

By-Laws & Resolutions Advisory Committee
September 8, 2023
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Bob Hillegass, Keith Kaiser, Pam Ferinde, and August Flentje. Steve Jacobs, Board Director and Board Liaison, was excused. Jim Trummel, past Committee Chair, participated via Teams. The chair called the meeting to order at 2:04 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the July 28, 2023 meeting were approved, with the addition of the Governance Review Document attached thereto.

PUBLIC COMMENTS: There was no public comment.

CHAIRPERSON'S REPORT: Board Chair Lora Pangratz reported that she emailed the ARC committee Chairperson about our concerns with wording that was included in the OPA newsletters concerning what is considered a yard sale. She attended the Annual OPA Directors mtg. on August 26, 2023. She also emailed Michelle R. about adding committee minutes and videos to the Ocean Pines web site. She is also inquiring to see if there are applications on file for people interested in joining the bylaws committee before we begin to advertise the opening.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs was absent, but submitted the following report via email:

1. I believe we are pretty much caught up on the resolutions in the governance document. The unnumbered resolution regarding credit card assessments is still to be worked on by Budget and Finance Committee.
2. Any new resolutions or unfinished resolutions for Board consideration will begin, again with 1st readings by the newly-constituted Board as discussed at the July committee meeting. That would include an ethics resolution, possible changes to C-01 which had been under review by the Executive Council, though no final version ever materialized. I am still trying to determine where we are with M-01 and M-02.
3. The Elections Committee must take the lead on revisions to M-06 and it's various attachments and to bring it into line with our Bylaws. I believe this will depend on sorting out who will serve as liaison and who will chair that committee.
4. As we discussed while I believe I am still liaison to Bylaws, the organizational meeting of the Board will take place the day after your September meeting. I have stated my interest in continuing to work as liaison with Bylaws.

The Committee voted to suspend 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). The Committee Chair indicated she would reach out to the Elections Committee to check on the status of revisions of these procedures and reported that the Board may create a charging document to the Elections Committee. The Committee tabled further discussion of this matter given the need for action by the Elections Committee and the report from Board Liaison Jacobs.

A discussion of ARC guidelines related to yard sales and signs. The Committee Chair reported that the ARC was finalizing draft guidelines relating to these issues.

The Committee tabled discussion of B-08 (Board Ethics) until the next meeting.

The Committee discussed the upcoming vacancy on the Committee starting in October once Committee Member Hilegass's extended term concludes.

NEW BUSINESS:

A discussion of C-14 (Racquet Sports). The Committee discussed concerns voiced by a former member of the Racquet Sports Committee relating to the balance of membership amongst the three racket sports. A proposal to eliminate that balance received a first reading at the June 2023 Board meeting. The Committee Chair planned to reach out to the Racquet Sports Committee Chair to convey these concerns.

The Committee discussed preparing a template for Committee minutes and agendas to assist other Committees.

A discussion M-07 (Bulkhead and Waterway Maintenance). Jim Trummel discussed concerns that this resolution should address the responsibility for enforcing depth or dredging requirements. The Committee discussed the fact that the Board determined it would not take further action on this resolution and the Marine Activities Committee agreed at their May 2023 meeting that this need not undergo further review. The Committee Chair planned to reach out to the Chair of the Marine Activities committee to convey the concerns presented.

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 3:41 pm.

The next meeting is October 13 , 2023.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 9/8/2023 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 9/4/2023.
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 9/4/23.
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 9/4/23.
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 9/4/23.
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

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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 <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	Sep-21	Sep-23	9/8/2023, C04 Committee to consider
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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By-Laws and Resolution Advisory Committee**

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Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Boc</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: Boc</i>	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts <i>Responsible: Boc</i>	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments <i>Responsible: Boc</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: Boc</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

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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.