

**MEETING**  
**By-Laws & Resolutions Advisory Committee**  
**April 5, 2019**  
**Administration Building Small Conference Room**

Present: Jim Trummel, Audrey Wahl and Bob Hillegass were in attendance with the addition of Marty Clarke who was attending as a member of the Association. Having a quorum, chair Jim Trummel called the meeting to order at 12:00 PM.

The agenda for the meeting was unanimously approved after the reference to C-02 in Unfinished Business was changed to C-01.

The minutes of the March 7, 2019 meeting were unanimously approved.

**PUBLIC COMMENTS:** None.

**UNFINISHED BUSINESS:**

**Resolution Procedure Brochure:** Jeff Knepper has been working on this activity. His pending appointment to the Board of Directors affects this effort. Further consideration is deferred to the May 3, 2019 meeting.

**Resolution Status:** The status of the following resolutions was discussed for the purpose of determining what action, if any, was needed from the Committee at this time.

**F-02 Annual Budget Development:** This resolution had been discussed at the March 7, 2019 Committee meeting, but action was deferred to this meeting. There are several resolution items that this Committee believes should be addressed now that the annual budget process has been completed:

- a. There have been previous concerns expressed, including from the Board of Directors, regarding the budget approval date in paragraph 6.e being in conflict with Section 5.14(a) of the By-Laws.
- b. This Committee has noted that the provisions of sub-paragraphs 7.a and b regarding budget performance reporting do not match current reporting actions. This includes which officer or staff member makes the reports as well as the content of the reports.
- c. This Committee has deferred a recommendation to amend the Authority paragraph by changing to generic document references rather than specific references. The intention is to avoid having out of date documents if the referenced document is itself amended.

This Committee recognizes that the Board is responsible for the budget process and resolution F-02. The chair will communicate the above F-02 resolution concerns to the president with a recommendation that F-02 be reviewed.

**F-03 Reserves and F-04 Delinquencies:** These resolutions have amendments that were at first reading at the Board meeting of December 2018 and have not had further action. There has been recent contact between a

member of Budget and Finance and this Committee's chair for the purpose of advancing the proposed amendments. No further action is required at this time.

**C-11 Golf Advisory:** This resolution has amendments that were at first reading at the Board meeting of February 2019. This Committee has not been asked to review the proposed amendment and there has not been further review by the Board. The chair will communicate a request for status to the Association president.

**C-01 Committee General:** An amendment to this resolution was at first reading at the Board meeting of December 2018. This Committee has expressed concerns, to the amendment proponent, that the proposed amendment could interfere with effective operation of Association committees. The chair will communicate a request for status to the Association president.

**M-02 Amenities Policies:** This resolution had amendments that were at first reading at the Board meeting of February 2019. This Committee has not been asked for comment and there has not been further action by the Board. The chair will communicate a request for status to the Association president.

**M-09 Search Committee:** This Committee noted that a Search Committee has not been appointed as required by the By-Laws and that the cut-off date is approximately six weeks away. As of this date there is no evidence of search activities such as press releases or calendar events. The candidate application form on the Association website continues to be one superseded by the form approved at the March 9, 2019 Board meeting. The chair will communicate to the Association president recommendations that the Association begun publicizing the candidate process.

**NEW BUSINESS:** Although the agenda did not include new business, the Committee discussed the fact that membership had declined to three members as a result of various events. No specific actions were contemplated, however further consideration of recruiting additional members will continue.

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

The Committee went through the Governance Document Review and added comments that are more detailed than in the past. There will be a continued review of resolutions status in an effort to maintain resolutions up to date. The updated Governance Document Review is attached.

The meeting was adjourned at 1:35 PM on a unanimous vote.

Jim Trummel  
Minutes Recorder

**NOTE: The below highlighted areas denotes the updates/changes made at the 4/5/2019 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 <i>Responsible: Board</i>				
Snow Hill Depository <i>Responsible: Board</i>			Jun-19	
<b>Board Resolutions</b>				
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	
<b>Committee Resolutions</b>				
C-01 Committee General <i>Responsible: Board</i>	5/20/2009	Oct-18	Dec-18	First Board reading was Dec 1998. C-04 provided committee comments in Jan and is waiting for Board action.
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	

**UPDATED COPY - For review at the next C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 5/3/2019 at noon**

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**NOTE: The below highlighted areas denotes the updates/changes made at the 4/5/2019 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 1998. Request for C-04 Committee's review has not been received from C-11 Chair as of 4/5/2019.
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Jul-17	Jul-19	
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	<b>Note: This Committee is no longer active.</b>
C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i>	6/17/2009	Oct-18	Oct-20	
<b>Financial and Budgetary Resolutions</b>				
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 to advise Board President of the confusing budget approval date and make recommendations for a complete review including the reporting provisions.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	12/17/2008	Jul-18	Jul-20	C-04 Committee provided comments and is waiting for the Board's response.
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/17/2009	Jul-18	Jul-20	C-04 Committee provided comments and is waiting for the Board's response.
<b>General and Administrative Resolutions</b>				
M-01 Compliance Procedures <i>Responsible: Board</i>	12/16/2009	Dec-09		<b>Action deferred to the Board of Directors.</b>
M-02 Amenity Policies <i>Responsible: Board</i>	4/30/2015	Apr-15		First Board reading was in Feb. Request for C-04 Committee's review has not been received as of 4/5/2019.
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	
M-06 Elections and Referendums <i>Responsible: Board</i>	4/24/2013	Mar-17	Mar-19	
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	
M-08 Association Manuals <i>(Includes a Total of 8 manuals)</i> <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	<b>Board of Directors is currently working to simplify the language and shorten the content of the Employees Handbook. The status of the remaining manuals is unknown as of the C-04 Committee Meeting on 11/2/18.</b>
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	4/29/2017	Aug-17	Aug-18	Board approved the resolution at the March meeting to revise the Board candidate's application form. As of 4/5/2019 the updated form is not available.

**UPDATED COPY - For review at the next C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 5/3/2019 at noon**

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