

**By-Laws & Resolutions Advisory Committee**  
**February 14, 2025 Meeting**  
**Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Keith Kaiser, and Camila Rogers were present. August Flentje participated via Teams. Joe Peloso was excused. Steve Jacobs, Board Director and Board Liaison, was present. Also present was a member of the public and former Committee member, Bob Hillegas. The meeting began at 12:58 pm.

**INITIAL DISCUSSION:** The Committee discussed whether the meeting should be recorded and determined it would record the meeting.

**APPROVAL OF AGENDA:** The agenda was approved.

**APPROVAL OF MINUTES:** The minutes of the January 10, 2024 meeting were approved.

**PUBLIC COMMENTS:** There were no public comments.

**CHAIRPERSON'S REPORT:** Chairperson Pangratz reported that she emailed OPA management about posting the February agenda and December approved minutes on the web site. She attended in person the Board of Directors meeting on January 25, 2025 (her birthday!). She emailed Doug Parks, Budget and Finance committee chair about the upcoming F Resolutions due for review (F-01, F-02, F-03) asked for a status update on the unnamed F- Resolution, which is still with legal review.

**BOARD LIAISON'S REPORT:** The Board Liaison reported that the Board completed work on M-09 (Search Committee) – the resolution received a second reading and was approved. The final resolution makes the search committee discretionary, although there may be some tension with the bylaws, which envision a search committee every year. The Board will likely vote on the budget at the Board meeting on February 22, 2025. Steve discussed the procedures for the Board to consider the need for updates to resolutions that fell within the Board's authority, and proposed a first reading on the resolution that would confirm the Board intends to make no changes. The Board Liaison indicated he would raise this issue again at the March 2025 Board meeting.

The Committee suspended Roberts Rules to enable participation by guests. Mr. Hillegas advised that in earlier times, the Committee would review resolutions assigned to the Board, and advise the Board if any changes or updates needed to be made. Committee member Kaiser observed that these resolutions had been reviewed by the Committee, and we saw no need for changes (in particular, the resolutions C-09 and B-04).

**UNFINISHED BUSINESS:**

The Committee discussed B-04 (Agenda Development for Board Meetings) and C-09 (Executive Advisory Counsel), which were the resolutions the Liaison would flag for Board review.

The Committee discussed M-09 (Search Committee), which has now been approved so will come off the agenda.

The Committee Chair notified the Budget and Finance Committee that F-02 (Annual Budget Development) would need review once the current budget process, in order to align review with a time period outside of the budget preparation process at the start of each year. The Chair also notified this committee that F-01 (Investment Guidelines) and F-03 (Financial Reserve Accounts) are due for review soon.

## **NEW BUSINESS:**

The Committee discussed M-08 (Association Manuals), which was due for review in February 2025. The Committee discussed the fact that in 2023, the Committee had recommended that many of the manual updates identified here (other than Financial Policies/Financial Procedures) be under the responsibility of the general manager for updates. Financial Policies and Procedures manuals would be the Board's responsibility. Committee member Kaiser recommended that the Board Liaison send this to the Board, and recommend that they consult with the General Manager regarding how to update responsibility for the various manuals. There was discussion of this in the February 2023 minutes and likely Board discussion in later months, and review of that discussion is warranted.

The Committee discussed M-05 (Animal Control), which is due for review in March 2025. The Committee recalls that it did not seem to require any changes, but there was some controversy over authority to pick up an animal that may be someone's pet and charge fees

The Committee discussed F-03 (Financial Reserve Accounts) and proposed redlines that were prepared by counsel. The Board Liaison noted that the changes were to be consistent with new law (the Maryland HOA Act) and make minor changes for clarity. The Board Liaison recommended that we tell the Board that Budget and Finance Committee have made some recommended edits, and they look appropriate for the Board's review, or a referral to legal.

The Committee discussed F-01 (Investment Guidelines), which changed only the numbering to correct a prior error. The Committee discussed if there was a way to make technical corrections to Resolutions, to avoid the need for Board action.

The Committee discussed F-02 (Annual Budget Development). The proposed changes were technical, with two exceptions. One would eliminate the requirement for the Board to meet with the Committee and the General Manager in September of each year. The Committee and GM had concluded that this meeting was not necessary. The Committee noted that the remainder of this provision should be re-lettered. The second would change section 7 to specify that the General Manager's comprehensive financial report should be posted on the web site.

