

By-Laws & Resolutions Advisory Committee
December 8, 2023
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Pam Ferinde, and August Flentje (via Teams). Steve Jacobs, Board Director and Board Liaison, was present. Bob Hillegass, past Committee member, participated. Jim Trummel, past Committee Chair, participated via Teams. The chair called the meeting to order at 1:02 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the November 10, 2023 meeting were approved.

PUBLIC COMMENTS: Jim Trummel provided comment on M-04 (Maintenance of Lots). This concerns overgrown grass and are exceptions from the normal violation process to get grass cut. The draft does not explain its purpose – which according to notes is to refer this process into the more general violation process of M-01. Jim’s suggestion is to simply rescind M-04 so that overgrown grass issues would be handled under M-01.

The Committee suspended Roberts Rules other than for voting to allow non members to participate in discussion.

CHAIRPERSON’S REPORT: The Chair attended in person the OPA Directors meeting on November 18, 2023. She Emailed OPA staff to add approved minutes from October meeting. She also emailed committees to notify them that their governing resolution is due for review. She attended the Ocean Pines Work Group for the Spring Kick-Off Expo. Expo working group meetings were held on 11/8/23 and 11/27/23.

BOARD LIAISON’S REPORT: Board Liaison Steve Jacobs reported that the Budget and Finance Committee believe the resolution addressing convenience fees should be given a number and added to the book of resolutions. The Budget and Finance Committee believes establishing the fee was a policy decision for the Board, while setting the fee amount is an operations matter for the General Manager. Discussion of the appropriate number, likely F-06. Mr. Trummel expressed the view that this was a financial manual document, not a resolution. Committee Member Kaiser made a motion to advise Budget and Finance that we do not think the document is a Resolution, but an operating policy. If it is meant to be a resolution, it does not reflect signatures or passage as a resolution. Board Liaison suggested we also tell Budget and Finance that if they think it should be in the Book of Resolutions, they would need to draft and present to the Board for a first reading. The motion was approved.

UNFINISHED BUSINESS:

A discussion of M-06- (Elections and Referendums Procedures). There is no action for this Committee at this time, as the Elections Committee is working on draft resolutions.

The Committee discussed that there remains an opening available for the By Laws committee as of November 2023.

The Committee discussed C-06 (Communications) – The Communications Committee recommends no changes to its governing resolution.

The Committee discussed C-07 (Strategic Planning), C-12 (Marine Activities), C-13 (Recreation and Parks). There are no updates from those committees on whether updates are required to their governing resolutions. The Committee discussed the under the review process, after thirty or sixty days (when there is no acknowledgment), we can assume that no updates are needed. The Committee discussed attaching the resolution review process document to B-01 given the importance of this process.

The Committee discussed M-01 (Compliance Procedures) – This resolution received a second reading and was passed at November 18, 2023 meeting. Some updates were made responding to the comments from our committee.

The Committee discussed M-09 (Search Committee) and B-01 (Book of Resolutions) – The Committee has no updates on the status of these resolutions.

NEW BUSINESS:

- The Committee discussed the Ocean Pines Work Group Committee studying the possibility of an OP Kick-Off Expo to create an “Ocean Pines Day” and details of a potential event. Discussion of how our committee can participate, including whether to host a table at the event.
- A discussion of M-04 (Maintenance of Lots). Amendments to this resolution received a first reading at the November 2023 Directors’ meeting. The committee discussed whether M-04 intends to maintain faster procedures for addressing grass growth, and if it needs an express reference to using M-01 procedures, including the procedures that allow a 2/3 majority of the Board to enter property to maintain property if needed. The Board Liaison will provide a recommendation to the Board that there be an express reference to the applicable 2/3 majority procedures for entry onto a lot for maintenance.

GOVERNANCE DOCUMENT REVIEW: The Committee reviewed the governance document. The updated governance document that reflects this review is attached to these minutes.

MEETING CONCLUSION:

The meeting was adjourned on a unanimous vote at 3:36 pm.

The next meeting is January 12, 2024.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 1/12/2024 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>	5/14/2021	May-22	May-24	
Articles of Amendment and Restatement <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions <i>Total Number on File 33 Responsible: Board</i>				<i>Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.</i>
Snow Hill Depository <i>Responsible: Board</i>			TBD	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	1/4/2020	Feb-23	Apr-25	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Jul-23	Jul-25	
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	1/27/2018	Jan-23	Jan-25	
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Mar-23	Mar-25	
B-08 Director Ethics & Conduct <i>Responsible: Board</i>	7/27/2018	Jul-18		This Resolution was deleted by the Board at the 6/16/21 meeting.
Committee Plus Two Board Resolutions				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Sep-20	Sep-22	4/11/22 C-04 Chair advised resolution was discussed at the 3/25/22 Executive Council Mtg. A subcommittee was formed to propose amendments. No timeframe for proposal was established. At the 7/15/22 meeting the C-04 Committee will review this resolution and forward any suggested changes or recommendations, in a Charging Document, to the Board Liaison. 7/15/22, C-04 Chair will issue a Charging Document to the Board Liaison, to remind the Board that this resolution is due for review in September 2022. 9/16/22, New Board Liaison to submit charging document at a Board Mtg. for approval or comments . 12/16/22, Awaiting Board Charge for redline document from Executive Council work group. 1/13/23, C-04 Chair to discuss with EC Chair 2/10/2023, Charging document created to ask about annual Resolution review inclusion in the annual report. Awaiting BOD feedback.
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	Jul-22	Jul-24	
C-03 Budget and Finance Committee <i>Responsible: C-03 Chair</i>	11/20/2021	Nov-21	Nov-23	CO4 Chair to notify CO3 Chair

