

By-Laws & Resolutions Advisory Committee
March 31, 2023 [April 6 meeting rescheduled]
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, Dr. Colette Horn, Board Member, and Jim Trummel, past Committee Chair. The chair called the meeting to order at 1:00 pm.

APPROVAL OF AGENDA: The agenda was approved.

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

PUBLIC COMMENTS: None.

The Committee voted to suspend Roberts Rules other than for voting to allow present Board Members and former Committee Chair Trummel to participate.

CHAIRPERSON'S REPORT: The Chairperson reported that she attended the OPA Directors mtg on March 18, 2023. Spoke as an individual during public comment about B-09 and recommend a video retention policy longer than 2 months. She requested that the Committee's minutes be added to the Ocean Pines website. She also attended the Volunteer Recognition Dinner on 3/23/23 at Yacht Club and named/thanked all committee members and board liaison.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs reported that he would present B-03 (Association Meetings) to the Board at the April meeting for first reading. He indicated that the Board may also consider B-09 (Record Retention). He reported that Ocean Pines counsel had reviewed and provided comments on B-05 (Conflicts) and B-06 (Indemnification Policy). He reported that he attended the recognition dinner.

UNFINISHED BUSINESS:

A discussion of B-07 (Petitions). This resolution received a second reading and was approved by the Board at the March 18, 2023 Board meeting.

A discussion of F-03 (Financial Reserve Accounts). This resolution received a second reading and was approved by the Board at the March 18, 2023 Board meeting.

A discussion of M-05 (Animal Control). This resolution with revisions received a second reading and was approved by the Board at the March 18, 2023 Board meeting.

A discussion of B-02 (Rules of Order for Board Meetings). This resolution was discussed at the March 18, 2023 Board meeting

A discussion of B-03 (Meetings of Association Members). This resolution was discussed at the March 18, 2023 Board meeting. A first reading will be scheduled for the April Board meeting.

A discussion of B-09 (Video Recordings and Record Retention Policy). A first reading was completed at the March 18, 2023 Board meeting and it was being forwarded to counsel for review. The Committee Liaison will bring it to the Board with a motion to approve at the April 2023 Board meeting.

NEW BUSINESS:

A discussion of resolution M-01 (Compliance Procedures) and redlines. Board Member and ARC Committee Liaison Collette Horn explained that limited changes were made in response to the Committee's comments. The ARC Committee made clerical fixes and added clarification in the Step 3 process. She indicated that the ARC committee changed the name of the hearing to an "appeal" hearing (rather than a "violation" hearing). She appreciated the Committee's work on a flow chart, but determined to not include it as part of the resolution and instead retain the process chart that is designed for staff use. The Committee discussed the benefits of a flow chart being promulgated after the Resolution was adopted to facilitate the public's understanding of the process. A video tutorial may also be beneficial. Board Liaison Jacobs discussed the fact that the changes to the Resolution were driven by amendments to the Maryland HOA Act. The draft would next receive review by legal counsel. The Committee discussed the issue of whether the HOA Act required the Board to resolve whether there was a violation, or simply to resolve the sanction. Board Liaison Jacobs observed that the Board will determine at the hearing whether there is a violation and what to do about it. The Committee discussed the fact that the draft suspended notice to the General Manager until after the appeal hearing, and confirmed this was a change from the prior version so that the case will not go to legal until after the Board hearing process has concluded. The Committee discussed whether ARC should be involved in this process, since they approve permits while CPI addresses violations. This could be addressed by removing ARC from Step 3. The Committee discussed the view that the ARC Committee consider (1) whether ARC should be part of the violation process; and (2) whether the Board is to consider whether there is a violation or just whether to impose sanctions, including property restrictions and whether to go to legal to seek court action.

A discussion of B-02 (Rules of Order for Meetings). The Committee discussed language added that members attend meetings of the Board of Directors in person in order to make public comment. The Committee approved the draft resolution with additional language to be taken back to the Board for a second reading.

A discussion of B-05 (conflicts). The Committee approved the resolution with edits from counsel, and agreed to send it to the Board for a second reading.

A discussion of B-06 (Indemnification). The Committee approved the resolution with edits from counsel, and agreed to send it to the Board for a second reading.

A discussion of F-04 (Assessments) and F-01 (Investment Guidelines). The Committee discussed the fact that these resolutions had previously been sent to the Board in 2022 and the Board would need to determine next steps.

A discussion of the document approved by the Board in 2017 addressing convenience fees. The Committee observed that the Board discussed this matter at the March 18, 2023 Board meeting and believed they were sending it to Budget and Finance Committee for review.

A discussion of M-09 (Candidate Search Process). The Committee discussed the conflicting candidate forms on the web site and conflicts between those forms and the Bylaws. The Committee reviewed a draft interim candidate application which was prepared to be consistent with the Bylaws and voted to send the draft to the Board for first reading at the April 2023 meeting in advance of candidate filing deadlines.

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 3:32 pm.

The next meeting is May 12, 2023.

August Flentje
Minutes recorder