

By-Laws & Resolutions Advisory Committee
August 20, 2021
Microsoft Teams

Present: Chair Jim Trummel and committee members Lora Pangratz, Bob Hillegass and Keith Kaiser were present. Also, present were Josh Davis, OPA Marketing and Public Relations Director and Greg Ellison of Bayside Gazette. Chair Jim Trummel called the meeting to order at 1:03 PM.

The agenda was approved.

The minutes of the August 6, 2021 meeting were approved with the correction of a typo in a name.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS:

Status Report: A status report, dated August 16, 2021, was reviewed for appearance and content. This was the first report in this format and will be updated as meetings continue. The report is attached these minutes.

NEW BUSINESS

Sections 5.14(e) and (f), 8.04(b) and 9.02(c) source reference: These sections were combined for discussion because each refer to source information outside of the By-laws.

a. Section 9.02(c) currently refers to “the Personnel Policy Manuals”. This designation is thought to be out of date. It was recommended by Keith Kaiser that a general reference to documents be made so that any future document additions or deletions would not affect the By-laws reference.

b. Sections 5.14(e) and (f) and 8.04(b) each refer to content that can be found in the Financial Management Policy Manual or the Financial Management Procedures Manual. However, both of these manuals are dated August 2006 and appear to be in need of revising. After discussion, it was agreed that a general reference was preferred to reference to specific documents.

Keith Kaiser will prepare proposed revisions to 8.0(b) and 9.02(c) and Jim Trummel will prepare proposed revisions to 5.14(e) and (f). After review by the committee, these proposals will be forwarded to the By-laws Work Group. Note: The proposals have been forwarded to the Work Group and are attached to these minutes.

Section 4.04(c) Members’ meeting notice: The proposal is to add a new section 4.04(c) that picks up the single notice provision that is found in Article SIXTH paragraph 5.b of the charter. Paragraphs 5.b was added to the charter in a 2013 charter amendment. The single notice provision of 5.b did not previously exist and is not in the current By-laws. After discussion of paragraphs 4 and 5 of charter Article SIXTH it was decided to propose revisions to the By-laws that:

a. In 4.04(b) delete “provided” and replace with “designated”. The section would then read:

4.04(b) Adequate notice of a meeting shall be deemed to have been given to any member if mailed or sent electronically to the address **designated** by the member for that purpose.

b. It was decided to propose adding a section 4.04(c) that established the single notice requirement of charter Article SIXTH paragraph 5.b and highlights the without regard to eligibility to vote in paragraph 5.a.

Sections 3.04 and 4.07(a) eligibility reference: The purpose of the proposal is to explicitly define “eligible to vote” by reference the provisions in section 3.01 which define “eligible to vote”. During discussion it was noted that the

term “eligible to vote” is used in multiple other sections of the By-laws than 3.04 and 4.07(a). Keith Kaiser recommended that consideration be given to drafting allows for a general reference to all sections including a reference to “eligible to vote”. Jim Trummel indicated that he had originally recommended to the By-laws Work Group that section 3.01(c) be revised to better define “eligible to vote” and he would draft a provision for consideration at the next meeting.

Resolution C-01 annual committee report: The chair discussed a committee annual report required by Resolution C-01 which will be due to the Board of Directors by October 31. Content for the report will be discussed at future meetings.

Future meeting schedule: After a discussion of members’ availability, it was decided to meet Friday September 3, 2021 and Friday, September 17, 2021. Both meetings will be on Microsoft Teams starting at 1:00 PM.

GOVERNANCE DOCUMENT REVIEW

There was a minor correction to an entry on the July 23, 2021 report. The current review document is attached. The meeting was adjourned at 2:48 PM on a unanimous vote of the Committee.

