

**By-Laws & Resolutions Advisory Committee**  
**February 10, 2023**  
**Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Bob Hillegass, Keith Kaiser, Pam Ferinde, and August Flentje. Also present, Steve Jacobs, Board Director and Board Liaison, and Jim Trummel, past Committee Chair. The chair called the meeting to order at 1:01 pm. Roberts Rules were suspended for the meeting other than for voting to allow former Committee Chair Trummel to participate.

**APPROVAL OF AGENDA:** The agenda was approved.

**APPROVAL OF MINUTES:** The minutes of the January 27, 2023 meeting were approved.

**PUBLIC COMMENTS:** None.

**CHAIRPERSON'S REPORT:** The Chairperson reported that she requested to reserve the Grey Room and teams links for meetings on February 10, February 24, and March 31, and to remove the April 6 meeting from the schedule. She corresponded with the Board Liaison, General Manager, and Board President regarding ensuring that up to date records are in the Worcester County repository in Snow Hill. The Chairperson also attended OPA training for Committee Chairs on February 9, 2023.

**BOARD LIAISON'S REPORT:** Board Liaison Steve Jacobs advised that Resolution M-06 (Elections) was approved but not yet placed in the Book of Resolutions. There was discussion rather how to ensure resolutions were included in the Book and filed with Worcester County in the HOA repository pursuant to the HOA Act, § 11.b.106.1. Steve also advised that the Board was considering different ways to address changes to M-02 (Amenities), and staff would prepare a draft manual for review. It need not be considered at this time by the Committee.

**UNFINISHED BUSINESS:**

A discussion of resolution B-01 (Book of Resolutions). The Committee reviewed a revised draft with updated language. The Committee discussed clarifying the requirements for annual committee reports to include the requirement of considering the need for updating governing resolutions, as discussed in the B-01 Attachment, Resolution Amendment Procedures, § 1.a). Committee member Kaiser proposed to draft a charging document to address that issue, which did not require changes to B-01. The Committee approved the revised language in B-01 and the Board Liaison will present the revised language to the Board.

A discussion of resolution B-03 (Meetings of Association Members). The Committee reviewed redlines addressing virtual participation. The Committee determined to hold this for discussion at the February 24, 2023 meeting.

## **NEW BUSINESS:**

A discussion of proposed B-09 (Record Retention). The Committee discussed a draft resolution prepared by Committee Member Kaiser, following the guidance of the Board. The Committee discussed the fact that this resolution was not designed to determine when a Board or Committee meeting must be recorded, but only the retention policy if it was recorded. The Committee discussed whether the retention policy for Board minutes was consistent with the HOA Act. The Committee determined to make some edits to the proposal and provide questions to the Board in a draft with questions that could be reviewed at the next Committee meeting and then sent to the Board.

A discussion of M-08 (Association Manuals). The Committee reviewed a draft redline of M-08. The Board Liaison determined to check whether the Financial Procedures manual should be included in paragraph 6 and 7. The Committee voted to approve this draft resolution to be presented to the Board, either with or without the reference to the Financial Procedures manual. Committee Member Kaiser planned to fix the formatting of the draft redline.

The Committee discussed a document approved by the Board in 2017 addressing convenience fees. The Committee determined to prepare a draft charging document to ask the Board if this is a part of the financial management policy manual, or is a resolution that needs to have a control number and to be placed in the Book of Resolutions.

## **GOVERNANCE DOCUMENT REVIEW:**

The Committee reviewed updates to the governance document. The updated document is attached and will be reviewed at the next committee meeting.

## **MEETING CONCLUSION:**

The meeting was adjourned on a unanimous vote at 3:28 pm.

The next meeting is February 24, 2023.

August Flentje  
Minutes recorder