

By-Laws & Resolutions Advisory Committee
February 9, 2024
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser, and Pam Ferinde. Steve Jacobs, Board Director and Board Liaison, was present. August Flentje was excused. Guests included Jim Trummel, past Committee Chair, Camilla Rogers, applicant to the Committee, Tom Piatti, Chair of the Elections Committee, and George Alston, Association Member. The chair called the meeting to order at 1:04 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the January 12, 2024 meeting were approved.

PUBLIC COMMENTS: None.

CHAIRPERSON'S REPORT: Chairperson Pangratz reported that she attended virtually the OPA Directors mtg. on January 20, 2024. She took action to get approved December minutes on the web site. She attended the Ocean Pines Work Group for the Spring Kick-Off Expo. Committee meeting on January 22, 2024. She will attend the next mtg on Tues. Feb. 6th and turn in the completed application for our committee to have a table at the event scheduled for April 20th. She responded to email from the Elections Committee Chairperson Tom Piatti and invited him to attend this meeting. She also received application for the vacancy on the By-Laws committee from Linda Martin. She spoke with applicant and invited her to attend the 2/9/24 By Laws mtg as a guest. She will sign the application and have the Board Liaison sign the application. It will then be added to the Feb. Directors mtg agenda for approval.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs submitted a form of B-08 (Board Ethics) for first reading at the February 2024 meeting. He thinks there is some strong opposition to the draft as written but there may be other options. Committee Member Ferinde observed that the Maryland HOA Act provides no standard for ethics, which calls for the need for a resolution for Ocean Pines.

UNFINISHED BUSINESS:

Opening available for By-Laws committee. The application for Camilla Rogers has been endorsed and sent for consideration by the Board.

A discussion of C-03 (Budget and Finance). The governing resolution for the Budget and Finance needs corrected numbering, but that Committee needs to propose the changes to fix.

A discussion of C-07 (Strategic Planning). The Planning Committee has approved its governing resolution with no recommended changes.

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

NEW BUSINESS:

The Committee discussed M-06 (Election procedures). Tom Piatti is attending to answer any questions from the Committee. Association Member Trummel expressed concerns that the changes did not adequately create procedures for a count performed by a contractor at a remote location. They were designed by a local, in-house count. Mr. Piatti explained the approach for the resolution. He described his history working on various Committees, and the problems that occurred in 2022 due to the incorporation of on-line voting. On-line voting does not have a counting process or paper trail. Previously, a local contractor would print and mail ballots to around 8500 people. They would be kept by the contractor, delivered to Ocean Pines, and scanned by a contractor. The scanning was observable. If there was a conflict, the Elections Committee would look at the ballot and decide if it was a valid vote for manual tabulation. In 2022, Ocean Pines ran the equipment, and there was a 940 vote “overcount” – i.e., more than were physically turned in were counted as votes. The Elections Chair could not compile results given the overcount, and performed a recount. The vote was finalized after the recount. The Committee resigned given the problems. The new committee investigated the problem, and determined that there was bad software for conducting the count. The Committee also determined that it was a bad idea to have Ocean Pines people do the count. Contractors existed to handle these kinds of votes by HOAs and corporations (such as Choptank Electric). In 2023, there was no on-line voting. In 2022, multiple property owners got just one ballot, which was a mistake. They found Election Trust, a company that knows how to do voting, and they had an observable count. The only problem was that they were on the west coast. And they violated the contract by mailing ballots late. In 2023, there were more voters, which was good. They are now looking at different companies. There are companies on the east coast who can do this work and also do an online vote, but can’t do an observable count. The Committee made changes to allow the use of a reliable, east coast contractor – therefore, they made the observable count optional.

Mr. Piatti continued noting that the by-laws require the Election Committee to supervise the count. They concluded that this does not require the immediate presence of the Committee during the counting, but does require supervision. Without the change, on-line voting is not possible – such a count cannot be “observable.” He identified many issues with the old voting system and the contract. The Committee and Board thought the 2023 election went quite well, other than being late.

Mr. Piatti explained that a re-count would be observable and live. Mr. Alston explained the method of doing a recount under the new system – it would be by hand after the ballots are returned by Election Trust.

