

By-Laws & Resolutions Advisory Committee
June 10, 2022
Microsoft Teams

Present: Chair Jim Trummel and Committee members Lora Pangratz, Keith Kaisr, Steve Jacobs and Bob Hillegass. Also, present Josh Davis, OPA Marketing and Public Relations Director. The chair called the meeting to order at 1:00 pm.

the agenda was approved.

The minutes of the May 13, 2022 meeting were approved.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS

Although not an agenda item, the chair asked if there were any comments on the recently concluded By-Laws referendum. The chair will forward to the Board Liaison a question as to whether there is any role the Committee can, or should, fill in implementing or publishing the amended By-Laws.

B-01 (Book of Resolutions): The legal review provision of paragraph 4.d was discussed. There had been a recent circumstance in which the Board approved an amended M-09 (Search Committee), but a subsequent amendment was required because of concerns expressed by counsel. After discussion it was agreed that the chair would draft an amendment to 4.d clarifying the legal review process and submit to the Committee for consideration.

M-06 (Elections and Referendums): Further review of this resolution was deferred until after the current election and annual meeting.

NEW BUSINESS

M-09 (Search Committee): The Committee discussed the recently approved By-Laws amendments concerning the director candidate application process. It was agreed that a post referendum review of M-09 was advisable. The chair will prepare a Charging Document.

Stand-Alone definition: The Committee discussed whether the lack of a specific definition of Sand-Alone in the recent By-Laws referendum was a potential problem that should be addressed. It was decided to seek guidance for the Board Liaison. The chair is to follow-up.

F-04 (Delinquent Assessments): This resolution was due for review in May 2022. After discussion, it was decided that the chair would prepare a Charging Document. The Charging Document will note that there is no indication that the Board has received or reviewed the annual report required in F-04.

B-05 (Conflicts of Interest): The chair will prepare a Charging Document to request review for a determination of whether B-05 meets current Maryland Code requirements and OPA policy.

F-01 (Investment Guidelines): After discussion, it was decided that the chair will prepare a Charging Document that identifies paragraphs 2.a(ii) (extent of specificity required), 2.d (approvals, reviews and reports) and 2.e (delegations) as topics which need attention.

B-02 (Rules of Order for Board Meetings): The Committee has not identified provisions that may require consideration. However, B-02 is overdue for review and a Charging Document will be prepared requesting a review.

M-04 (Maintenance of Lots): The Committee decided to not request a review of this resolution. It is based on a Declarations of Restrictions provision. Unless the DR provision is amended, there is no need to review M-04. The chair will inform the Board Liaison of this decision.

B-06 (Indemnification): The chair will prepare a Charging Document indicating that a review has been overdue since October 2020. A review of Maryland Code provisions, OPA charter provisions and OPA current indemnification policies will be recommended.

The meeting was adjourned on a unanimous vote at 3:20 pm.

Jim Trummel
Minutes recorder