

**2020 Annual Report to the Board of Directors**  
**By-Laws & Resolutions Advisory Committee**

**Section 1. Committee Members and Status of Terms:**

<u>Name</u>	<u>Status</u>	<u>Comments</u>
Jim Trummel	2 <sup>nd</sup> term expires 9/24/2021	Chairman
Bob Hillegass	2 <sup>nd</sup> term expires 10/22/2021	
Jeff Knepper	2 <sup>nd</sup> term expires 9/24/2021	
Keith Kaiser	1st term expires 8/31/2022	

**Section 2. Section of Major Activities during Reporting Period 2020:**

1. Proposed resolutions and amendments were reviewed and comments submitted for resolution actions approved by the Board. In particular, this includes amendments to the following:

M-01: CPI violations process (Director Daly)

C-01: Committee action items and minutes (Director Horn)

B-01: Resolutions actions procedures (amendment submitted by By-Laws and Resolutions)

M-06: Elections process amendments, including elections validation (Elections Committee and By-laws and Resolutions)

F-03: New Capital Reserve account (Director Perrone)

2. The Committee submitted a recommended procedure for election validation that is in accordance with the By-Laws and was subsequently incorporated in M-06.

3. Continued the review of Governance Documents, in particular Resolutions.

**Section 3. Problems Encountered and Assistance required:**

Covid-19 has caused a suspension of Committee meetings with the last meeting held March 6, 2020.

**Section 4. Request for items to be included in the next OPA budget:**

Attorney review of governing document or resolution actions may be required. However, there are no specific proposals currently in process.

**Section 5. Recommendations for Board Action:**

1. It is recommended that the Board consider directing a review of the By-Laws. It is now more than 12 years since the current By-Laws were approved at the 2008 Annual Meeting. Potential provisions for review include, but not necessarily limited to:

- a. Annual charge payment status for director candidates (subject of litigation that did not go to conclusion).
- b. Inability to consistently appoint a Search Committee.
- c. Clarification of Informal Action by Directors.
- d. Clarification of Association Secretary responsibilities and authority regarding the director election process and materials.
- e. The term “in good standing” is consistently used within the Association to describe member qualifications for various actions, but not defined.

2. It is recommended that the Board give attention to reports and plans required by Resolutions, including review at open meetings. Included are such reports as required by M-06 (Elections Report), F-04 (Delinquent Assessments Report), and marketing and customer service plans required by M-02. A similar recommendation was made by this Committee in its 2019 Annual Report.

**Section 6. Recommendations for committee work in 2020-2021:**

- 1. Continue the governance document review process to assist in maintaining up to date operating documents.
- 2. Respond to requests from Board for assistance regarding resolutions and governing documents.