

By-Laws & Resolutions Advisory Committee
July 28, 2023
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Bob Hillegass, Pam Ferinde, and August Flentje. Keith Kaiser was excused. Also present, Steve Jacobs, Board Director and Board Liaison, Jim Trummel, past Committee Chair, John Latham, member of the Marine Advisory Committee and Board candidate, and Jeff Heavner, Board candidate. The chair called the meeting to order at 1:02 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the June 9, 2023 meeting were approved.

PUBLIC COMMENTS: Jim Trummel provided public comment related to M-02 (Amenity Policies) and B-08 (Board Ethics). Those two resolutions received a first reading by the current Board, but would likely receive no action until a new Board was elected. Jim expressed the view that the resolutions should receive a new first reading once the new Board was constituted.

CHAIRPERSON'S REPORT: Board Chair Lora Pangratz reported that she virtually attended the July 15, 2023 Board meeting. She had initiated the process of adding Committee documents to the OP web site.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs advised that he would hold off his discussion until the Committee discussed new business.

The Committee voted to suspend Roberts Rules other than for voting to allow non members to participate in discussion.

UNFINISHED BUSINESS:

The Committee tabled discussion of M-09 (Search Committee) until the next meeting to await the return of Committee member Keith Kaiser.

A discussion of M-07 (Bulkhead and Waterway Maintenance). The Board Liaison reported that he will soon send email indicating that Board does not intend to take further action on M-07.

NEW BUSINESS:

A discussion of M-06- (Elections and Referendums Procedures). The Board Liaison reported that the Board passed recount amendments at the June meeting. The Board agreed that after the election a comprehensive review of M-06 along with its Attachments A-D, was needed. Review was needed to ensure consistency with by-laws and policy changes on the conduct of elections.

The Elections Committee was also expected to work on updates and the Board Liaison suggested the two committees work together on comprehensive revisions. The Board Liaison hoped a revision would be ready for review by the October or November Board meeting. Jim Trummel expressed the view that it would be optimistic to have a full revision by the October/November meeting, and the fact that the Elections Committee should take the lead in drafting with the By-Laws Committee providing technical advice. Board Liaison Jacobs encouraged an efficient drafting process. The Committee Chair advised that she would follow up with the Elections Committee chair.

A discussion of ARC guidelines related to yard sales. The Committee discussed whether a recent article by Linda Martin relating to Facebook marketplace ads was consistent with the ARC guidelines. The Committee Chair advised that she would flag the issue for the ARC Committee.

A discussion of the document setting out convenience fees that may or may not be a Board Resolution. The Budget and Finance Committee must determine if it is operational or a policy that belongs in the Book of Resolutions.

A discussion of M-07 (Bulkhead and Waterway Maintenance). The Board Liaison advised that the Board would take no further action on this Resolution and the Committee determined it would be reviewed again in two years.

A discussion of B-08 (Board Ethics). The draft resolution received a first reading at the June Board meeting, but it was tabled until a new Board was constituted after the election.

A discussion of M-02 (Amenity Policy). The Board Liaison advised that the Board had approved a staff-prepared manual on conduct policies at the meeting in May or June. The Liaison would bring corresponding changes to M-02 (to comport with the Maryland HOA Act) for a first reading before the new Board after the election.

A discussion of the upcoming vacancy on the Committee after Bob Hillegass's final term ended in October. The Board Liaison and Committee Chair would discuss a recruitment plan.

GOVERNANCE DOCUMENT REVIEW:

The Committee reviewed the governance document. The current governance document is attached to these minutes.

MEETING CONCLUSION:

The meeting was adjourned on a unanimous vote at 2:31 pm.

The next meeting is September 8, 2023.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 6/9/2023 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>	5/14/2021	May-21	May-23	
Articles of Amendment and Restatement <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions <i>Total Number on File 33 Responsible: Board</i>				<i>Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.</i>
Snow Hill Depository <i>Responsible: Board</i>			TBD	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	1/4/2020	Feb-23	Apr-25	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	May-23	May-25	5/20/23, BOD 2nd reading complete. Approved with changes. Updated copy not posted in the online BOR as of 9/4/2023.
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Jul-23	Jul-25	7/23/23, BOD 2nd Reading complete. Approved with changes. Updated copy not posted in the online BOR as of 9/4/23.
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	1/27/2018	Jan-23	Jan-25	
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	May-23	May-25	5/20/23, BOD 2nd Reading complete. Approved with changes. Updated copy not posted in the online BOR as of 9/4/23.
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	May-23	May-25	5/20/23, BOD 2nd Reading complete. Approved with changes. Updated copy not posted in the online BOR as of 9/4/23.
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Mar-23	Mar-25	
B-08 Director Ethics & Conduct <i>Responsible: Board</i>	7/27/2018	Jul-18		This Resolution was deleted by the Board at the 6/16/21 meeting. 12/16/22, Charging document from Board to readdress 1/13/2023, New business to work on 6/17/2023, First Reading at Directors mtg on 6/17/23
B-09 Records Retention <i>Responsible: Board</i>				1/27/2023, Drafting a redline of this new resolution for C04 to review and submit to BOD 2/24/2023, C-04 made additional changes to be reviewed next meeting 3/10/23, C-04 made some minor adjustments, BOD Liaison to present to BOD at March Meeting. 3/18/23, 1st BOD Reading complete, forwarded to Counsel for review.

