

**BOARD RESOLUTION ADOPTING RULES REGARDING
MEMBER RIGHT TO SPEAK AT BOARD OF DIRECTOR MEETINGS
WINDSOR POINTE COMMUNITY ASSOCIATION, INC.**

The undersigned, constituting all of the members of the Board of Directors of the Windsor Pointe Community Association, Inc., ("Association") an Indiana Corporation, hereby authorize, consent to and adopt the following resolution(s) pursuant to Indiana Revised Statutes and the Bylaws of the Association:

WHEREAS, the Windsor Pointe Community Association, Inc. ("Association") is an Indiana Corporation duly organized and existing under the laws of the State of Indiana;

WHEREAS, Article V, Section 5.7 of the 2015 Bylaws of Windsor Pointe Community Association, Inc. ("Bylaws") assigns to the Board of Directors ("Board") all powers and duties necessary for the administration of the affairs of the Windsor Pointe Community Association ("Association") and states that the Board shall exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership of the Association by other provisions of the Bylaws, the Articles of Incorporation, or the Dedications, or is prohibited from doing so by law;

WHEREAS, Article XII, Section 12.1 of the 2015 Bylaws of Windsor Pointe Community Association, Inc. ("Bylaws") authorizes the Board of Directors ("Board") to enter into or execute and deliver any instrument in the name of and on behalf of the Association;

WHEREAS, the Board of Directors of the Association ("Board") has the primary responsibility for managing and directing the business and affairs of the Association in a manner that the Board determines, in good faith, to be to the advantage and in the best interests of the members of the Association (the Members); and

WHEREAS, the Board of Directors has determined that it is extremely important for meetings of the Association's Board of Directors to be conducted in a manner and in accordance with procedures that afford members an opportunity to comment on matters that are on an agenda for a particular meeting, and on other items that are not agenda items; and

WHEREAS, the Association's Board of Directors has determined that this Association should adopt and implement rules that specify the rights of members relative to speaking at meetings of the Association's Board of Directors.

NOW THEREFORE, the Board of Directors of the above named Association has adopted the following resolution:

RESOLVED, that this Association establish and implement the Rules pertaining to a member's right to speak at meetings of this Association's Board of Directors that are attached to this Resolution as Exhibit "A" and incorporated herein by this reference.

FURTHER RESOLVED, that the Board of Directors of this Association, acting under the guidance of the President of the Association be, and they hereby are, authorized, empowered, and directed to take such further actions deemed necessary and appropriate to implement the purposes and intent of the foregoing resolution.

FURTHER RESOLVED, that the resolution is in full force and effect, without rescission or modification, as of April 14, 2024.

WINDSOR POINTE COMMUNITY ASSOCIATION, INC.
RULES REGARDING MEMBER SPEAKING AT MEETINGS OF THE BOARD OF DIRECTORS

1. All members of the Association have the right to attend meetings of the Association's Board of Directors.
2. Tenants and other occupants of a property who are not members of the Association do not have a right to attend meetings of the Association's Board of Directors.
3. Association members shall have the right to speak to the Directors in attendance at a meeting of the Association's Board of Directors subject to the reasonable restrictions imposed by these Rules.
4. The aggregate amount of time allocated for all member comments relative to a particular agenda item shall be limited to ten (10) minutes, unless otherwise indicated by the Chairman of the meeting.
5. Each member's comments relative to a particular agenda item shall be limited to two (2) minutes unless otherwise indicated by the Chairman of the meeting.
6. Members will be given fifteen (15) minutes at the end of the meeting to comment on items that were not designated on the agenda for the meeting.
7. Each member's comments relative to an item that was not on the agenda for a meeting shall be limited to two (2) minutes unless otherwise indicated by the Chairman of the meeting.
8. Members who do not wish to make comments at a meeting of the Association's Board of Directors may not "yield" to another member for the purpose of allowing the other member more than the allotted time to make his or her comments.
9. A member who desires to make comments to the meeting of the Association's Board of Directors shall indicate said desire on the sign-in sheet for attendees at the meeting and shall indicate the agenda item he or she wishes to comment, or whether the comments pertain to a matter that is not on the agenda.
10. Members who intend to make comments to the Board of Directors shall wait to be called upon by the Chairman or raise his or her hand and be recognized by the Chairperson before speaking.
11. Members shall be respectful of all others in attendance, shall not interrupt others while they are speaking, and shall refrain from the use of derogatory comments directed to others.
12. Members shall state their first and last name before commencement of their comments at a meeting of the Association's Board of Directors.
13. Members who violate these Rules or who otherwise disrupt the meeting in a manner that interferes with the Board of Directors' ability to conduct its business shall be subject to expulsion from the meeting.
14. Unless otherwise permitted by Indiana law, the Association's governing documents, prior written authorization from the Association signed by the Secretary or Manager of the Association, or an order of court, a member shall not video or tape record the meetings of the Association's Board of Directors.
15. Any authorized video or tape recording of meetings shall be performed in a manner that does not interfere with the meeting or rights of other members to be present and participate in the meeting and shall not:
 - a. Block access to or from the meeting;
 - b. Block access to or from seating at the meeting;
 - c. Create a tripping hazard;
 - d. Necessitate extra lighting or sound equipment;
 - e. Require accessory equipment that is attached to electrical outlets;
 - f. Violate any local codes or ordinances.

These rules shall be effective on the date approved and adopted by the Board of Directors.

**WINDSOR POINTE COMMUNITY ASSOCIATION, INC.
RESOLUTION ACTION RECORD**

Resolution type: General No. 2024-007
Pertaining to: Adopting Rules Regarding Member Right to Speak at Board of Director Meetings
Duly adopted by the Board of Directors on: April 14, 2024
Motion by: Mogan David Second by: Elaine Klappal

VOTE:
Yes No Abstain Absent

/s/ Christopher Ford CF _____ _____ _____

Christopher Ford, President & Director

/s/ Mogan David MD _____ _____ _____

Mogan David, Vice President & Director

/s/ Elaine Klappal EK _____ _____ _____

Elaine Klappal, Secretary/Treasurer & Director

CERTIFICATE

The undersigned hereby certifies that s/he is the Secretary of Windsor Pointe Community Association, Inc., a Association organized and existing under the laws of the State of Indiana; that the foregoing is a true and correct copy of the resolution adopted at a meeting of the Board of Directors of said Association held on the 20th day of February, 2023, at which a quorum was at all times present and acting; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 14th day of April, 2024.

/s/ Elaine Klappal _____

Elaine Klappal, Secretary & Director

FILE:

Book of Minutes Year: 2024

Book of Resolutions: Administrative Policy Special General

Resolution Effective Date: April 14, 2024