

By-Laws & Resolutions Advisory Committee
January 12, 2024
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser, and August Flentje. Steve Jacobs, Board Director and Board Liaison, was present. John Dilworth, Chair of the ARC Committee, attended. Bob Hillegass, past Committee member, attended. Jim Trummel, past Committee Chair, participated via Teams. The chair called the meeting to order at 1:01 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the December 8, 2023 meeting were approved.

PUBLIC COMMENTS: Jim Trummel provided comment on the draft ARC guidelines being reviewed by the Committee. He expressed concerns about how the draft guidelines addressed political signs. He suggested that the Board should be reminded of legal advice relating to this issue provided in 2014. He indicated that he thought the guidelines should take account of early voting. Mr. Trummel also provided comment on M-06 (Elections Procedures). He expressed concern that M-06 required a comprehensive review given changes in election procedures, including the use of an election contractor to count ballots. He expressed concern that the changes proposed in Attachment A were insufficient to address all the issues relating to the use of contractors. He indicated that if there is electronic voting while paper ballots are also used, a process is essential to ensure that only one vote comes from each lot.

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

CHAIRPERSON'S REPORT: Chairperson Pangratz reported that she attended in person the OPA Directors mtg. on December 16, 2023. She ensured that Committee materials made it onto the web site. She attended the Ocean Pines Work Group for the Spring Kick-Off Expo. Committee meeting on Dec. 18, 2023. She contacted the following Committees regarding their governing resolutions to check on updates:

- Budget and Finance, which reported it will add it (C-03) to their agenda at their next meeting.
- Strategic Planning, which reported that it will provide an update after its Jan. 25 meeting.
- Recreation and Parks, which reported that it recommends no changes to its resolution.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs reported that the Board conducted a budget review on January 11, 2024 and a budget package was being prepared for the February 2024 Board meeting. He reported that he expected more extensive changes and review of M-06 (Election Procedures).

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-12 (Marine Activities). The Committee reported on December 20, 2023 that no update to its resolution was required at this time.

The Committee discussed C-03 (Budget and Finance), C-07 (Strategic Planning) and C-13 (Recreation and Parks). As the Chairperson discussed in her report, the Committee would need to wait for updates from the respective committees on C-03 and C-07, and that C-13 required no changes at this time.

NEW BUSINESS:

The Committee decided to discuss C-01 (Committee General) at the next meeting.

The Committee discussed the draft changes to the ARC Guidelines. The Committee discussed the importance of consulting with outside counsel regarding changes to the sign regulations. Board Liaison Jacobs discussed the need to address write-in candidates in the provision addressing candidate signs. Committee Member Kaiser presented the Committee with written comments regarding the ARC Guideline changes. He addressed concerns that the various Declarations of Restrictions contained limitations that were not consistent with ARC Guidelines, or Guidelines that did not reflect current practice, such as short-term rentals, which the Guidelines may not permit. The Committee discussed the different processes for changing ARC Guidelines and Declarations of Restrictions, and how the DRs provided authority for the ARC to issue guidelines to maintain the quality of Ocean Pines. The Committee discussed the Guidelines provisions allowing entering property to remove improper signs – 600.4.A – which seemed inconsistent with M-04, which set out detailed procedures for entering property. The Committee discussed issues relating to the regulation of flags, including campaign flags, and signs placed in windows. The Committee discussed Section 100.1.D.1, which limits owners from doing “do it yourself” renovation projects without adequate training, and discussed how that would be reviewed. John Dilworth discussed some of the proposed changes and the purpose for making various edits.

The Committee discussed M-06 (Election Procedures). The Committee discussed the fact that the proposed changes would likely receive a first reading at the January 2024 Board meeting. The Committee discussed our limited role – to review redlines, and not draft provisions to address issues we think the Election Committee should address. But the Board Liaison indicated it would be appropriate to flag issues that should be addressed. The primary issue was concerns that the revisions do not adequately address the use of contractors for conducting Board elections.

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 upon the departure of Mr. Kaiser (and loss of a quorum) at 3:00pm.

The next meeting is February 9, 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 Total Number on File 34 <i>Responsible: Board</i>				Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.
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 notified CO3 Chair

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By-Laws and Resolution Advisory Committee**

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C-04 By-Laws and Resolutions Committee Responsible: C-04 Chair	9/15/2021	Oct-23	Oct-25	
C-05 Clubs (Food & Beverage) Committee Responsible: C-05 Chair	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 Responsible: C-06 Chair	9/15/2021	Nov-23	Nov-25	
C-07 Strategic Plan Committee Responsible: C-07 Chair	1/27/2018	Jan-24	Jan-26	
C-08 Elections Committee Responsible: C-08 Chair	10/10/2018	Apr-22	Apr-24	
C-09 Executive Council Committee Responsible: Board President	5/20/2009	Jan-23	Jan-25	
C-10 Environment and Natural Assets Committee Responsible: Chair C-10	10/27/2017	Mar-21	Mar-23	11/10/2023, C04 Chair notified C10 Chair
C-11 Golf Advisory Committee Responsible: C-11 Committee Chair	5/2/2020	Jul-22	Jul-24	
C-12 Marine Activities Committee Responsible: C-12 Committee Chair	5/20/2009	Dec-23	Dec-25	
C-13 Recreation and Parks Committee Responsible: C-13 Committee Chair	10/10/2018	Oct-23	Oct-25	
C-14 Racquet Sports Committee Responsible: C-14 Committee Chair	12/19/2020	Jul-23	Jul-25	
C-15 Aquatics Committee Responsible: C-15 Committee Chair	10/10/2018	Jul-22	Jul-24	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines Responsible: Board	3/24/2016	May-23	May-24	
F-02 Annual Budget Development Responsible: Board	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts Responsible: Board	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments Responsible: Board	6/1/2019	May-23	May-24	
F-05 Abatement of Annual Charges Responsible: Board				This resolution was rescinded by the Board on March 28, 2015
F-XX Convenience Fee Resolution Responsible: Board				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. Returned to B&F.
General and Administrative Resolutions				
M-01 Compliance Procedures Responsible: Board	1/4/2020	Nov-23	Nov-25	

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Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
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, C04 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	Dec-23	Dec-25	
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. 1/12/23: C04 briefly reviewed redlines. Felt there was more work that needed to be done, deferred to next meeting.
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