

**By-Laws & Resolutions Advisory Committee**  
**March 10, 2023**  
**Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Bob Hillegass, Keith Kaiser, Pam Ferinde, and August Flentje. Also present, Steve Jacobs, Board Director and Board Liaison, Dr. Colette Horn, Board Member, Dr. Stuart Lakernick, Board Director and Secretary, and Jim Trummel, past Committee Chair. Cindy Hoffman from the Bayside Gazette also was in attendance. The chair called the meeting to order at 1:00 pm.

**APPROVAL OF AGENDA:** The agenda was approved.

**APPROVAL OF MINUTES:** The minutes of the February 24, 2023 meeting were approved.

**PUBLIC COMMENTS:** None.

**CHAIRPERSON'S REPORT:** The Chairperson reported that she submitted the agenda for posting on the Ocean Pines website. She plans to attend the OPA Board of Directors meeting on March 18, 2023 and subsequent meetings.

**BOARD LIAISON'S REPORT:** Board Liaison Steve Jacobs advised that he prepared and submitted charging documents relating to seven resolutions – B-01 (Book of Resolutions), B-03 (Meetings of Association Members), B-05 (Conflicts), B-07 (Petitions), F-03 (Financial Reserves), and M-05 (Animal Control). These should be on the agenda for the March 18, 2023 Board meeting. The charging document relating to the unnamed document approved by the Board in 2017 addressing convenience fees would also be addressed at the March Board meeting. He will hold off on submitting charging documents relating to two resolutions , F-01 (Investment Guidelines) and F-04 (Delinquent Assessments), until the April 2023 Board meeting.

The Committee voted to suspend Roberts Rules other than for voting to allow present Board Members and former Committee Chair Trummel to participate.

**UNFINISHED BUSINESS:**

A discussion of resolution M-01 (Compliance Procedures) and redlines. Committee is to consult with the Architectural Review Committee (ARC) if concerns are raised by the proposed changes, which were incorporated to make the resolution consistent with the October 2022 Maryland HOA Act, § 11B-111.10. With participation of Board Member Horn -- who is the Board Liaison for the ARC Committee – the Committee discussed of role of ARC in review of violations in advance of issuance of second notice by Board. In Section 5.D.3, the Committee discussed changing “authorize” to “recommend” since ARC cannot tell Board to issue a second notice, it can only advise the Board that the need for a second notice has been triggered. The Committee discussed the requirements of the HOA Act regarding notice to the homeowner. Board Member Horn related that ARC was interested in pursuing violations due to complaints about lax enforcement, and the redlines were designed to provide the notice required by the HOA Act.

The Committee discussed the need for the document to better describe the two parallel enforcement paths that are available to the Association – the remediation path that can be pursued by the General Manager and the second notice/hearing/ sanctions path that can be pursued by the Board and for which procedures are set out in the HOA Act. The Committee determined to send the draft back to ARC and (1) recommend requesting review by counsel to ensure consistency with the HOA Act and (2) include revisions, including potentially a simple flow chart, to clarify the parallel track enforcement authority in a way that would be understandable to homeowners. The Committee offered to prepare a proposed flow chart for consideration by ARC.

The Committee determined to table discussion of M-02 (Amenity Policy) until the next Committee meeting.

The Committee discussed a document approved by the Board in 2017 addressing convenience fees. Because this document would be considered by the Board at the March 2023 Board meeting, there was no further work for the Committee on this matter at this time.

A discussion of B-03 (Meetings of Association Members). This resolution would be considered by the Board at the March 2023 Board Meeting for first reading.

A discussion of proposed resolution B-09 (Record Retention). The Committee reviewed draft redlines prepared by Committee Member Kaiser. The Committee discussed the video recording policies of various Committees – some of which record Committee meetings and some of which do not. The Committee determined to propose advising the Board of recording practices “at least yearly” to maximize flexibility in whether to video record Committee meetings. The Committee discussed the need for a question regarding consent for recording, and reviewed the legal opinion of counsel addressing the issue. The Committee discussed the need to recommend that counsel evaluate whether policies on record retention were consistent with Ocean Pines Bylaws (Section 7.01) and the Maryland Home Owners Association Act. The Committee voted to send the draft resolution to the Board with minor changes as discussed and with the question regarding consistency with the Bylaws and Maryland HOA Act.

#### **NEW BUSINESS:**

The Committee tabled discussion of M-09 (Search Committee) until the next meeting of the Committee, as well as all other New Business.

#### **GOVERNANCE DOCUMENT REVIEW:**

The Committee tabled review of the governance document until the next Committee meeting.

#### **MEETING CONCLUSION:**

The meeting was adjourned on a unanimous vote at 3:11 pm.

The next meeting is March 31, 2023.

August Flentje  
Minutes recorder