The Committee discussed a draft of an F-06 (Convenience Fees), the previously unnumbered board-approved document that addressed convenience fees for credit card assessment payments. The Board Liaison reiterated that this was undergoing review by counsel, and review was premature until that was completed.

The Committee discussed the season kickoff event, which would be held on May 17 at 11:00am. It would be held at Veterans Memorial Park so as to not conflict with the farmers' market. The first planning meeting would be February 21, 2025. The Committee would have an information table, and may need to sort out electricity access.

**GOVERNANCE DOCUMENT REVIEW:** The Committee reviewed the governance document and provided updates. The updated governance document is attached to these minutes.

**MEETING CONCLUSION:** The meeting adjourned at 2:24 p.m.

The next meeting is March 14, 2025.

August Flentje  
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 2/14/2025 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	N/A	9/13/2024, Review date requirement removed. No mandated review periodicity for By-Laws
Articles of Amendment and Restatement <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions <b>Total Number on File 34</b> <i>Responsible: Board</i>				<b>Note: For informational purposes, the OPA has total of 34 Declaration of Restrictions on file.</b>
Snow Hill Depository <i>Responsible: Board</i>			TBD	
<b>Board Resolutions</b>				
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	12/13/24: CO4 Reviewed with no recommended changes. Referred to BOD for their review.
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.
<b>Committee Plus Two Board Resolutions</b>				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Apr-24	Apr-26	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	Oct-24	Oct-26	
C-03 Budget and Finance Committee <i>Responsible: C-03 Chair</i>	11/20/2021	Apr-24	Apr-26	
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>			N/A	This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.
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	

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 2/14/2025 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-08 Elections Committee <i>Responsible: C-08 Chair</i>	10/10/2018	Aug-24	Aug-26	
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Jan-23	Jan-25	12/13/24: C04 Reviewed with no recommended changes. Referred to BOD for their review.
C-10 Environment and Natural Assets Committee <i>Responsible: Chair C-10</i>	10/27/2017	Mar-24	Feb-26	
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Oct-24	Oct-26	
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>			N/A	Second Reading and rescinded by the BOD on 9/28/24.
C-15 Aquatics Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Oct-24	Oct-26	
<b>Financial and Budgetary Resolutions</b>				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-23	Apr-25	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	Nov-22	Nov-24	11/8/2024: C-04 Chair to draft a Charging Doc for BOD Review of this Resolution. 12/13/24: C04 Reviewed with no recommended changes. Referred to BOD for their review. 1/10/25: C04 to notify B&F of need to look at doc for desired changes. 2/14/25: C04 reviewed proposed redlines from F02 with no argument. Recommended forward to BOD for review.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Mar-23	Mar-25	2/14/25: C04 reviewed proposed redlines from F03 with no argument. Recommended forward to BOD for review.
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	Jun-24	Jun-26	
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. 5/20/2024, C04 Chair to follow up with B&F Chair 6/21/2024, C04 Chair to email reminder to B&F. 9/13/2024, B&F indicated they were submitting to BOD for 1st Reading after legal review 12/13/24: Under legal review

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

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
<b>General and Administrative Resolutions</b>				
M-01 Compliance Procedures <i>Responsible: Board</i>	1/4/2020	Nov-23	Nov-25	
M-02 Amenity Policies <i>Responsible: Board</i>	11/2/2019	May-24	May-26	
M-03 Recreation Facility Rules <i>Responsible: Board</i>			N/A	This resolution was rescinded by the board in September 2011 and the relevant content was added to resolution M-02
M-04 Maintenance of Lots <i>Responsible: Board</i>	5/19/2020	Dec-23	Dec-25	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	Mar-23	Mar-25	
M-06 Elections and Referendums <i>Responsible: M-06 Chair</i>	2/5/2020	Apr-24	Apr-26	
M-07 Bulkhead and Waterway Maintenance <i>Responsible: C12 Chair</i>	6/16/2010	May-23	May-25	
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</i> <i>Responsible: Board</i>	7/20/2011	Feb-23	Feb-25	
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	3/23/2022	Jan-25	Jan-27	1/25/25: Approved by BOD second reading.

**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.