The Committee then reviewed the redline. Member Kaier proposed setting out two separate sections to differentiate an internal count from a count performed by a contractor. Concerns were expressed about not requiring an observable count by contractors. Mr. Piatti explained that if an owner submits two ballots – one on line and one on paper- - the first submitted would be counted.

The Committee discussed C-01 (Committee General) and B-01 (Book of Resolutions). These are not pressing matters, but there are questions regarding whether this Committee should review and update these revisions. Board Liaison Jacobs indicated that the first step for any changes on C-01 would be a First Reading with the Board, which was looking at some minor changes.

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 adjourned at 2:52 pm.

The next meeting is March 8, 2024.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 2/09/2024 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 Total Number on File 34 <i>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. 2/9/24: C04 Liaison to resubmit to BOD
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	Jan-24	Jan-26	1/31/24 C03 Approved as-is

By-Laws & Resolution Advisory Committee's - Governance Document
Definition and Procedures for Updating the Committee's Governance Document
Approved: December 3, 2021

Purpose of the Governance Document Form:

This form was designed by the By-Laws and Resolutions Advisory Committee for the committee's use to ensure that all resolutions are reviewed on a timely basis and in a consistent manner.

Definitions and Procedures are as follows:

- 1). The "**Effective Date**" is the date published for each Resolution in the "**Book of Resolutions**". This is the official Board meeting date on which any new Resolution was established, or changes made to an existing Resolution were approved, i.e.: "**Adopted by the Board of Directors**". This date should always be updated on our Governance Document. Any approved resolutions that are in the signature cycle will contain that date.
- 2). The "**Last Review Date**" and the "**Effective Date**" may normally be the same dates. This applies whenever the Board approves either a new Resolution or approves changes to an existing Resolution.
 - 2.a). The exception to Item 2 above, is when the responsible "entity" has advised the By-Laws and Resolutions Advisory Committee that they have reviewed their resolution and no changes are required. In that case, the new "**Last Review Date**" will then be the meeting date when the By-Laws and Resolutions Advisory Committee reviewed that request and updated the Governance Document.
- 3). The "**Scheduled Review Date**" is normally 24 months from the date that the Resolution was last reviewed by the responsible "entity". The exceptions are the following resolutions: F-02, F-04, M-01 and M-06. They are to be reviewed every 12 months. This date should be determined by adding (either 12 or 24 months) to last published "**Last Review Date**".
- 4). The "**Scheduled Review Processes**".
 - A). To assist the responsible "entity" in reviewing their resolutions, the By-Laws and Resolutions Advisory Committee will review their resolution prior to notifying them. The goal of our committee will be to see if there are any reasons to question any provisions and include that information in our notification to them. The C-04 Chair will then advise either the responsible Committee Chair, in the case of a Committee Resolution, or the Board Liaison, in the case of a Board Resolution, that the resolution is due for review along with any comments we may have.
 - B). In the case of a committee resolution, if no response is received within 30 days from the above request (Item A), the By-Laws and Resolutions Advisory Committee Chair will issue a second request to the Committee Chair, with copies to both that Committee's Board Liaison and our Board Liaison. This second request will inform them of the importance of the resolution review process and advise them if no response is received within 30 days, we will consider the lack of response as their authorization for our committee to consider their review process completed. The By-Laws and Resolutions Advisory Committee will then at their next scheduled meeting update the Governance Document. The new "**Last Review Date**" will be that meeting date and the next "**Scheduled Review Date**" will be determined as listed above in Item 3.
 - C). In cases where an acknowledgement is not received within 60 days from the responsible "entity" that their review process has been conducted, the following notation will be placed in the **Comments Section** of the Governance Document form. A sample of that notation to be placed in the comments section is as follows:
*"C-04 received no response from C-07 regarding our request(s) for them to review their Resolution.
On 9/17/21, C-04 changed last review date from Jan-18 to Sep-21 and scheduled the next review date."*
 - D). In the case of a Board responsible resolution, the C-04 Chair will continue to follow-up with the Board liaison until we get an appropriate response.
 - E). One of our committee's goals is to keep all committee resolutions up to date, but the Board resolutions are operating or policy procedures requiring a closed loop on review requests.