

By-Laws & Resolutions Advisory Committee
May 12, 2023
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Bob Hillegass, Keith Kaiser, and August Flentje. Also present, Steve Jacobs, Board Director and Board Liaison, Jim Trummel, past Committee Chair, and John Latham, member of the Marine Activities Committee. Board Director Dr. Stuart Lakernick joined via Teams. The chair called the meeting to order at 12:58 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the March 31, 2023 meeting were approved.

PUBLIC COMMENTS: None.

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

CHAIRPERSON'S REPORT: The Chairperson reported that she attended the OPA Directors mtg on April 15, 2023. She requested that the Committee's minutes be added to the Ocean Pines website. She planned to view a replay of the May 20, 2023 OPA Directors Meeting due to a conflict.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs discussed the status of several items that are addressed below in the unfinished business section. He also explained that the Board had reviewed the Committee's recommendations with respect to F-01 (Investment Guidelines and F-04 (Delinquent Assessments) and will not make changes or take no further action.

UNFINISHED BUSINESS:

A discussion of Resolution B-02 (Rules of Order for Board Meetings). The resolution received a first reading at the April 15, 2023 Directors meeting and the Board Liaison planned to move to approve the Resolution at the May 2023 meeting.

A discussion of Resolution B-03 (Meetings of Association Members). The resolution received a first reading at the April 15, 2023 Directors meeting and the Board Liaison planned to move to approve the Resolution at the May 2023 meeting.

A discussion of Resolution B-05 (Conflict of Interest). The resolution received a first reading at the April 15, 2023 Directors meeting and the Board Liaison planned to move to approve the Resolution at the May 2023 meeting. The Board Liaison indicated he would vote against B-05 since it limited public comment to those attending meetings in person.

A discussion of Resolution B-06 (Indemnification Policy). The resolution received a first reading at the April 15, 2023 Directors meeting and the Board Liaison planned to move to approve the Resolution at the May 2023 meeting.

A discussion of Resolution F-01 (Investment Guidelines). This resolution was presented for review at the April 15, 2023 Director's meeting and may receive first reading in May.

A discussion of Resolution F-04 (Delinquent Assessments). This resolution was presented for review at the April 15, 2023 Director's meeting and may receive first reading in May.

A discussion of the document approved by the Board in 2017 addressing convenience fees and that is referred to in some places as F-05. The document has been referred by the Board to the Finance Committee for further review. The Committee Chairperson would check to ensure this is not in the official Book of Resolutions and reach out to the Finance Committee to check on the status.

A discussion of Resolution M-01 (ARC guidelines). ARC was now considering the resolution and input from the Committee.

A discussion of Resolution M-09 (Search Committee). The candidate application form has been fixed, approved by the Board, and placed on the Ocean Pines website. The Board Liaison reported that it was unlikely the Board would further address this resolution this term. The Committee discussed making this an agenda item in October, after the new Board was constituted. In the meantime, Committee member Kaiser offered to draft potential updates to the resolution.

NEW BUSINESS:

A discussion of C-10 (Environment Committee) and M-07 (Bulkhead and Waterway Maintenance). The Committee discussed the fact that review of both resolutions (by the appropriate committees) was overdue. The Chairperson would check on the status with those committees. The Committee discussed the depth requirements of M-07, and the Board Liaison intended to raise this at the May 2023 Board Meeting to see if there was any interest in making changes.

A discussion of M-02 (Amenity Policies). This resolution received a first reading at the January 2023 Board meeting. It was being held while the General Manager prepared a manual on behavior at amenities. Revisions to M-02 may be required to reference this manual. The sanction procedures may also need to be updated pursuant to the 2022 Maryland HOA Act, similar to the pending updates to M-01 (ARC guidelines), although it is not clear if that Act applies to this kind of sanction. The Committee agreed to put off further discussion of this resolution until the June 2023 meeting.

The Committee agreed to discuss B-08 (Board Ethics) at the next meeting.

GOVERNANCE DOCUMENT REVIEW:

The Committee reviewed updates to the governance document. The updated document is attached and will be reviewed at the next committee meeting.

MEETING CONCLUSION:

The meeting was adjourned on a unanimous vote at 3:03 pm.

The next meeting is June 9, 2023.

August Flentje
Minutes recorder