

Approved 3/10/23

By-Laws & Resolutions Advisory Committee
February 24, 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 1:03 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 February 10, 2023 meeting were approved with meeting date corrected.

PUBLIC COMMENTS: Former Committee Chair Trummel made public comments, recommending that the Board and Committee put a draft designation and date of draft in the header/footer to ensure version control for proposed resolutions.

CHAIRPERSON'S REPORT: The Chairperson reported that she requested that Committee agenda, minutes, and videos be added to the Ocean Pines web site, and they have been added. She discussed the need to remove blank video time before the Committee meetings are called to order. The Chairperson also reported that she signed the official, clean copy of C-04 (By-Laws and Resolutions Advisory Committee). She reported that she attended the Directors' meeting on February 18, 2023.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs advised that he prepared and submitted motions on three resolutions – M-05 (Animal Control); B-07 (Petitions); and F-03 (Financial Reserves) – which received first reading at the January 2023 Board meeting and were ripe for Board action at the March meeting. At the March meeting, he would present charging documents for first reading of three draft resolutions, B-02 (Board Meetings); B-05 (Conflicts); and B-06 (Indemnification)

UNFINISHED BUSINESS:

A discussion of resolution B-01 (Book of Resolutions). The resolution received a second reading at the February 18, 2023 Board meeting and was approved.

A discussion of M-08 (Association Manuals). The resolution received a second reading at the February 18, 2023 Board meeting and was approved.

A discussion of B-03 (Meetings of Association Members). The Committee reviewed the redline produced by legal counsel. The Committee discussed the requirements of Maryland law requiring consent for audio recordings – including the fact that Association Members may object to recording meetings, but are entitled to participate. The Committee discussed the possible need

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for a policy addressing meeting recordings, which B-03 did not address. The Committee also discussed the method for ensuring meeting participants are Association Members. The Committee discussed making one edit to the draft to reference meetings of “Association Members” rather than meetings of “the Association.” The Committee approved sending the draft to the Board for a new first reading given changes to the Board since the prior First Reading in 2022, with the following changes: (1) the edit changing the reference to “Association Members”; (2) a “draft” designation and date of the draft; and (3) accompanying notes on the history of the development of this draft resolution.

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 and with edits that followed the February 10, 2023 Committee meeting. The Committee discussed whether the proposed resolution was consistent with the Ocean Pines Bylaws (Section 7.01) and the Maryland Home Owners Association Act, and recommended Board consultation with counsel. The Committee thought it unlikely the Bylaws or HOA Act addressed videos, but they may address preservation of minutes. The Committee discussed the cost of maintaining videos of meetings. The Committee discussed sending the draft for first reading together with questions for the Board. Committee Member Kaiser intends to make further edits and draft questions for review, which the Committee would review at their next meeting.

The Committee discussed a document approved by the Board in 2017 addressing convenience fees. The Committee discussed sending a charging document to the Board to determine if this is a financial policy rather than a resolution, which seemed likely.

The Committee discussed M-01 (Compliance Procedures). The Committee discussed the charging document asking the Committee to review a draft resolution with redlines and raise issues with the ARC Committee. The Committee will review at the next meeting.

The Committee discussed M-02 (Amenity Policies). The Board Liaison reported that the General Manager was producing a draft manual and there was no action for the Committee at this time.

The Committee discussed M-09 (Search Committee). The Committee discussed the need to locate a charging document.

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:

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The meeting was adjourned on a unanimous vote at 4:02 pm.

The next meeting is March 10, 2023.

August Flentje
Minutes recorder