

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

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Pam Ferinde, and August Flentje (via Teams). Steve Jacobs, Board Director and Board Liaison, was present. Bob Hillegass, past Committee member, participated. Jim Trummel, past Committee Chair, participated via Teams. The chair called the meeting to order at 12:59 pm.

APPROVAL OF AGENDA: The agenda was approved with an addition.

APPROVAL OF MINUTES: The minutes of the October 13, 2023 meeting were approved.

PUBLIC COMMENTS: There was no public comment.

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

CHAIRPERSON'S REPORT: The Chairperson reported that she attended in person the OPA Directors mtg. on October 28, 2023 and made a personal comment not on behalf of the Committee. She submitted the Committee Annual Report on October 27, 2023. She provided approved September minutes to be added to the web site. She emailed the following committees to notify them their Committee Resolution is due for review:

- C-04- By-Laws and Resolutions.
- C-06- Communications.
- C-07- Strategic Planning.
- C-10- Environment and Natural Assets. (Chairperson Pangratz received a reply indicating they would review.)
- C-12- Marine Activities.
- C-13- Recreation and Parks.

The Chairperson also emailed the Elections Committee Chair to encourage their committee to re-look at M-06 earlier in the year to prevent any last-minute changes prior to the next election cycle.

There was a discussion of the process by which revised resolutions obtain appropriate signatures and are placed into the Book of Resolutions, which sometimes takes a long time. The Committee discussed the fact that the process of getting approved resolutions into the Book and on the web site had slowed down substantially. A discussion of the fact that B-01 does not specify what signatures are required on new resolutions, and whether to prepare a charging document to evaluate the signature issue. The discussion was tabled until we addressed unfinished business.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs reported that he provided a report from the Elections Committee and identified two issues from last month's report for the Board – M-09 (Search Committee) and B-09 (Records Retention) – but has not received a response. He believed the Board would perform a second reading of M-01 at the next Board meeting.

UNFINISHED BUSINESS:

A discussion of M-06 (Elections and Referendums Procedures). The Elections Committee must initiate that review. The Board Liaison discussed the Elections Committee annual report, which included a limited action plan that suggested it would make more limited changes to M-06 that addressed (1) timing for voter eligibility or annual meeting date and (2) the need for observation of the ballot count. The Committee voted to proceed in this manner: the Board Liaison would advise the Elections Committee Liaison that it needs to take the initiative to propose changes in the action plan and note that there also may be conflicts between M-06 and the bylaws that should be addressed. The Chairperson would also reach out to the Elections Committee Chairperson with the same message.

A discussion of the document relating to convenience fees. We are still awaiting action by the Budget and Finance Committee.

A discussion of the vacancy on our Committee that began on October 20, 2023. This would continue to be advertised but there were not yet potential candidates.

A review of the Committee's final annual report, which was submitted to the Board President on October 27, 2023.

Committee Member Kaiser provided an information update – he discussed outreach he made to the ARC committee addressing communications regarding political signs that may violate Maryland HOA law. He also flagged ARC guidelines language regarding rental housing that may need to be updated.

NEW BUSINESS:

A discussion of C-04 (By-Laws and Resolutions Committee) and B-01 (Book of Resolutions). The first issue pertained to handling the governance document. We discussed concerns about mandatory requirements that might slow down process and including the governance document review within C-04 as an attachment. At the last meeting, the Committee determined that C-04 itself did not require changes.

The second issue concerned whether to pursue amendment to B-01 on procedures for enacting new resolutions. Issues include signatures and timeliness for placing approved resolutions in the Book of Resolutions and on the web site. There was discussion of a charging document seeking changes to address these processes. The view was expressed by former committee chair Trummel that this Committee had special responsibility over needed changes to B-01 given that it relates to the Book of Resolutions. One idea to address delays in publishing approved resolutions is to include both a clean copy and red-line document at the Board Meeting where a resolution receives second reading. Another idea is to set a deadline for signatures and publishing. The Committee discussed making proposed changes to a word document.

A discussion of M-01 (ARC guidelines). This received a first reading at the last Board meeting and was likely to be approved at the next meeting. Comments were received from former Committee Chair Trummel. He identified various substantive concerns in administering the new

resolution, but stressed he did not propose changing M-01. The Committee determined that it made sense to provide written comments to the Board based on Mr. Trummel's review.