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

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Boc</i>	3/24/2016	May-23	May-24	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document . 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to resubmit Charging Document to BOD for consideration and concurrence. 4/15/23, BOD has for review. 5/12/2023, Board decided to take no action.
F-02 Annual Budget Development <i>Responsible: Boc</i>	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts <i>Responsible: Boc</i>	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments <i>Responsible: Boc</i>	6/1/2019	May-23	May-24	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document . 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to resubmit Charging Document to BOD for consideration and concurrence. 4/15/23, BOD has for review. Possible 1st reading at May BOD mtg. 5/12/2023, Board decide to take no action
F-05 Convenience Fee Resolution <i>Responsible: Boc</i>				3/18/23, BOD returned to Budget and Finance committee for further consideration 5/12/2023, C4 Chair to determine if already filed in official Book of Resolutions
General and Administrative Resolutions				
M-01 Compliance Procedures <i>Responsible: Board</i>	1/4/2020	Jan-20	Jan-22	5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed. 7/15/22, C-04 Board Liaison prepared a Charging Document for the C-02 Board Liaison for review at the next C-02 "ARC" Committee meeting. The C-04 Board Liaison will update our committee at our next 8/19/22 Committee meeting. 8/19/22, On hold recent Md. HOA legislative changes will impact the Charging Document. 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. NOTE: In addition to the any changes made by our attorney, our Committee need to make our Board Liaison aware so that other issues in the Charging Document are not missed when M-01 is updated. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison submitted for Jan BOD meeting for 1st reading 1/27/23, 1st Reading completed at Directors mtg on 1/21/23, Redlines for review by C-04 prior to 2nd reading 3/10/23, Recommended redlines returned to ARC for consideration. 3/31/23, Questions returned to ARC for consideration via ARC Liaison 5/12/2023, C4 Liaison indicated it was forward to Counsel for Review

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Ocean Pines Association
By-Laws and Resolution Advisory Committee

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
M-02 Amenity Policies <i>Responsible: Board</i>	11/2/2019	Nov-19	Nov-21	7/15/22, Committee reviewed the red line copy and made suggested changes. Board Liaison will submit changes to the Board for first reading. C-04 Committee will review document after first reading is approved. 8/19/22, On hold until the disputed court issued is resolved. 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. NOTE: In addition to the any changes made by our attorney, our Committee need to make our Board Liaison aware so that other issues in the Charging Document are not missed when M-02 is updated. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison submitted for Jan BOD meeting for 1st reading 1/27/2023, 1st Reading completed at Directors mtg on 1/21/23, Redlines distributed for review prior to 2nd reading. 2/10/2023, Work onhold by BOD pending further considerations 2/24/2023, 1st Reading completed at 1/21/23 BOD meeting. 5/12/2023, C4 Liaison indicated Board tasked GM to create a manual to address processes
M-04 Maintenance of Lots <i>Responsible: Board</i>	5/19/2020	Feb-10	Feb-24	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	Mar-23	Mar-25	
M-06 Elections and Referendums <i>Responsible: M-06 Chair</i>	2/5/2020	Jun-23	Jun-25	6/17/23, BOD 2nd Reading complete. Approved with changes.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	May-23	May-25	5/20/23, BOD determined no changes required.
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</i> <i>Responsible: Board</i>	7/20/2011	Feb-23	Feb-25	
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	3/23/2022	Mar-22	Mar-24	8/19/22, C-04 Committee has not received the M-09 report for the 2022 election. Board Liaison will see if the 6/30 report has been issued and advise C-04 Committee at the 9/16 meeting 9/16/22 New Board Liaison to review recent changes in the Bylaws, at a Board Mtg, that necessitate changes to this resolution in order to obtain consistency with the Bylaws. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to reengage with BOD 3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading. 5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes.