

By-Laws & Resolutions Advisory Committee

August 19, 2022

Peach Room and Microsoft Teams

Present: Chair Jim Trummel and Committee members Lora Pangratz, Keith Kaisr and Bob Hillegass. Also, present Colette Horn, Board Liaison and Josh Davis, OPA Marketing and Public Relations Director. Several other guests were present on Microsoft Teams. The chair called the meeting to order at 1:02 pm.

The agenda was approved after Unfinished Business item M-08 (Association Manuals) was deleted and Committee Future was added as a New Business item.

The minutes of the July 15, 2022 meeting were approved.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS

Unfinished Business was a review of the status of the resolutions on the agenda.

B-07 (Petitions): Drafts of an amendment to B-07 were discussed. The purpose of the drafts is to clarify the By-laws section 4.07(a) requirement that a petition identify the person who will represent the petitioners. The question is whether that person must be a member of the Association. The question had arisen in an earlier review of B-07. The committee agreed that the representative should be a member of the Association. The language of a draft was agreed on and the chair will prepare a first reading draft for the committee liaison.

C-09 (Executive Council): The status of this resolution was discussion including whether a Charging Document was necessary. A decision was deferred to the next meeting.

M-07 (Bulkhead and Waterway Maintenance): Committee liaison will confirm that this resolution has been placed in the HOA Depository (County Court Clerk's Office) to support Association members' responsibilities when bulkheads are replaced.

M-01 (Compliance Procedure) and M-02 (Amenity Policies): The question was raised with Director Horn as to who was going to take the lead in developing procedures to comply with recent State legislation regarding due process for imposing sanctions on HOA Members. The liaison indicated that it is intended that Association Counsel Jeremy Tucker will develop the procedure.

M-06 (Elections and Referendums): An amendment to this resolution was approved at the June 27, 2022 Board meeting. However, the approved copy does not yet appear in the Book of Resolutions. Committee liaison will follow-up.

B-03 (Meetings of Association Members): An first reading draft of B-03 that incorporated procedures for virtual meetings was tabled at the June 27, 2022 Board meeting and the current status is unknown. Committee liaison will follow-up.

NEW BUSINESS

M-09 (Search Committee): The chair noted that the Search Committee Report required by M-09 does not appear to have been prepared.

Committee Future: There was a discussion of current and future vacancies on the committee. Possible alternatives to assuring the committee maintains the minimum number of members as required by C-04 (By-laws and Resolutions Advisory Committee) were considered.

The meeting was adjourned at 2:30 pm.

Jim Trummel
Minutes recorder

AGENDA

By-Laws & Resolutions Advisory Committee Meeting
Friday, July 15, 2022, 1:00 PM
Hybrid Meeting
Peach Room and Microsoft Teams

Call to Order

Approval of Agenda

Approve Minutes from meetings June 10, 2022.

Public Comments

UNFINISHED BUSINESS

B-01 (Book of Resolutions): June 10, 2022 draft

M-01 (Compliance Procedures) review status at June 22, 2022 Board meeting.

B-04 (Development of Board Meeting Agenda) review status at June 22, 2022 Board meeting

M-08 (Association Manuals) review status at June 22, 2022 Board meeting

C-08 (Elections Committee) review status

C-02 (ARC Committee), C-11 (Golf Committee) and C-15 (Aquatics Committee) review requests status

F-02 (Budget Development) status from November 20, 2021 meeting

M-04 (Maintenance of Lots) email June 14, 2022 status

F-03 (Reserve Accounts) review status from November 20, 2021 Board meeting

M-07 (Bulkheads and Waterways Maintenance) review status from March 23, 2022 Board meeting

M-05 (Animal Control) review status from March 23, 2022 Board meeting

B-07 (Petitions) review status from March 23, 2022 Board meeting

By-Laws update status

NEW BUSINESS

M-02 (Amenity Policy): July 2022 draft

C-01 (Committee General) due for review in September

M-04 (Maintenance of Lots) due for review May 2022

NOTE: The below highlighted areas denotes the updates/changes made at the 6/10/22 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> | | | TBD | |
| Board Resolutions | | | | |
| B-01 Book of Resolutions <i>Responsible: Board</i> | 1/4/2020 | Jan-20 | Jan-22 | 6/10/22, C-04 Chair to draft an amendment based on the Committee meeting discussions. |
| B-02 Rules of Order for Board Meetings <i>Responsible: Board</i> | 11/19/2008 | Oct-18 | Oct-20 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting no changes are required, as noted in the charging document. |
| B-03 Meetings of Association Members <i>Responsible: Board</i> | 11/19/2008 | Nov-18 | Oct-20 | 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document. |
| B-04 Agenda Development for Board Meetings <i>Responsible: Board</i> | 1/27/2018 | Jan-18 | Oct-20 | 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting no changes are required, as noted in the charging document. |
| B-05 Conflicts of Interest <i>Responsible: Board</i> | 11/19/2008 | Oct-18 | Oct-20 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document. |
| B-06 Indemnification Policy <i>Responsible: Board</i> | 11/19/2008 | Oct-18 | Oct-20 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document. |
| 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. 10/15/21 C-04 Chair advised new Board Liaison of the need to have this pending review completed. 1/21/22 Board Liaison will place on the 2/22/22 BoD Meeting Agenda for Board Review. 5/13/22 C-04 Chair advised resolution was discussed at the 3/23/22 BOD Mtg. Potential amendment topics for each were identified and responsibility assigned for follow-up. There is no timeframe for proposals. |
| 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 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. |
| C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i> | 5/2/2020 | May-20 | May-22 | 4/27/22, C-04 Chair has advised and C-11 Chair their resolution is due for review by 7/1/22.. |
| 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 | |
| C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i> | 10/20/2018 | | N/A | This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting. |