Jim Trummel
Minutes recorder

As of August 16, 2021

By-laws Review Status

Sections	Purpose of Proposal	Status	Action Required
3.01(c) and 3.01(d)	Clarify voting eligibility	Committee consensus at 8/6/2021 meeting. Section 5.02(a) is also affected.	Final committee proposal is required.
3.04 and 4.07(a)	To provide increased certainty as to who is eligible to vote or sign petitions	Not yet considered.	
4.03, 4.07)(c)(2) and 4.07©(3)	To clarify the meaning of "maximum number of votes"	Committee consensus on a proposal at the July 9, 2021 meeting	Final Committee proposal is required
4.04(c)	The proposal is to add members' meetings notice provisions from charter	Not yet considered	
4.08(c)	To require a minimum number of votes be cast for approval of a referendum	Decision at 8/6/2021 meeting to refer questions to By-laws Work Group	Holding for By-laws Work Group response
5.02(b)	To determine the future of the Search Committee	Decision at July 23, 2021 to seek further guidance from the By-laws Work Group	Holding for By-laws Work Group response
5.02(c)	To revise board candidate application going to the Search Committee	This proposal is within the consideration of 5.02(b) and will be decided with 5.02(b)	Holding for By-laws Work Group response
5.10	To clarify requirements for Informal Action by making direct reference to Code	Not yet considered	
5.11	To revise Board member amenity privileges	Consensus to adopt proposal at 8/6/2021 meeting	Final Committee proposal is required
5.13(h)	To consider if there is a conflict between this provision and ARC authority in DRs	This concern was submitted to Association Counsel for review. See July 9 minutes	Holding for recommendation from counsel

As of August 16, 2021

By-laws Review Status

Sections	Purpose of Proposal	Status	Action Required
5.14(e) and (f); 8.04(b) and 9.02(c)	To determine how to identify source references in the by-laws	Not yet discussed	
6.06(a)(6)	To add a duty to the list of duties for the president	Discussed at the 8/6/2021 meeting. Committee did not agree with proposal	Comments have been sent to Work Group regarding Committee concerns about proposal

The following proposals have been received from outside the Work Group and By-laws and Resolutions

10.02	To allow associate members of OPA to be committee members.	Topic was discussed at July 9, 2021 meeting Topic is discussed in a June 29 status report	Continue discussions in future agendas
5.12(a)(4)	To make it easier for association members to remove a director	Topic was discussed at July 9, 2021 meeting Topic is discussed in a June 29 status report	Continue discussions in future agendas

Highlighting Legend

	Committee has not yet considered the proposal
	Committee is waiting for a response
	Committee has reached a consensus proposal
	Final Committee proposal

8.04(b) Discussion

The committee discussed that the BOD financial guidelines and limits are codified into financial manuals with which the General Manager is charged with complying. The existing paragraph has no reference to these manuals. A reader might interpret the existing paragraph to authorize the BOD to establish guidelines and limits separate and apart from these manuals. The committee agreed it was appropriate to reference these manuals in the paragraph. This discussion broke down into two basic options. One approach is to update the paragraph with the specific title of the reference manuals within which the guidelines and limitations are codified, and be committed to updating the By-Laws every time the title of the reference changes in the future. Keeping in mind that changes to the By-Laws require a referendum. The second approach is to change the language to a generic description of said references that could age appropriately over time and require no upkeep maintenance. The committee recommends the second option.

Original 8.04(b):

(b) The General Manager, or management firm, may make transfers of budgeted items within a department and make transfers of budgeted items according to guidelines and limits established by the Board of Directors.

Suggested revision of 8.04(b):

(b) The General Manager, or management firm, may make transfers of budgeted items within a department and make other transfers of budgeted items as authorized by the guidelines and limits established in the financial policy, and financial procedures manuals.

9.02(c) Discussion

The committee discussed that since the paragraph uses the word “the” and “Personnel Policy Procedures Manuals” uses title case, that it leads the reader to believe there is such a manual with such a title. In fact, the related personnel manuals have different titles that have changed over the years. Subsequently, the committee discussed several options which broke down into two basic options. One approach is to update the paragraph with the specific title of the reference manuals and be committed to updating the By-Laws every time the titles of the references change. Keeping in mind that changes to the By-Laws require a referendum. The other approach is to change the language to a generic description of said references that could age appropriately over time and require no upkeep maintenance. The committee recommends the second option.

Original 9.02(c):

(c) The General Manager shall maintain the Personnel Policy Procedures Manuals, review annually all benefit programs, wage schedules, training programs, classification schedules, personnel policies, including grievance procedures, and make recommendations to the Board of Directors.

Suggested revision of 9.02(c):

(c) The General Manager shall maintain **personnel policy procedures manuals**, review annually all benefit programs, wage schedules, training programs, classification schedules, personnel policies, including grievance procedures, and make recommendations to the Board of Directors.

5.14(e) and 5.14(f) Discussion

The discussion of these two sections was similar to that of 8.04(b) above. There is the possible interpretation that the Board could change guidelines and limits from one Board session to another and lose consistency in policy and procedures. Reference to the two existing financial manuals was considered inadvisable because of a need of updating which is on an uncertain schedule (see the June 23, 2021 meeting minutes of the Budget and Finance Advisory Committee). It is recommended that the two sections be revised to include a generic reference to source documents.

