

By-Laws & Resolutions Advisory Committee
April 12, 2024 Public Discussion
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee member Pam Ferinde. Committee members Keith Kaiser, Camilla Rogers, and August Flentje were excused. Steve Jacobs, Board Director and Board Liaison, was present. Guests included Jim Trummel, past Committee Chair (via Teams) and Bob Hillegass, past Committee member. The discussion began at 1:00 pm.

NOTE: A quorum was not available for the April 12, 2024 meeting. A record of informal discussions of the Committee Members and others is provided below for transparency, and a video of the discussion is available on the Ocean Pines website.

PUBLIC COMMENTS: Jim Trummel mentioned that he previously submitted comments on C-01 and M-06 and the search committee. He would be willing to discuss those during the meeting or at a future meeting.

CHAIRPERSON'S REPORT: The Chairperson reported that she attended in person the OPA Directors mtg. on March 23, 2023. She took steps to get the agenda for this meeting and approved minutes for the February meeting for the web site. She attended the Ocean Pines Work Group for the Spring Kick-Off Expo on March 21, 2024. The next meeting is set for April 10 and the event will be on Saturday April 20, 2024 from 3-7pm in White Horse Park. The rain date is April 27, 2024. She attended the OPA Executive Counsel meeting on March 28, 2024. The Chairperson reported that her second term on the Committee and role as Chair was approved by the Board at the March meeting, and her term will end in March 2026.

BOARD LIAISON'S REPORT: The Board Liaison reported about the volunteer dinner. He reported that he met with John Viola regarding the amenity behavior guidelines, which was pursuant to M-02. There is a draft document that will be sent around soon for final comment, but it is not clear that the Board will approve. There appears to be consensus that M-02 requires amendment to comply with the Maryland HOA Act. Two issues. First, would policy apply at all amenities or only at food and beverage. Second, how to make document aligned with the HOA Act.

DISCUSSION:

The Committee Chair discussed the plan for the Spring Expo, which includes setting up a table between 2:15 and 2:45 with a sign. Lora and Kieth will be at the table. Each amenity will be showcased. There will be 70 vendors total.

M-02 was further discussed. Jim Trummel observed that M-02 has detailed rules on amenities and it was not appropriate for the Board to simply take no action in light of the HOA Act. Bob Hillegas noted that it had not been amended for 5 years. Board Liaison Jacobs explained that when the Board considered M-02 in the spring, they pulled it and determined they should wait for a draft behavior guide, in order to address the issue comprehensively. Until the new Board took some action we are in a holding pattern. Committee member Ferinde suggested the idea of

a letter of censure for misbehavior. Board Liaison Jacobs explained that there is no procedure for evaluating the facts regarding such an incident, and that was one issue that needed to be address.

Committee Chair Pangratz observed that C-01 (Committee General) received a first reading at the March meeting, and would receive a second reading at the April Board Meeting. The primary update was to the qualification for Committee membership. Jim Trummel observed that Section 4d, "Request for Committee Membership," should not include the provision to send a letter to request membership, which was outdated. And the application form should be an attachment to the resolution (or be approved by BoD). Jim also had comments on Section 4e and 4f, which he thought was repetitive of the application requirements. Bob Hillegas agreed the resolution was confusing. Since the Committee did not have a quorum, Jim would need to determine whether to take these comments directly to the Board. Board Liaison Jacobs indicated that he could bring these concerns to the Board's attention. He also indicated he had some concerns with the Board Liaison taking a role in recommending Committee members. Chair Pangratz discussed the fact that the format of the annual report in the draft resolution was out of date. The Board Liaison explained that the Board was likely to move forward without views from the Committee. And the Committee could take no action given the lack of a quorum at this discussion.

Committee Chair Pangratz discussed the fact that C-03 (Budget and Finance) had received a first reading at the March Director's meeting to correct numbering.

Committee Chair Pangratz raised the subject of M-06 (Elections). She noted that the Committee's concerns had been shared. The draft had received a first reading at the March Director's meeting.

