

**MEETING**  
**By-Laws & Resolutions Advisory Committee**  
**October 4, 2019**  
**Administration Building Small Conference Room**

Present: Jim Trummel, Audrey Wahl and Bob Hillegass 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 agenda for the meeting was unanimously approved.

**PUBLIC COMMENTS:** None.

**UNFINISHED BUSINESS:**

The chair reported that Committee comments to the M-02 first reading had been forwarded to the Board and first reading originator Frank Daly.

The Resolutions Procedures draft was reviewed and determined to be ready to be included in the 2019 Annual Report. In addition, the draft is to be included in a first reading amendment to Resolution B-01. The chair will prepare the red line draft of an amendment and forward to the Committee liaison for submittal as a first reading.

2019 Annual Report: The draft of the Annual Report was reviewed and approved for forwarding to the Board of Directors.

Election Results Validation (By-Laws Sections 4.02(a) and (b)): A discussion of election results validation/validate topic was conducted. The question becomes whether or not validating the results at the Annual Meeting requires a vote of the members present and, if there is not a quorum at the Annual Meeting, must the Board vote to validate the results at a special Board meeting. This included a review of how other HOA's and local municipalities finalize voting results. Also included in the discussion was a of By-Laws provisions that could be applied in reaching a recommendation regarding the meaning of validate in the By-Laws.

**NEW BUSINESS:**

**M-01/M-10 First Reading:** A first reading of resolutions involving the Resolution M-01 was held at the October 2 Board meeting. Because the Board meeting was just two days prior to this Committee meeting, there was insufficient time for the Committee to prepare a review of the first readings. The possibility of a special committee meeting was discussed. It was decided that the chair would check the availability of meeting space for a special meeting.

The Committee had a general review of media articles with Greg Ellison of the Bayside Gazette.

**GOVERNANCE DOCUMENT REVIEW:** The Governance Document was reviewed and updated. The current resolution status is attached. Revisions from the prior review are color coded.

The meeting was adjourned at 3:00 PM on a unanimous vote.

Jim Trummel  
Minutes Recorder



**NOTE:** The below highlighted areas denotes the updates/changes made at the 10/4/2019 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	8/9/2008	Aug-08	TBD	
<i>Responsible: Board</i>				
Articles of Amendment and Restatement	9/12/2013	Sep-13	TBD	
<i>Responsible: Board</i>				
Declaration of Restrictions				<i>Note: For informational purposes, the OPA has total for 34 of Declaration of Restrictions on file.</i>
<i>Total Number on File 34</i>				
<i>Responsible: Board</i>				
Snow Hill Depository			Jun-19	
<i>Responsible: Board</i>				
<b>Board Resolutions</b>				
B-01 Book of Resolutions	9/16/2008	Jan-18	Jan-20	
<i>Responsible: Board</i>				
B-02 Rules of Order for Board Meetings	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-03 Meetings of Association Members	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-04 Agenda Development for Board Meetings	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-05 Conflicts of Interest	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-06 Indemnification Policy	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-07 Petitions	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-08 Director Ethics & Conduct		Jul-18	Jul-20	
<i>Responsible: Board</i>				
<b>Committee Resolutions</b>				
C-01 Committee General	5/20/2009	Oct-20	May-21	
<i>Responsible: Board</i>				
C-02 Architectural Review Committee	12/17/2008	Apr-18	Apr-20	
<i>Responsible: C-02 Chair</i>				
C-03 Budget and Finance Advisory Committee	11/19/2008	Oct-18	Oct-20	
<i>Responsible: C-03 Chair</i>				
C-04 By-Laws and Resolutions Advisory Committee	12/17/2008	Oct-18	Oct-20	
<i>Responsible: C-04 Chair</i>				
C-05 Clubs (Food & Beverage) Advisory Committee	12/17/2008	Oct-18	Oct-20	
<i>Responsible: C-05 Chair</i>				
C-06 Communications Advisory Committee	12/17/2008	Oct-18	Oct-20	
<i>Responsible: C-06 Chair</i>				
C-07 Strategic Plan Advisory Committee	4/24/2013	Jan-18	Jan-20	
<i>Responsible: C-07 Chair</i>				
C-08 Elections Committee	1/19/2011	Oct-18	Oct-20	
<i>Responsible: C-08 Chair</i>				
C-09 Executive Council Committee	5/20/2009	Sep-17	Sep-19	
<i>Responsible: Board President</i>				
C-10 Environment and Natural Assets Advisory Committee	5/20/2009	Mar-19	Mar-21	
<i>Responsible: Chair C-10</i>				

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**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 2018. Request for C-04 Committee's review has not been received from C-11 Chair as of 5/3/2019. <i>C-04 Chair has request status from BOD President.</i>
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Jul-17	Jul-19	Reviewed by C-12, C-04 Committee is waiting for the pending review date.
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	<i>Note: This Committee is no longer active.</i>
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 has advised Board President of the confusing budget approval date and made recommendations for a complete review including the reporting provisions.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	12/17/2008	Jun-19	Jun-21	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/17/2009	Jun-19	Jun-21	C-04 Committee is waiting for the required Delinquency Report.
<b>General and Administrative Resolutions</b>				
M-01 Compliance Procedures <i>Responsible: Board</i>	12/16/2009	May-19	May-20	Board of Directors performed first reading on 10/2/2019. Suggested recind M-01 in its entirety, replace with M-10 and revise M-02 and C-02. The C-04 Committee will review and advise.
M-02 Amenity Policies <i>Responsible: Board</i>	4/30/2015	Apr-15		C-04 Committee reviewed at the 9/6/2019 meeting and provided suggested changes.
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	Board President advised in his 6/2/2019 email this will be forwarded for review by the Board.
M-06 Elections and Referendums <i>Responsible: Board</i>	4/24/2013	Mar-17	Oct-20	C-04 Established new review date for the Board after their August 2019 Meeting.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	Board President advised in his 6/2/2019 email this will be forwarded for review by the Board.
M-08 Association Manuals (Includes a Total of 8 manuals) <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	C-04 Chair has placed this on hold until after the August Board Elections.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	5/29/2019	May-19	Jul-20	