

2019 Annual Report to the Board of Directors

By-Laws & Resolutions Advisory Committee

Section 1. Committee Members and Status of Terms:

<u>Name</u>	<u>Status</u>	<u>Comments</u>
Jim Trummel	2 nd term expires 9/24/2021	Chairman
Bob Hillegass	2 nd term expires 10/22/2021	
Keith Kaiser	1 st term expires 8/31/2022	
Audrey Wahl	1 st term expires 5/27/2020	
Jeff Knepper	Application pending	

Section 2. Major Activities during Reporting Period 2018:

1) The committee was guided by Board Resolution C-04 as well as its Governance Document (attached) which includes 35 Board Resolutions. This document has been developed and is a proven effective tool for maintaining the current status of our resolutions.

2) The committee continues to find a conflict with the Authority in most of the existing Resolutions due primarily to the change of the Charter in 2013. The committee made the appropriate corrections and accomplished 1st and 2nd readings and Board approval for the lion's share of this housekeeping issue. Advisory Committees requests for corrections/changes/comments were returned with suggested relevant corrections and/or changes. Submitted documents to the Board of Directors for approval.

3) Amended Resolution B-01 to clarify the process of preparing new or amending Resolutions. The Director bringing a resolution action to the Board is responsible for preparation of a description of the action and providing a signature copy of any approved action (B-01, paragraph 3.b).

Section 3. Problems Encountered and Assistance Required:

Committee finds itself reviewing proposed changes submitted directly to us by other committee chairpersons prior to a first reading. We are in the final phase of developing a resolution amendment procedure for distribution to all Advisory Committees and the various departments within Ocean Pines after Board approval for incorporation as part of B-01.

Section 4. Request for items to be included in the next OPA Budget:

The committee would like the Board of Directors to consider budgeting enough funds for legal assistance when reviewing some documents that may require a legal opinion.

Section 5. Recommendations for Board Action:

1) There are many Resolutions for which the Board of Directors has direct responsibility for review in a timely manner. A couple of examples are the Assessment Delinquency Report Resolution F-04, Search Committee Report Resolution M-09, Elections Report Resolution M-06 and Amenity Policies M-02 (marketing and customer service plans). Our committee would ask to be kept in the loop as this Board conducts the required reviews in order to update our committee's Governance Document Review.

2) Provide the committee with an assigned Board Liaison and immediately assign a replacement in the event of a resignation. This level of communication is required for the committee to effectively provide the Board with the requirements of resolution C-04.

3) Approve the attached copy of "Resolution Amendment Procedures" for incorporation into B-01 and for authorization to distribute to Committee Chairs and all Department Heads within OPA. The attached copy will be put in the form of a first reading amendment to resolution B-01

Section 6. Recommendations for Committee Work in 2018-2019:

1) Work with the Board of Directors, comply with the committee's charge as outlined in Board Resolution C-04. Use our "Governance Document" form to review and approve at least one document per meeting.

2) Work with the Communications Advisory Committee to try to clean up the OPA website information regarding pending and final approved changes to our governing documents.

NOTE: The below highlighted areas denotes the updates/changes made at the 10/4/2019 meeting by the C-04 Committee Members.

**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
By-Laws <i>Responsible: Board</i>	8/9/2008	Aug-08	TBD	
Articles of Amendment and Restatement <i>Responsible: Board</i>	9/12/2013	Sep-13	TBD	
Declaration of Restrictions Total Number on File 34 <i>Responsible: Board</i>				<i>Note: For informational purposes, the OPA has total for 34 of Declaration of Restrictions on file.</i>
Snow Hill Depository <i>Responsible: Board</i>			Jun-19	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	9/16/2008	Jan-18	Jan-20	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-08 Director Ethics & Conduct <i>Responsible: Board</i>		Jul-18	Jul-20	
Committee Resolutions				
C-01 Committee General <i>Responsible: Board</i>	5/20/2009	Oct-20	May-21	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	12/17/2008	Apr-18	Apr-20	
C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i>	11/19/2008	Oct-18	Oct-20	
C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i>	12/17/2008	Oct-18	Oct-20	
C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i>	12/17/2008	Oct-18	Oct-20	
C-06 Communications Advisory Committee <i>Responsible: C-06 Chair</i>	12/17/2008	Oct-18	Oct-20	
C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i>	4/24/2013	Jan-18	Jan-20	
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	1/19/2011	Oct-18	Oct-20	
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Sep-17	Sep-19	
C-10 Environment and Natural Assets Advisory Committee <i>Responsible: Chair C-10</i>	5/20/2009	Mar-19	Mar-21	

NOTE: The below highlighted areas denotes the updates/changes made at the 10/4/2019 meeting by the C-04 Committee Members.