COPY UPDATED ON: 6/10/22 - For review at the C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 7/15/2022.

NOTE: The below highlighted areas denotes the updates/changes made at the 6/10/22 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 <i>Responsible: C-06 Chair</i> | 9/15/2021 | Sep-21 | Sep-23 | |
| C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i> | 1/27/2018 | Sep-21 | Sep-23 | |
| C-08 Elections Committee <i>Responsible: C-08 Chair</i> | 10/10/2018 | Oct-18 | Oct-20 | 1/21/22, C-04 Chair will request C-08 Chair to review their resolution. 4/27/2022 C-08 Chair responded to C-04 Chair. No changes required. At the 7/15/22 meeting the C-04 Committee will update the review date as noted above on 4/27/22. |
| C-09 Executive Council Committee <i>Responsible: Board President</i> | 5/20/2009 | Sep-17 | Sep-21 | 4/11/22, C-04 Chair advised the Board President that this document is due for review. 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. |
| C-10 Environment and Natural Assets Advisory Committee <i>Responsible: Chair C-10</i> | 10/27/2017 | Mar-21 | Mar-23 | |
| C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i> | 5/2/2020 | Feb-20 | Feb-22 | 1/21/22, C-04 Chair will advise C-11 Chair their resolution is due for review. 4/27/2022, C-04 Chair advised C-11 Chair that this document is due for review by 7/1/22. |
| C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i> | 5/20/2009 | Oct-21 | Oct-23 | |
| C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i> | 10/10/2018 | Oct-21 | Oct-23 | |
| C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i> | 12/19/2020 | Dec-20 | Dec-22 | |
| C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i> | 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. 9/17/21, C-04 Chair to remind the C-15 Chair that this Resolution is due for review. 10/15/21 Request for a review currently on hold pending the reorganization of the C-15 committee. 1/21/22, C-04 Chair will review with the new C-15 Chair as soon as the appointment is completed . 4/27/2022, C-04 Chair advised C-15 Chair that this document is due for review by 7/1/22. |
| Financial and Budgetary Resolutions | | | | |
| F-01 Investment Guidelines <i>Responsible: Board</i> | 3/24/2016 | May-21 | May-22 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document . |
| F-02 Annual Budget Development <i>Responsible: Board</i> | 11/19/2008 | May-18 | May-20 | On 11/15/21, at the second reading, the Board rejected the requested changes to Resolution F-02 1/21/22, C-04 Chair will review with C-04 Board Liaison to determine the next step in the process. C-04 Chair and Committee need to determine if this action establishes a completed review. |
| F-03 Financial Reserve Accounts <i>Responsible: Board</i> | 10/17/2020 | Oct-20 | Jun-21 | On 11/15/21, at the second reading, the Board rejected the requested changes to Resolution F-03 1/21/22, C-04 Chair will review with C-04 Board Liaison to determine the next step in the process. |
| F-04 Delinquent Assessments <i>Responsible: Board</i> | 6/1/2019 | May-21 | May-22 | 6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document . |

COPY UPDATED ON: 6/10/22 - For review at the C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 7/15/22.

NOTE: The below highlighted areas denotes the updates/changes made at the 6/10/22 meeting by the C-04 Committee Members.

