

**By-Laws & Resolutions Advisory Committee**  
**August 6, 2021**  
**Microsoft Teams**

Present: Chair Jim Trummel and committee members Lora Pangratz and Keith Kaiser were present and Committee liaison Camilla Rogers Also, present were Josh Davis, OPA Marketing and Public Relations Director, Greg Ellison of Bayside Gazette and Association member Jerry Gietka. Chair Jim Trummel called the meeting to order at 1:03 PM.

The agenda was approved.

The minutes of the July 23, 2021 meeting were approved with the correction of a typo in the chair's announcement of Lisa Romersa's resignation.

**PUBLIC COMMENTS:** None.

**UNFINISHED BUSINESS:**

Search Committee sections 5.02(b) and (c): The chair reported that Committee comments on the Search Committee proposal had been sent to the Work Group. See the message attached to these minutes.

Super majority section 4.08(c): There was discussion of the proposal presented by Keith Kaiser. The proposal would modify referendums that "standalone" meaning those not conducted with the election of directors. Under the proposal. To be approved, a standalone referendum would require at least 40% of the eligible votes returned and a majority of the returned votes to be for approval. This differs from the Work Group. See the attachment to these minutes for the Committee proposal. The Committee decided to return the proposal to the Work Group for comment. The chair is to send the communication. Also included in the communication will be a comment from the Association member in attendance that the proposal may be in violation of HOA Act 11B-116(c).

Voting eligibility clarification section 3.01(c): The Committee had previously agreed to a preliminary proposal for this provision that included a reference to the Declarations of Restrictions. However, it had been overlooked that section 5.13(e) included reference to DR voting restrictions. It was agreed to substitute 5.13(e) as the reference in the 3.01 proposal. See the proposal attachment to these minutes.

Board amenity provision 5.11: This proposal is to delete the list of amenities and insert "Family Memberships". After discussion, the Committee agreed to proceed with this as a preliminary proposal subject to later Committee approval.

President's Duties 6.06(a)(6) (proposed provision): This proposal would add the following subparagraph (6) to 6.06(a):

"(6) keeping all directors informed of all Association issues in a timely manner"

The Committee expressed concerns about the possible interpretations of this language. The chair will communicate these concerns to the Work Group.

Although not on the agenda, there was discussion of the background of the proposal for 5.10 Informal Action of Directors. The discussion was background to the proposal and substantive discussion was deferred to a future committee meeting.

Also not on the agenda was discussion of the certification or rejection of a petition as described in the last sentence of 4.07(a) initiated by the chair. This is not currently a by-laws revision proposal.

**NEW BUSINESS**

There was no New Business.

**GOVERNANCE DOCUMENT REVIEW**

The review was deferred to the August 20,2021 meeting

The meeting was adjourned at 2:44 PM on a unanimous vote of the Committee.

Jim Trummel  
Minutes recorder

August 1, 2021

To: By-laws Work Group

Among the topics for consideration in the Summary of Consideration for By-laws Changes is the future of the Search Committee established in section 5.02(b) of the By-laws.

Search Committee History:

The Search Committee was established in the By-laws approved in 2008. Previously, the By-laws had provided for a Nominating Committee. This committee was to be appointed no less than 190 days prior to the annual meeting and was given the task of nominating candidates for the Board of Directors. The committee was to nominate persons who met the eligibility requirements stated in the By-laws.

The approved By-laws of 2008 replaced the Nominating Committee with the Search Committee. A summary of proposed by-laws revisions, prepared for the 2008 referendum approval process, indicated that the Nominating Committee was to be designated a Search Committee because no vetting or screening was being performed and that the proposed Search Committee would be tasked to solicit candidates.

As part of the consideration of this topic, the By-laws and Resolutions Advisory Committee has:

- a. Requested comment from the Elections Committee, Search Committee and Communications Advisory Committee.
- b. Discussed the topic, including the responses received from the three committees.