**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	3/10/2010	Oct-18	Dec-18	First Board reading was Dec 2018. Request for C-04 Committee's review has not been received from C-11 Chair as of 5/3/2019. <i>C-04 Chair has request status from BOD President.</i>
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Jul-17	Jul-19	Reviewed by C-12, C-04 Committee is waiting for the pending review date.
C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i>	6/17/2009	Oct-18	Oct-20	
C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i>	9/27/2014	Jan-17	TBD	<i>Note: This Committee is no longer active.</i>
C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i>	6/17/2009	Oct-18	Oct-20	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-18	May-20	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	May-18	May-20	C-04 Committee Chair has advised Board President of the confusing budget approval date and made recommendations for a complete review including the reporting provisions.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	12/17/2008	Jun-19	Jun-21	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/17/2009	Jun-19	Jun-21	C-04 Committee is waiting for the required Delinquency Report.
General and Administrative Resolutions				
M-01 Compliance Procedures <i>Responsible: Board</i>	12/16/2009	May-19	May-20	Board of Directors performed first reading on 10/2/2019. Suggested recind M-01 in its entirety, replace with M-10 and revise M-02 and C-02. The C-04 Committee will review and advise.
M-02 Amenity Policies <i>Responsible: Board</i>	4/30/2015	Apr-15		C-04 Committee reviewed at the 9/6/2019 meeting and provided suggested changes.
M-04 Maintenance of Lots <i>Responsible: Board</i>	2/17/2010	May-18	Oct-20	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	May-17	May-19	Board President advised in his 6/2/2019 email this will be forwarded for review by the Board.
M-06 Elections and Referendums <i>Responsible: Board</i>	4/24/2013	Mar-17	Oct-20	C-04 Established new review date for the Board after their August 2019 Meeting.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	Board President advised in his 6/2/2019 email this will be forwarded for review by the Board.
M-08 Association Manuals (Includes a Total of 8 manuals) <i>Architectural Review Committee Guidelines, Employee Handbook, OPA Emergency Operations Plan, OPA Financial Management Procedures Manual, OPA Financial Management Policy Manual, OPA Job Descriptions Manual, Employees Safety Manual, and the General Manager's Policy Instructions.</i> <i>Responsible: Board</i>	7/20/2011	Nov-17	Oct-20	C-04 Chair has placed this on hold until after the August Board Elections.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	5/29/2019	May-19	Jul-20	

Resolution Amendment Procedures

Purpose: The purpose of these procedures is to provide a standard and consistent method for all Ocean Pines Appointed Committees and the Board of Directors to make changes to any Resolutions within their scope of responsibility. The goal is to supplement and clarify the procedures outlined in Resolution B-01. Any questions regarding these procedures should be directed to the Chair of the By-Laws and Resolutions Advisory Committee.

1. **Application:**

- a) All Appointed Committees should review their assigned Resolution(s) at the time the Committee is preparing their annual Committee report or whenever the Committee sees the need for changes to a Resolution.
- b) All resolutions assigned to the Board of Directors or the various Departments within Ocean Pines, should be reviewed annually or whenever the need for a change is required.

2. **Origination:**

- a) When it is determined that a change is required, the Committee Chair, or responsible individual (hereafter known as the originator) should review the proposed change with the **Board Liaison** to gain any additional input regarding the proposed changes.
- b) The Committee Chair, or the originator, should then prepare a "Dated Red Line Mark Up Copy" of the existing resolution denoting the additions, deletions or changes required with the date of submission included.
- c) The Committee Chair, or the originator, should then provide a copy of the "Dated Red Line Mark Up Copy" to the **Board Liaison**.

3. **First Reading:**

- a) The **Board Liaison** should have the request for the proposed Resolution change(s) added to the Ocean Pines Board of Director's meeting agenda for the first reading.
- b) Prior to the scheduled Board meeting, the Board Liaison will provide all Board Directors with a copy of the "Dated Red Line Mark Up Copy" for their review (as defined in Resolution B-01).

4. First Reading Results:

- a) **In the event the Board rejects the first reading**, the **Board Liaison** will advise the Committee Chair or the originator accordingly.
- b) **In the event the Resolution changes are accepted as a first reading** by the Board, the “Dated Red Line Mark Up Copy” is to be forwarded by the Board President to the Chair of the By-Laws and Resolutions Advisory Committee. **Note:** If the Board makes any changes to the Resolution at the first reading, any changes should be added to the “Dated Red Line Mark Up Copy” and include the date those changes were made.

5. By-Laws & Resolutions Advisory Committee Review:

- a) When the Chair of the By-Laws and Resolutions Advisory Committee receives the required Board notification of the first reading along with the “Dated Red Line Mark Up Copy”, the Chair will add the Resolution to the agenda under New Business for the next scheduled Committee Meeting.
- b) The By-Laws and Resolutions Advisory Committee will review the proposed changes for consistency with the OPA Declarations of Restrictions, Articles of Incorporation, Turnover Agreements, applicable Maryland law, and previously adopted Resolutions.
- c) **If no conflicts are found**, the By-Laws and Resolutions Advisory Committee Chair will return the “Dated Red Line Mark Up Copy” to the Board President, with a copy to the appropriate Committee Chair or the originator advising that the changes have been reviewed and that the Resolution is ready for the second reading.
- d) **If conflicts are found**, the By-Laws and Resolutions Advisory Committee Chair will advise the Board President, with a copy to the appropriate Committee Chair or the originator of the conflict(s) and, as appropriate, provide guidance to eliminate any conflicts.

6. Second Reading:

- a) The originating committee will apply the necessary changes to eliminate any conflicts.
- b) This is in accordance with Resolution B-01, Section 4. (c), “If an amendment to existing Resolution is recommended, it is the responsibility of the entity making the recommendation to prepare the document, including the Red Line Draft for Board Review” and providing the Secretary with a signature copy of any approved action (B-01, paragraph 3.b). The Secretary shall verify that the original signed copy is filed in the Book of Resolutions.