**Ocean Pines Association
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|--|----------------|------------------|-----------------------|---|
| General and Administrative Resolutions | | | | |
| M-01 Compliance Procedures | 5/2/2020 | May-20 | Mar-22 | 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. 9/17/21, Next review date changed from Jul 21 to Mar 22 to allow for additional time for the Court to clear their current backlog. 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed. |
| Responsible: Board | | | | |
| M-02 Amenity Policies | 11/2/2019 | Nov-19 | Nov-21 | 1/21/22, C-04 Chair to follow-up C-04 Board Liaison to determine review status of this resolution. 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed. |
| Responsible: Board | | | | |
| M-04 Maintenance of Lots | 5/2/2020 | May-20 | May-22 | 6/10/22, C-04 Chair will recommend to the liaison that M-04 is not to be reviewed unless there is an amendment to the applicable DR provisions. |
| Responsible: Board | | | | |
| M-05 Animal Control | 2/17/2010 | May-17 | May-19 | 5/13/22 C-04 Chair advised resolution was discussed at the 3/23/22 BOD Mtg. Potential amendment topics were identified and responsibility assigned for follow-up. No timeframe established . |
| Responsible: Board | | | | |
| M-06 Elections and Referendums | 2/5/2020 | Feb-20 | Oct-20 | 5/13/21 C-04 Chair advised M-06 Chair suggested changes that have been distributed. Requested changes are detailed in the C-04 Chairs' Resolution status report letter dated 5/3/22. 6/10/22, The C-04 Chair recommendations are deferred until after the 2022 elections. |
| Responsible: M-06 Chair | | | | |
| M-07 Bulkhead and Waterway Maintenance | 6/16/2010 | Jul-17 | Jul-19 | 5/13/22 C-04 Chair advised resolution was discussed at the 3/23/22 BOD Mtg. Potential amendment topics were identified and responsibility assigned for follow-up. No timeframe established . |
| Responsible: Board | | | | |
| 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> | 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 required changes to the Association Manuals to correct any possible inconsistencies between these manuals and our governing documents. 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting the need for M-08 to be rescinded. |
| Responsible: Board | | | | |
| M-09 Search Committee | 3/23/2022 | Mar-22 | Mar-23 | |
| Responsible: Committee Chair, GM and Board | | | | |

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

NOTE: The below highlighted areas denotes the updates/changes made at the 6/10/22 meeting by the C-04 Committee Members.

| Governance Document | Effective Date | | Last Review Date | | Scheduled Review Date | Comments |
|---------------------|----------------|--|------------------|--|-----------------------|----------|
| | Date | | Date | | | |

**By-Laws & Resolution Advisory Committee's - Governance Document
Definition and Procedures for Updating the Committee's Governance Document
Approved: December 3, 2021**

Purpose of the Governance Document Form:

This form was designed by the By-Laws and Resolutions Advisory Committee for the committee's use to ensure that all resolutions are reviewed on a timely basis and in a consistent manner.

Definitions and Procedures are as follows:

- 1). The **"Effective Date"** is the date published for each Resolution in the **"Book of Resolutions"**. This is the official Board meeting date on which any new Resolution was established, or changes made to an existing Resolution were approved, i.e.: **"Adopted by the Board of Directors"**. This date should always be updated on our Governance Document. Any approved resolutions that are in the signature cycle will contain that date.
- 2). The **"Last Review Date"** and the **"Effective Date"** may normally be the same dates. This applies whenever the Board approves either a new Resolution or approves changes to an existing Resolution.
- 2 a). The exception to Item 2 above, is when the responsible "entity" has advised the By-Laws and Resolutions Advisory Committee that they have reviewed their resolution and no changes are required. In that case, the new **"Last Review Date"** will then be the meeting date when the By-Laws and Resolutions Advisory Committee reviewed that request and updated the Governance Document.
- 3). The **"Scheduled Review Date"** is normally 24 months from the date that the Resolution was last reviewed by the responsible "entity". The exceptions are the following resolutions: F-02, F-04, M-01 and M-06. They are to be reviewed every 12 months. This date should be determined by adding (either 12 or 24 months) to last published **"Last Review Date"**.
- 4). The **"Scheduled Review Processes"**.
 - A). To assist the responsible "entity" in reviewing their resolutions, the By-Laws and Resolutions Advisory Committee will review their resolution prior to notifying them. The goal of our committee will be to see if there are any reasons to question any provisions and include that information in our notification to them. The C-04 Chair will then advise either the responsible Committee Chair, in the case of a Committee Resolution, or the Board Liaison, in the case of a Board Resolution, that the resolution is due for review along with any comments we may have.
 - B). In the case of a committee resolution, if no response is received within 30 days from the above request (Item A), the By-Laws and Resolutions Advisory Committee Chair will issue a second request to the Committee Chair, with copies to both that Committee's Board Liaison and our Board Liaison. This second request will inform them of the importance of the resolution review process and advise them if no response is received within 30 days, we will consider the lack of response as their authorization for our committee to consider their review process completed. The By-Laws and Resolutions Advisory Committee will then at their next scheduled meeting update the Governance Document. The new **"Last Review Date"** will be that meeting date and the next **"Scheduled Review Date"** will be determined as listed above in Item 3.
 - C). In cases where an acknowledgement is not received within 60 days from the responsible "entity" that their review process has been conducted, the following notation will be placed in the **Comments Section** of the Governance Document form. A sample of that notation to be placed in the comments section is as follows:
"C-04 received no response from C-07 regarding our request(s) for them to review their Resolution. On 9/17/21, C-04 changed last review date from Jan-18 to Sep-21 and scheduled the next review date."
 - D). In the case of a Board responsible resolution, the C-04 Chair will continue to follow-up with the Board liaison until we get an appropriate response.
 - E). One of our committee's goals is to keep all committee resolutions up to date, but the Board resolutions are operating or policy procedures requiring a closed loop on review requests.

NOTE: For identification purposes, all recent updates or changes made to "Governance Document Form" are highlighted in yellow. Additionally, the "Scheduled Review Date" will be highlighted in yellow for all past due resolutions.