Original 5.14(e):

(e) The Board shall establish the limits and guidelines applicable to the execution of checks, contracts, and purchases made by the officers of the Association, Board of Directors, and the General Manager or management firm.

Suggested revision to 5.14(e):

(e) The Board shall establish the limits and guidelines applicable to the execution of checks, contracts, and purchases made by the officers of the Association, Board of Directors, and the General Manager or management firm **in applicable financial policy and procedures manuals.**

Original 5.14(f):

(f) The Board shall designate depositories for Association funds and designate those officers, agents, and employees who shall have the authority to withdraw funds from such accounts on behalf of the Association.

8.04(b), 9.02(c), 5.14() and 5.14(f) discussion 8/25/2021

Suggested revision to 5.14(f)

:(f) The Board shall designate depositories for Association funds and designate those officers, agents, and employees who shall have the authority to withdraw funds from such accounts on behalf of the Association in applicable financial policy and procedures manuals.

NOTE: The below highlighted areas denotes the updates/changes made at the 8/20/2021 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>	8/9/2008	Aug-08	TBD	7/9/21, Currently in the review process by the By-laws Work Group and the By-laws and Resolutions Committee.
Articles of Amendment and Restatement <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions Total Number on File 33 <i>Responsible: Board</i>				Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.
Snow Hill Depository <i>Responsible: Board</i>			Jun-19	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	1/4/2020	Jan-20	Jan-22	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Nov-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	1/27/2018	Jan-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	6/4/21, C-04 Chair referred the resolution document to the C-04 Board Liaison for Board review. 7/9/21, Currently in the review process.
B-08 Director Ethics & Conduct <i>Responsible: Board</i>	7/27/2018	Jul-18	N/A	This Resolution was deleted by the Board at the 6/16/21 meeting.
Committee Resolutions				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Sep-20	Sep-22	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	May-20	May-22	
C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i>	10/10/2018	Oct-18	Oct-20	In March 2021, C-04 Chair contacted the C-03 Chair to advise this Resolution is due for review. 6/4/21, No response, C-04 Chair to follow-up with the C-03 Chair. 7/9/21 Review in Process. 7/23/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading.
C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i>	10/20/2018	Oct-18	Oct-20	6/21/21, Board held first reading of pending changes without comments. Second reading is scheduled for the 7/21/21 Board Meeting. 7/23/21 Second reading is rescheduled for the next Board Meeting.
C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i>	10/20/2018	Oct-18	N/A	This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.

COPY UPDATED ON: 8/29/2021 - For review at the C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 9/17/2021
SEE SPECIAL NOTE AT BOTTOM OF PAGE 3.