A discussion of M-09 (Search Committee). The Board Liaison reported that he notified the Board and we had not yet received a response.

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 on a unanimous vote at 3:33 pm.

The next meeting is December 8, 2023.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 10/13/2023 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 <i>Total Number on File 33 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. 12/16/22, Charging document from Board to readdress 1/13/2023, New business to work on 6/17/2023, First Reading at Directors mtg on 6/17/23 9/8/2023, Will have a new first reading with newly elected BOD
B-09 Records Retention <i>Responsible: Board</i>				1/27/2023, Drafting a redline of this new resolution for C04 to review and submit to BOD 2/24/2023, C-04 made additional changes to be reviewed next meeting 3/10/23, C-04 made some minor adjustments, BOD Liaison to present to BOD at March Meeting. 3/18/23, 1st BOD Reading complete, forwarded to Counsel for review. 9/8/2023, Will have a new first reading with newly elected BOD 10/14/2023, New BOD President may decide not to continue with this effort. Status on hold

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**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
Committee Plus Two Board Resolutions				
C-01 Committee General Responsible: Board	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.
C-02 Architectural Review Committee Responsible: C-02 Chair	5/2/2020	Jul-22	Jul-24	
C-03 Budget and Finance Advisory Committee Responsible: C-03 Chair	11/20/2021	Nov-21	Nov-23	
C-04 By-Laws and Resolutions Advisory Committee Responsible: C-04 Chair	9/15/2021	Oct-23	Oct-25	
C-05 Clubs (Food & Beverage) Advisory 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 Advisory Committee Responsible: C-06 Chair	9/15/2021	Nov-23	Nov-25	C-06, no changes recommended- status completed as of 11/16/23.
C-07 Strategic Plan Advisory Committee Responsible: C-07 Chair	1/27/2018	Sep-21	Sep-23	11/10/2023, C04 Chair notified C07 Chair
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 Advisory 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 Advisory Committee Responsible: C-12 Committee Chair	5/20/2009	Oct-21	Oct-23	11/10/2023, C04 Chair notified C12 Chair
C-13 Recreation and Parks Advisory Committee Responsible: C-13 Committee Chair	10/10/2018	Oct-21	Oct-23	11/10/2023, C04 Chair notified C13 Chair
C-14 Racquet Sports Advisory Committee Responsible: C-14 Committee Chair	12/19/2020	Jul-23	Jul-25	
C-15 Aquatics Advisory Committee Responsible: C-15 Committee Chair	10/10/2018	Jul-22	Jul-24	

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Ocean Pines Association
By-Laws and Resolution Advisory Committee

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-23	May-24	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	May-23	May-24	
F-XX Convenience Fee Resolution <i>Responsible: Board</i>				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
General and Administrative Resolutions				
M-01 Compliance Procedures <i>Responsible: Board</i>	1/4/2020	Nov-23	Nov-25	11/16/23; 2nd reading complete. BOD approved.
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 on hold by BOD pending further considerations 2/24/2023, 1st Reading completed at 1/21/23 BOD meeting. 5/12/2023, C4 Liaison indicated Board tasked GM to create a manual to address processes
M-04 Maintenance of Lots <i>Responsible: Board</i>	5/19/2020	Feb-10	Feb-24	
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 to contact M06 Chair regarding possible changes.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: C12 Chair</i>	6/16/2010	May-23	May-25	

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**Ocean Pines Association
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Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
<p>M-08 Association Manuals <i>(Includes a Total of 8 manuals)</i></p> <p>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 Responsible: Board</p>	7/20/2011	Feb-23	Feb-25	
<p>M-09 Search Committee</p> <p>Responsible: Committee Chair, GM and Board</p>	3/23/2022	Mar-22	Mar-24	<p>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</p> <p>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.</p> <p>12/16/22, New Liaison to conference with former Liaison to determine previous action taken</p> <p>1/13/2023, Liaison to reengage with BOD</p> <p>3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading.</p> <p>5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes.</p> <p style="background-color: yellow;">10/13/2023; C04 BOD Liaison to discuss with BOD</p>