The Committee Chair raised M-09 (Search Committee) and explained that Committee member Kaiser had made suggestions for the resolution. Jim Trummel spoke to say that time was not of the essence, but the Board needs to make a decision on how to handle the Search Committee – the purpose of which was to look for potential Board members. There has been no effort to have a Search Committee this election cycle. The Board should eliminate the resolution, or appoint a Committee. The Board Liaison explained that if no Search Committee is appointed, the election still goes forward. The Committee was less important when there are sufficient candidates.

Committee Chair Pangratz discussed whether the Committee should have a meeting on April 19, 2024, prior to the April 20, 2024 Board meeting. The Chair thought it made sense to stick to the regular schedule, since Committee action on April 19 would not be in time to impact the Board's action on April 20th.

GOVERNANCE DOCUMENT REVIEW: The Committee reviewed the updated governance document. The updated governance document that reflects this review is attached to these discussion minutes.

DISCUSSION CONCLUSION:

The recorded discussion ended at 2:22 pm.

The next meeting is May 10, 2024.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 3/08/2024 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 Total Number on File 34 <i>Responsible: Board</i>				<i>Note: For informational purposes, the OPA has total of 34 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	
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Jul-23	Jul-25	
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	
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
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. 2/9/24: C04 Liaison to resubmit to BOD 3/8/24: C04 Chair to confirm B08 was a previously signed and approved resolution in the past, if not, this entry will be deleted.
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. <u>Awaiting BOD feedback.</u>
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	Jul-22	Jul-24	
C-03 Budget and Finance Committee <i>Responsible: C-03 Chair</i>	11/20/2021	Jan-24	Jan-26	

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Ocean Pines Association
By-Laws and Resolution Advisory Committee

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
C-04 By-Laws and Resolutions Committee <i>Responsible: C-04 Chair</i>	9/15/2021	Oct-23	Oct-25	
C-05 Clubs (Food & Beverage) 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 Committee <i>Responsible: C-06 Chair</i>	9/15/2021	Nov-23	Nov-25	
C-07 Strategic Plan Committee <i>Responsible: C-07 Chair</i>	1/27/2018	Jan-24	Jan-26	
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 Committee <i>Responsible: Chair C-10</i>	10/27/2017	Mar-24	Feb-26	11/10/2023, C04 Chair notified C10 Chair 3/8/24: No feedback from C10 chair received. Resolution considered reviewed.
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Jul-22	Jul-24	
C-12 Marine Activities Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Dec-23	Dec-25	
C-13 Recreation and Parks Committee <i>Responsible: C-13 Committee Chair</i>	10/10/2018	Oct-23	Oct-25	
C-14 Racquet Sports Committee <i>Responsible: C-14 Committee Chair</i>	12/19/2020	Jul-23	Jul-25	
C-15 Aquatics Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Jul-22	Jul-24	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-23	May-24	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	May-23	May-24	
F-05 Abatement of Annual Charges <i>Responsible: Board</i>				This resolution was rescinded by the Board on March 28, 2015
F-XX Convenience Fee Resolution <i>Responsible: Board</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 12/8/23; C-04 advised the B&F committee that it did not recommend the document be converted into a Resolution, but rather include in the Financial Policy manual. Returned to B&F. 3/8/24: No feedback received on this issue.

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

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
<p>M-08 Association Manuals (<i>Includes a Total of 8 manuals</i>)</p> <p><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></p> <p style="text-align: right;"><i>Responsible: Board</i></p>	7/20/2011	Feb-23	Feb-25	
<p>M-09 Search Committee</p> <p style="text-align: right;"><i>Responsible: Committee Chair, GM and Board</i></p>	3/23/2022	Mar-22	Mar-24	<p>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</p> <p>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.</p> <p>12/16/22, New Liaison to conference with former Liaison to determine previous action taken</p> <p>1/13/2023, Liaison to reengage with BOD</p> <p>3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading.</p> <p>5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes.</p> <p>10/13/2023; C04 BOD Liaison to discuss with BOD</p> <p style="background-color: yellow;">3/8/24: C04 to draft redlines for submission to BOD</p>

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.