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By-Laws and Resolution Advisory Committee

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C-04 By-Laws and Resolutions Committee <i>Responsible: C-04 Chair</i>	9/15/2021	Oct-23	Oct-25	
C-05 Clubs (Food & Beverage) Committee <i>Responsible: C-05 Chair</i>	10/20/2018		N/A	<i>This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.</i>
C-06 Communications Committee <i>Responsible: C-06 Chair</i>	9/15/2021	Nov-23	Nov-25	
C-07 Strategic Plan Committee <i>Responsible: C-07 Chair</i>	1/27/2018	Sep-23	Sep-25	C-04 received no response from C-07 regarding our requests for them to review their Resolution on 11/10/2023. C04 changed the last review date from Sep of 2023 to Sept of 2025.
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	10/10/2018	Apr-22	Apr-24	
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Jan-23	Jan-25	
C-10 Environment and Natural Assets Committee <i>Responsible: Chair C-10</i>	10/27/2017	Mar-21	Mar-23	11/10/2023, C04 Chair notified C10 Chair
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Jul-22	Jul-24	
C-12 Marine Activities Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Dec-23	Dec-25	
C-13 Recreation and Parks Committee <i>Responsible: C-13 Committee Chair</i>	10/10/2018	Oct-23	Oct-25	C-04 received no response from C-13 regarding our requests for them to review their Resolution on 11/10/2023. C04 changed the last review date from October of 2023 to October of 2025.
C-14 Racquet Sports Committee <i>Responsible: C-14 Committee Chair</i>	12/19/2020	Jul-23	Jul-25	
C-15 Aquatics Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Jul-22	Jul-24	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-23	May-24	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	May-23	May-24	
F-05 Abatement of Annual Charges <i>Responsible: Board</i>				This resolution was rescinded by the Board on March 28, 2015
F-XX Convenience Fee Resolution <i>Responsible: Board</i>				3/18/23, BOD returned to Budget and Finance committee for further consideration 5/12/2023, C4 Chair to determine if already filed in official Book of Resolutions 9/8/2023; C03 considering the issue 12/8/23; C-04 advised the B&F committee that it did not recommend the document be converted into a Resolution, but rather include in the Financial Policy manual.
General and Administrative Resolutions				
M-01 Compliance Procedures	1/4/2020	Nov-23	Nov-25	

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<i>Responsible: Board</i>				

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M-02 Amenity Policies <i>Responsible: Board</i>	11/2/2019	Nov-19	Nov-21	7/15/22, Committee reviewed the red line copy and made suggested changes. Board Liaison will submit changes to the Board for first reading. C-04 Committee will review document after first reading is approved. 8/19/22, On hold until the disputed court issued is resolved. 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. NOTE: In addition to the any changes made by our attorney, our Committee need to make our Board Liaison aware so that other issues in the Charging Document are not missed when M-02 is updated. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison submitted for Jan BOD meeting for 1st reading 1/27/2023, 1st Reading completed at Directors mtg on 1/21/23, Redlines distributed for review prior to 2nd reading. 2/10/2023, Work onhold by BOD pending further considerations 2/24/2023, 1st Reading completed at 1/21/23 BOD meeting. 5/12/2023, C4 Liaison indicated Board tasked GM to create a manual to address processes. Awaiting BOD confirmation to delete or modify this resolution
M-04 Maintenance of Lots <i>Responsible: Board</i>	5/19/2020	Feb-10	Feb-24	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	Mar-23	Mar-25	
M-06 Elections and Referendums <i>Responsible: M-06 Chair</i>	2/5/2020	Jun-23	Jun-25	6/17/23, BOD 2nd Reading complete. Approved with changes. 11/10/2023; C04 Chair contacted M06 Chair regarding possible changes.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: C12 Chair</i>	6/16/2010	May-23	May-25	
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</i> <i>Responsible: Board</i>	7/20/2011	Feb-23	Feb-25	
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	3/23/2022	Mar-22	Mar-24	8/19/22, C-04 Committee has not received the M-09 report for the 2022 election. Board Liaison will see if the 6/30 report has been issued and advise C-04 Committee at the 9/16 meeting 9/16/22 New Board Liaison to review recent changes in the Bylaws, at a Board Mtg, that necessitate changes to this resolution in order to obtain consistency with the Bylaws. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to reengage with BOD 3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading. 5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes. 10/13/2023; C04 BOD Liaison to discuss with BOD