In summary form, the committee responses were as follows:

- a. Elections Committee: This committee clearly expressed their desire to not be associated with a candidate search function. They wish to remain entirely focused on the election process to avoid any appearance of bias for or against any potential candidates.
- b. Communications Advisory Committee: This committee expressed an interest in assisting in communicating the candidacy process with the intent of encouraging interest in candidate applications. However, the committee did not believe it should take on the role of substitute for a Search Committee.
- c. Search Committee: The response from this committee was contained in a report required by resolutions M-09 after the search process has been completed. The report is posted on the Search Committee page of the Association website. The report recommends that the Search Committee be eliminated.

By-laws and resolutions Advisory Committee Action:

The Committee has discussed the Search Committee status, including the responses of the three committees referred to above, at its July 9, 2021 and July 23, 2021 meetings. The video of these meetings can be viewed on YouTube. Committee discussion has included what must be included in the By-laws if the Search Committee is eliminated. The discussion also included what revisions could be made to the By-laws to make the Search Committee more viable if the Search Committee was retained.

Options regarding the Search Committee:

The Search Committee for the 2021 election has recommended eliminating that committee in a report to the Board. Based on responses from two other committees, there does not appear to be another committee interested in assuming the role of "candidate search".

It has been discussed that a majority of the Search Committee's responsibility is informing the community and improving awareness of the opportunity. Due to the social media advances since 2008, this function could be, and to a certain extent, is already being provided by the Communications Advisory Committee.

It is possible to propose revisions to Search Committee responsibilities in the By-laws. However, the principal reason for an ineffective Search Committee process may have simply been the failure to appoint the committee in a timely fashion.

Proposing the elimination of a Board appointed standing committee goes beyond the proposal in the 2008 referendum. A committee was retained, but with responsibilities which corresponded to the then candidate effort. However, proposing to continue with, and revise the Search Committee is not viewed as productive unless it can be demonstrated that the committee can be consistently appointed.

This Committee sees the following options:

1. Eliminate the Search Committee requirement and associated tasking language in the By-Laws in its entirety with no changes to the responsibilities of other committees.
2. Eliminate the Search Committee explicitly, and reassign some of its responsibilities to other committees.
3. Amend the existing By-Law language to make appointment of the Search Committee an option to be determined by the Board on an as-necessary basis.

The By-laws and Resolutions Advisory Committee requests the Working Group's guidance moving forward regarding the question posed against the Search Committee By-laws requirement

Jim Trummel

Chair

By-laws and Resolutions Advisory Committee

Proposed revisions to sections 3.01(c) and 5.02(a)

Proposed revision to By-laws 3.01(c). The proposed revision moves some provisions from section 3.01(c) to new sections 3.01(d) and 3.01(e)

**(c) Payment of the annual charge levied by the Board of Directors is a prerequisite to the right to vote.**

**(d) No member may vote if, thirty-five (35) days prior to the voting deadline, the member has failed to pay the annual charge, including any assessed interest levied by the Association.**

**(e) The voting rights of a member may also be suspended during any period the member is in continuing violation of the Declarations of Restrictions after the existence of the violation has been declared by the Board of Directors in accordance with Section 5.13(e).**

Proposed revision of By-laws section 5.02(a). This proposed revision brings together in one section the requirements for being an eligible candidate for election to the Board.

**(a) All candidates:**

- (1) Must be one of the owners of record of real property in the Subdivision on the first day of January of the year in which the election is to be held,**
- (2) Must be eligible to vote under sections 3.01(c) and 3.01(e),**
- (3) Must timely submit the application form specified in section 5.02(c) and**
- (4) Must not be completing a second consecutive elected full term of office.**

# Recommendation

- ◆ To align with the standard practices of Maryland as related to Worcester County, and most State initiatives, the following is recommended:
- ◆ 1. By-Laws be updated to require a minimum voter participation on standalone referendum ballots:
  - ◆ For example: 4.08(c) Any proposal presented in a standalone referendum must receive a minimum of total votes cast, for or against, equal in number to 40% of the total votes that can be cast.
- ◆ 2. The existing 4.08(c) be changed to 4.08(d) and retain the current wording:
  - ◆ For example: 4.08(d) Any proposal presented in a referendum requires a majority affirmative vote of the total votes cast in order to become effective. A question, proposal, or action not adopted may not be resubmitted by petition within one year of the previous submission.