

By-Laws & Resolutions Advisory Committee
October 13, 2023
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser and August Flentje (via Teams). Committee members Bob Hillegass and Pam Ferinde were excused. Steve Jacobs, Board Director and Board Liaison, was present. Jim Trummel, past Committee Chair, participated via Teams. The chair called the meeting to order at 1:03 pm.

APPROVAL OF AGENDA: The agenda was approved.

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

PUBLIC COMMENTS: There was no public comment.

CHAIRPERSON'S REPORT: The Committee Chair reported that she attended the OPA Directors meeting virtually on September 30, 2023. She requested that minutes and meeting video be added to the website and learned that there was a technical issue with the recording of the mtg on September 8, 2023 and it was not available for the website. She communicated with a past By-Laws Committee member to see if they would like to join the committee again. This offer was declined. A standing invitation to attend committee meetings was welcomed instead. The Chair reported that she still needed to email the Elections Committee Chair to encourage their committee to evaluate possible changes for M-06 earlier in the year to prevent any last-minute changes prior to the next election cycle. She reported that the Committee must submit its Annual Report by October 31, 2023. She would attend future OPA Directors meetings including October 28, 2023.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs reported that the new Board has had two meetings and did a walkthrough of the beach club second floor. He will attend the meeting on October 28, 2023.

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

UNFINISHED BUSINESS:

A discussion of M-06 (Elections and Referendums Procedures). Some changes had been made in July 2023, but comprehensive review by the Elections Committee still needed in advance of next election. The Elections Committee must initiate that review. The Committee tabled further discussion of this matter given the need for action by the Elections Committee.

A discussion of the document relating to convenience fees. The Board Liaison would touch base on this but we are still awaiting action by the Budget and Finance Committee.

A discussion of the vacancy on our Committee beginning October 20, 2023. There was one application from last year, and the Committee Chair would reach out to that applicant. We will include a request to OPA public relations to advertise the vacancy on the Committee.

NEW BUSINESS:

A discussion of B-08 (Board Ethics). In July 2023, on a request for second reading, the Board moved to table this resolution in deference to allow the new Board to consider. Board liaison Jacobs was considering potential changes. No Committee action was required at this time.

A discussion of M-01 (ARC Guidelines). The Board intends to have a first reading of a revision to this resolution on October 28, 2023. The Board then could move to a second reading at any time, and may or may not request the Committee's input. Association Member Trummel believed this resolution warranted careful review given extensive changes being proposed. The new Board may go in a direction different from discussions and advice provided in Spring 2023. The Committee also discussed provisions of the ARC guidelines that prohibit home-based businesses and expressed concern they may be inconsistent with practice, beyond the scope of the ARC function, and may be in conflict with other governing documents.

A discussion of M-09 (Search Committee). The Committee reviewed proposed changes (in red-line) to M-09. A discussion of the fact that no Committee was constituted for the 2023 election. Previously the Search Committee had recommended that it be disbanded. We may need to obtain better information on next steps. Association Member Trummel expressed the view that M-09 was out of date. Association Member Trummel noted that the correct application form needs to be adopted as part of the resolution. The Board Liaison observed that the correct form was approved by the Board in March or April 2023. Board Liaison proposed informally reaching out to the OPA Board about the need to update the resolution and the continuing need for a Search Committee.

A discussion of the draft Annual Committee Report, which is due October 31, 2023. Committee members would submit any edits and the Committee Chair would send a revision so it can be completed before the end of October.

The committee reviewed C-04 (By-Laws and Resolutions Committee). The Committee determined that no changes or updates were needed with respect to this resolution.

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 2:56 pm.