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NOTE: The below highlighted areas denotes the updates/changes made at the 8/20/2021 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
C-06 Communications Advisory Committee	10/20/2018	Oct-18	Oct-20	In March 2021, C-04 Chair contacted the C-06 Chair to advise this Resolution is due for review. In April, C-06 Chair advised they are reviewing several possible changes. 6/4/21, C-06 Chair requested more meeting time to complete their work. 7/9/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading. 7/21/21, Board held first reading of pending changes without comments.
Responsible: C-06 Chair				
C-07 Strategic Plan Advisory Committee	1/27/2018	Jan-18	Jan-20	In March 2021, C-04 Chair contacted the C-07 Chair to advise this Resolution is due for review. 7/23/21, C-04 Chair to contact the C-07 Chair as a reminder this Resolution is due for review.
Responsible: C-07 Chair				
C-08 Elections Committee	10/10/2018	Oct-18	Oct-20	6/4/21, On hold until completion of the 2021 Election Report.
Responsible: C-08 Chair				
C-09 Executive Council Committee	5/20/2009	Sep-17	Sep-21	
Responsible: Board President				
C-10 Environment and Natural Assets Advisory Committee	10/27/2017	Mar-19	Mar-21	In March 2021, C-04 Chair contacted the C-10 Chair to advise this Resolution is due for review. 6/4/21, No response, C-04 Chair to follow-up with the C-10 Chair. 7/23/21, No response, C-04 Chair to follow-up with the C-10 Chair.
Responsible: Chair C-10				
C-11 Golf Advisory Committee	5/2/2020	Feb-20	Feb-22	
Responsible: C-11 Committee Chair				
C-12 Marine Activities Advisory Committee	5/20/2009	Jul-17	Jul-19	6/4/21, C-04 Chair will contact the C-12 Chair to obtain status of review by our 7/9/21 meeting. 7/9/21, No response, C-04 Chair to follow-up with the C-12 Chair. 7/23/21, No response, C-04 Chair to follow-up with the C-12 Chair.
Responsible: C-12 Committee Chair				
C-13 Recreation and Parks Advisory Committee	10/10/2018	Oct-18	Oct-20	In April 2021, C-04 Chair to contact the C-10 Chair to advise this Resolution is due for review. 6/4/21, No response, C-04 Chair to follow-up with the C-13 Chair. 7/9/21, No response, C-04 Chair to follow-up with the C-13 Chair.
Responsible: C-13 Committee Chair				
C-14 Racquet Sports Advisory Committee	12/19/2020	Dec-20	Dec-22	This Advisory Committee was reinstated by the BOD at the 12/17/2020 Board Meeting. The Committee will operate as defined in the Board Approved, Resolution C-14.
Responsible: C-14 Committee Chair				
C-15 Aquatics Advisory Committee	10/10/2018	Oct-18	Oct-20	4-2-21-On hold pending resumption of Committee Meeting. 7/23/21, C-04 Chair to advise the C-15 Chair that this Resolution is due for review.
Responsible: C-15 Committee Chair				
Financial and Budgetary Resolutions				
F-01 Investment Guidelines	3/24/2016	May-18	May-22	
Responsible: Board				
F-02 Annual Budget Development	11/19/2008	May-18	May-20	Request was sent in April 2021. 6/4/21, Board Liaison to follow-up with Board for status report by our 7/9/21 meeting. 7/23/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading.
Responsible: Board				
F-03 Financial Reserve Accounts	10/17/2020	Oct-20	Jun-21	Request was sent in April 2021. Is Drainage a separate Reserve Fund? 6/4/21, Board Liaison to follow-up with Board for status report by our 7/9/21 meeting. 7/23/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading.
Responsible: Board				
F-04 Delinquent Assessments	6/1/2019	May-21	May-22	
Responsible: Board				

**COPY UPDATED ON: 8/29/2021 - For review at the C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 9/17/2021
SEE SPECIAL NOTE AT BOTTOM OF PAGE 3.**

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NOTE: The below highlighted areas denotes the updates/changes made at the 8/20/2021 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
General and Administrative Resolutions				
M-01 Compliance Procedures <i>Responsible: Board</i>	5/2/2020	May-20	Jul-21	7/23/21, Currently on hold pending Court action to review OPA complaints. The Court cases are currently backlogged as a result of the COVID-19 issues.
M-02 Amenity Policies <i>Responsible: Board</i>	11/2/2019	Nov-19	Nov-21	
M-04 Maintenance of Lots <i>Responsible: Board</i>	5/2/2020	May-20	May-22	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	May-17	May-19	3/5/21- The C-04 Board Liaison was requested to ask the Board to review this Resolution. 6/4/21, Board Liaison to follow-up with Board for status report by the 7/9/21 meeting.
M-06 Elections and Referendums <i>Responsible: Board</i>	2/5/2020	Feb-20	Oct-20	March 2021-C-04 Chair provided M-06 Chair and M-06 Board Liaison with suggestions/comments from the C-04 Committee Meeting held on 2/2/2021. 6/4/21, The duplicated ballot safeguards, used in the last ballot, were not in compliance. The By-laws work group suggested changes to obtain compliance. Status pending.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	3/5/21- The C-04 Board Liaison was requested to ask the Board to review this Resolution. 6/4/21, Board Liaison to follow-up with Board for status report by the 7/9/21 meeting.
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 Instructions.</i> <i>Responsible: Board</i>	7/20/2011	Nov-17	Oct-20	C-04 Chair has placed this on hold until after the Board appointed By-Laws Workgroup has completed their work. Any changes they make to our by-laws or governing documents may require changes to the Association Manuals to correct any possible inconsistencies between these manuals and our governing documents.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	2/16/2019	Feb-19	Jul-20	3/5/21-The Bylaws Work Group is currently reviewing the status of the Search Committee.

SPECIAL NOTE:

With exception of the change made to the review date for F-04, from May 21 to May 22, no other changes have been to this report since the previous report dated July 23, 2021.

