

MEETING
By-Laws & Resolutions Advisory Committee
September 6, 2019
Administration Building Small Conference Room

Present: Jim Trummel, Audrey Wahl, Bob Hillegass and Keith Kaiser were in attendance. Also present were Association President Doug Parks and Association member Jeff Knepper and Greg Ellison of the Bayside Gazette Having a quorum, chair Jim Trummel called the meeting to order at 12:00 PM.

The chair welcomed Keith Kaiser to the Committee.

The agenda for the meeting was unanimously approved after an item was added to New Business to consider the use of “Validate” in the By-Laws provisions regarding election results at Annual Meetings and when the results must go to the Board of Directors.

For record purposes, the chair reported that the minutes of the June 7,2019 meeting had been previously approved by Informal Action.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS:

Resolution Procedures Draft: The current draft of this document was discussed. Revisions were made and it was decided that it would be attached to the committee annual report and proposed as an attachment amendment to Resolution B-01, Book of Resolutions. Distribution of the Procedures was discussed in addition to being an attachment to B-01. President Parks suggested that it could be a topic at a to be scheduled meeting of the Executive Advisory Committee (Board members and Committee Chairs; Resolution C-9)

Annual Report: The current draft of the Annual Report was reviewed and revisions were made as needed. It was decided that a final draft of the report would be prepared, including attaching the Resolutions Procedures and then be held for approval at the October 4, 2019 meeting. The Resolutions Procedures attachment will be separately approved at the same time.

NEW BUSINESS:

Resolution M-02: A first reading at the Board of amendments to this resolution was reviewed. Comments were developed and will be sent by the chair to the Board.

Validation of the Election of Directors: By-Laws Section 4.02.(a) requires that there shall be a validation of the election of directors at the annual meeting. Section 4.02.(b) requires that the Board of Directors shall validate the election of Directors in the event there is not a quorum at the annual meeting or for any other reason the annual meeting is not held. The Association President Doug Parks requested, by email, that the Committee review and comment on the extent

of authority and decision making conferred in these provisions. The email is attached to these minutes.

The Committee discussed the issue in general terms. It was agreed that the input to the president could be expected to go beyond more than one meeting. The chair suggested members consider sources of information that could assist in developing a response. The issue will continue on to the next meeting.

GOVERNANCE DOCUMENT REVIEW: Because of the length of the meeting, consideration of the Government Documents Review was deferred to the next meeting.

The meeting was adjourned at 2:55 PM on a unanimous vote.

Jim Trummel
Minutes Recorder

Re: June Minutes-By-Laws and Resolutions

From: Audrey Wahl (avjwahl@gmail.com)

To: jetlat@verizon.net

Cc: hillegassr@aol.com

Date: Sunday, July 14, 2019, 07:50 PM EDT

Yes...I consent to approval of the June Minutes of the By-Laws & Resolution Advisory Committee.
Many thanks for your due diligence.

Audrey

On Wed, Jul 10, 2019 at 9:43 AM Jim and LouAnn Trummel <jetlat@verizon.net> wrote:

Attached are the minutes of the June committee meeting.

It is proposed that the minutes be approved by unanimous written consent. If so approved, the consent will be filed with the minutes of the next meeting and forward to the Association president.

If you approve the minutes, please indicate your consent in a reply to all to this message.

For the record, I consent to approval of these minutes.

Jim Trummel

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Live simply, love generously, care deeply, speak kindly, and enjoy the ride.

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Re: June Minutes-By-Laws and Resolutions

From: Robert Hillegass (hillegassr@aol.com)
To: jetlat@verizon.net; avjwahl@gmail.com
Cc: hillegassr@aol.com
Date: Wednesday, July 10, 2019, 10:18 AM EDT

Jim,

For the record, I have reviewed and approval of the attached minutes of our June committee meeting.

Bob.

In a message dated 7/10/2019 9:43:50 AM Eastern Standard Time, jetlat@verizon.net writes:

Attached are the minutes of the June committee meeting.

It is proposed that the minutes be approved by unanimous written consent. If so approved, the consent will be filed with the minutes of the next meeting and forward to the Association president.

If you approve the minutes, please indicate your consent in a reply to all to this message.

For the record, I consent to approval of these minutes.

Jim Trummel

Issue for Advisory Committee Review

From: Doug Parks (dparks@oceanpines.org)
To: jetlat@verizon.net
Cc: directors@oceanpines.org
Date: Wednesday, September 4, 2019, 09:24 AM EDT

Jim,

I am referring an issue to the By-laws & Resolutions committee for review and comment. I would like your opinion on the concept of "validate" as it refers to the election process and the recent events from the annual meeting. As I read the term "validate" literally, while it does not specifically state as such, it does infer there is some level of authority and decision making. I have the following questions as I try to piece the logic together.

1. Does "validate" require a vote or is it just a formal acknowledgement by the membership of accepting the results of the election process as carried out by the Elections committee?
2. If there is not a quorum at the annual meeting, does "validate" require a vote at a special meeting or is it just a formal acknowledgement by the Board to accept the results of the election process as carried out by the Elections committee?

My position is if "validate" is nothing more than an acceptance of the results of the election process, perhaps the wording should be changed to more clearly reflect the intent of the overall process.

If "validate" is defined in a more active manner that infers a decision must be made to confirm the results of the election, could one argue that a vote is required? If so, I offer that a Board could vote to not "validate" the election results and thus remain as Directors. I realize there are other sections of the bylaws that would come into play regarding the tenure of a Director that would most likely be argued that those terms supersede the "validate" term. The other aspect of this situation is to attempt to clearly define exactly when a newly-elected person becomes a Director.

I would like to get to a point of a more clear definition of the term "validate" and a determination of when one actually assumes the duties and responsibilities of a Director from your perspective to see if there are any options for us to consider as we mull through this issue. Please advise and thanks in advance for your assistance in the matter.

Doug Parks

President, Ocean Pines Association