The next meeting is November 10, 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 | 5/20/23, BOD 2nd reading complete. Approved with changes. Updated copy not posted in the online BOR as of 11/8/2023. |
| B-03 Meetings of Association Members <i>Responsible: Board</i> | 11/19/2008 | Jul-23 | Jul-25 | 7/23/23, BOD 2nd Reading complete. Approved with changes. Updated copy not posted in the online BOR as of 11/8/2023. |
| 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 | 5/20/23, BOD 2nd Reading complete. Approved with changes. Updated copy not posted in the online BOR as of 11/8/2023. |
| B-06 Indemnification Policy <i>Responsible: Board</i> | 11/19/2008 | May-23 | May-25 | 5/20/23, BOD 2nd Reading complete. Approved with changes. Updated copy not posted in the online BOR as of 11/8/2023. |
| 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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| 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. |
| C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i> | 5/2/2020 | Jul-22 | Jul-24 | |
| C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i> | 11/20/2021 | Nov-21 | Nov-23 | |
| C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i> | 9/15/2021 | Oct-23 | Oct-25 | 10/13/23; Reviewed, no updates necessary |
| C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i> | 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 <i>Responsible: C-06 Chair</i> | 9/15/2021 | Sep-21 | Sep-23 | 9/8/2023, C04 Chair to notify C06 Chair |
| C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i> | 1/27/2018 | Sep-21 | Sep-23 | 9/8/2023, C04 Chair to notify C07 Chair |
| C-08 Elections Committee <i>Responsible: C-08 Chair</i> | 10/10/2018 | Apr-22 | Apr-24 | |
| C-09 Executive Council Committee <i>Responsible: Board President</i> | 5/20/2009 | Jan-23 | Jan-25 | |
| C-10 Environment and Natural Assets Advisory Committee <i>Responsible: Chair C-10</i> | 10/27/2017 | Mar-21 | Mar-23 | 9/8/2023, C04 Chair to notify C10 Chair |
| C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i> | 5/2/2020 | Jul-22 | Jul-24 | |
| C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i> | 5/20/2009 | Oct-21 | Oct-23 | 9/8/2023, C04 Chair to notify C12 Chair |
| C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i> | 10/10/2018 | Oct-21 | Oct-23 | 9/8/2023, C04 Chair to notify C13 Chair |
| C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i> | 12/19/2020 | Jan-23 | Jan-25 | 6/17/2023, 1st Reading Complete at Directors mtg on 6/17/23 9/8/2023, Will have a new first reading with newly elected BOD |
| C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i> | 10/10/2018 | Jul-22 | Jul-24 | |

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**Ocean Pines Association
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| Financial and Budgetary Resolutions | | | | |
| F-01 Investment Guidelines <i>Responsible: Board</i> | 3/24/2016 | May-23 | May-24 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document . 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to resubmit Charging Document to BOD for consideration and concurrence. 4/15/23, BOD has for review. 5/12/2023, Board decided to take no action. |
| 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 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document . 9/16/22 New Board Liaison to resubmit charging document at a Board Mtg. for approval or comments. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to resubmit Charging Document to BOD for consideration and concurrence. 4/15/23, BOD has for review. Possible 1st reading at May BOD mtg. 5/12/2023, Board decide to take no action |
| 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 | Jan-20 | Jan-22 | 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed. 7/15/22, C-04 Board Liaison prepared a Charging Document for the C-02 Board Liaison for review at the next C-02 "ARC" Committee meeting. The C-04 Board Liaison will update our committee at our next 8/19/22 Committee meeting. 8/19/22, On hold recent Md. HOA legislative changes will impact the Charging Document. 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-01 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 1/27/23, 1st Reading completed at Directors mtg on 1/21/23, Redlines for review by C-04 prior to 2nd reading 3/10/23, Recommended redlines returned to ARC for consideration. 3/31/23, Questions returned to ARC for consideration via ARC Liaison 5/12/2023, C4 Liaison indicated it was forward to Counsel for Review 10/13/2023; 1st Reading scheduled for Oct 28th BOD mtg |

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| 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, 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. |
| M-07 Bulkhead and Waterway Maintenance <i>Responsible: C12 Chair</i> | 6/16/2010 | May-23 | May-25 | 5/20/23, BOD determined no changes required. |
| 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 |