or officer or has a financial interest.

3. Loans. No loans shall be made by the Association to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of the loan until it is repaid.
4. Disclosure of Conflict. Any conflicting interest transaction on the part of any Director or party related to a director, or committee member shall be verbally disclosed to the other Directors or committee members in open session at the first open meeting at which the interested Director or committee member is present prior to any discussion or vote on the matter. After disclosure, the Director or committee member may participate in the discussion but shall not vote on the matter. The minutes of the meeting shall reflect the disclosure made, the abstention from voting, the composition of the quorum and record who voted for and against.
5. Enforceability of Conflicting Interest Transaction. No conflicting interest transaction shall be voidable by an Owner or on behalf of the Association if:
 - (a) The facts about the conflicting interest transaction are disclosed to the Board, and a majority of the disinterested Directors, even if less than a quorum, in good faith approves the conflicting interest transaction;
 - (b) The facts about the conflicting interest transaction are disclosed to the Owners entitled to vote on the matter, and the conflicting interest transaction is authorized in good faith by a vote of the Owners entitled to vote on the matter; or
 - (c) The conflicting interest transaction is fair to the Association.
6. Attendance at Board Meetings. Any Board member who misses three consecutive Board meetings may be removed from the Board.
7. Members in Good Standing. Board members must remain members in good standing of the Association at all times, including, but not limited to, payment of annual and/or special assessments in a timely manner.
8. Definitions. Unless otherwise defined in this Resolution, initially capitalized or terms defined in the Declaration shall have the same meaning herein.
9. Supplement to Law. The provisions of this Resolution 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 community.
10. Deviations. The Board may deviate from the procedures set forth in this Resolution if in its sole discretion such deviation is reasonable under the circumstances.
11. Amendment. This policy may be amended from time to time by the Board of Directors.

PRESIDENT'S CERTIFICATION: The undersigned, being the President of the CTC Owners Association, Inc., a Colorado nonprofit corporation, certifies that the foregoing Resolution was approved and adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors of the Association on 10/16/14 and in witness thereof, the undersigned has subscribed his/her name.

CTC OWNERS ASSOCIATION, INC.
a Colorado non-profit corporation,

By: 

Stephen E Meyers
President