

By-Laws & Resolutions Advisory Committee
July 15, 2022
Peach Room and Microsoft Teams

Present: Chair Jim Trummel and Committee members Lora Pangratz, Keith Kaisr, Steve Jacobs and Bob Hillegass. Member Keith Kaiser had to leave the meeting after it began. Also, present Colette Horn, Board Liaison and Josh Davis, OPA Marketing and Public Relations Director. Association member Ken Petrini was present on Microsoft Teams. The chair called the meeting to order at 1:00 pm.

The agenda was approved after M-04 (Maintenance of Lots) was removed from New Business. It duplicated M-04 as an Unfinished Business entry.

The minutes of the June 10, 2022 meeting were approved.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS

The meeting was a review of the status of the resolutions on the attached agenda for the meeting.

Resolution M-02 was brought up from New Business to be considered first. Considered was a draft of amendments to the Resolution. The Committee had received a draft of an amended M-02. In May, the Board had been requested to review M-02. Committee comments were made for review by the Liaison.

A draft of an amended B-01 (Book of Resolutions) was considered. The proposed amendment would revise the Legal Review provision with the purpose of clarifying when Legal Review was accomplished and how it would be documented on a resolution. The Committee decided to submit the draft for first reading by the Board.

Consideration of the remainder of Unfinished Business proceeded in accordance with the agenda. The purpose was to identify the status of the resolutions relative to the schedule of reviews. Reviews are regularly scheduled for the purpose of maintaining resolutions current to Association needs and policies.

The status of various resolutions was reported by the chair with the purpose of updating the Governance Review Document. The Document, as of the date of the meeting, is attached.

Resolutions for which the Committee took specific actions, are as follows:

F-03 (Reserve Accounts): The chair will prepare a first reading draft and send to the Liaison. The first reading draft will be the same as was inadvertently not accepted at a second reading at the November 20, 2021 Board meeting.

M-05 (Animal Control): This resolution was reviewed at the March 23, 2022 Board meeting. The chair will prepare a first reading draft based on the review comments at that meeting and send it to the Liaison.

B-07 (Petitions): This resolution was reviewed at the March 23, 2022 Board meeting. The will incorporate comments at that meeting and those at this committee meeting into a first reading draft and send it to Liaison.

By-laws update status: Liaison reported that Association counsel was nearing completion of proof reading and the new By-Laws should be released soon.

NEW BUSINESS

C-01 (Committee General): This resolution is due for review in September 2022. The chair will prepare a Charging Document for Board action and send it to Liaison. There was discussion of C-01 at the last Executive Council meeting.

The meeting was adjourned on a unanimous vote at 3:00 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
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	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				

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
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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.