

By-Laws & Resolutions Advisory Committee
July 11, 2025 Meeting
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Camila Rogers and August Flentje were present. Committee members Keith Kaiser and Joe Peloso were excused. Steve Jacobs, Board Director and Board Liaison, was present. Also present was a member of the public and former Committee member, Bob Hillegass. The meeting began at 1:06 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 May 9, 2025 were approved.

PUBLIC COMMENTS: Bob Hillegas indicated that he would provide comments during the substantive discussion of specific proposals.

CHAIRPERSON'S REPORT: Chairperson Pangratz reported she attended the Director's meeting on Jun 28, 2025. She spoke with Doub Parks about review of C-01 (Committee General Policy). She also spoke with Elaine Brady, Board Liaison for the ARC committee, about review of the ARC guidelines. She also contacted OPA management about posting the agenda and approved minutes on the web site.

BOARD LIAISON'S REPORT: The Board Liaison reported that he had received the ARC guideline proposals. He noted that this Committee's review should focus on consistency with the governing documents. Other concerns could be shared with the Board, counsel, or the ARC committee in the normal course. The earliest the guideline proposals would come up would be the September 2025 Board meeting. He noted that the guidelines were reworked last year to comply with the Maryland HOA Act. He explained that the new Board should have a chance to review after the election. He believed there was not a rush to address C01 (Committee General Policy) in July.

The Committee suspended Roberts Rules to enable participation by guests.

UNFINISHED BUSINESS:

The Committee discussed the memorial brick placed at the Veteran's Memorial in honor of Jim Trummel and in appreciation for his many years of service to Ocean Pines and the Committee. Photos of the brick were shared with the Committee:



NEW BUSINESS:

The Committee discussed M-08 (Association Manuals). The resolution received a first reading. The draft resolution includes recommended edits from counsel, most of which are technical edits. The Committee reviewed the changes, and voted to recommend approval of the changes to the Board.

The Committee discussed C-01 (Committee General Policy). The Committee reviewed rules relating to qualifications for committee membership relating to property ownership. The Committee discussed correcting some references in the draft to ensure correct references to the relevant governing documents relating to ownership. The corrected language would read: “Members must be owner of record of Ocean Pines property as defined in Section 1.11 of the OPA bylaws and shall be eligible to vote as defined in Section 1.12 of said bylaws.” The Committee also discussed the attachment including the form of committee annual report, and proposed adding in Section V: “The committee should include any updates to resolutions assigned to them for review on the schedule set out in B-01 § 4(c) (Book of Resolutions – Resolution Review). The Committee decided not to make this second recommendation since most committees respond timely to requests for review. The Committee had responsibility to bring this resolution to the Board, but this would have to await the new Board in September. The Committee would address this resolution at its September meeting.

The Committee discussed draft ARC guidelines with proposed edits made in May 2025. The edits came from the ARC committee chair. Association member Bob Hillegass indicated that he thought the edits were a good update, but had three concerns that he outlined in a paper he submitted to the Committee. The first concern regarded the source of authority for ARC guidelines, which appeared to go beyond the legal limitations in the Declaration of Restrictions, which were the property limits agreed to by residents of OPA. Second, the draft requires a new “as built” survey (less than two years old) when properties are sold, which would be costly for all homeowners. Third, the 30 day election sign rule should be keyed to the initiation of early voting, not election day.

Committee member Kaiser had also sent an email containing various comments. He had concerned about the requirement to use lattice skirt covering – which is not consistently used – and instead identify skirting that is not permitted. He also echoed Mr. Hillegass’s concerns about the timing for political signs given early voting.

The Board Liaison noted that while some of these concerns – such as the one over skirting requirements – were important but likely not the work of the Committee. They could be raised independently but the Committee should focus on consistency with the governing documents and Maryland law. The Committee determined that it would prepare a set of comments relating to the proposed ARC guidelines to consider at its September meeting.

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 2:48 p.m.

The next meeting is September 12, 2025.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 5/9/2025 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 Total Number on File 34 <i>Responsible: Board</i>				Note: For informational purposes, the OPA has total of 34 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	Feb-23	May-27	5/9/25: Forwarded to BOD for consideration with no recommendation changes.
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	May-23	May-25	5/9/25: To be discussed next C04 meeting.
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	May-25	May-27	12/13/24: C04 Reviewed with no recommended changes. Referred to BOD for their review. 5/24/2025: BOD Mtg determined no changes necessary.
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	May-23	May-25	5/9/25: To be discussed next C04 meeting.
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	May-23	May-25	5/9/25: To be discussed next C04 meeting.
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	May-25	May-27	5/9/25: Forwarded to BOD for consideration with no recommendation changes. 5/24/2025: BOD Mtg determined no changes necessary.
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.
Committee Plus Two Board Resolutions				
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	

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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-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	May-25	May-27	12/13/24: C04 Reviewed with no recommended changes. Referred to BOD for their review. 5/24/2025: BOD Mtg determined no changes necessary.
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	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-25	May-27	4/26/25: 1st reading by BOD 5/24/2025: 2nd Reading complete at BOD Mtg.
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	May-25	May-27	11/8/24: 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. 4/26/25: 1st reading by BOD 5/24/2025: 2nd Reading complete at BOD Mtg.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	May-25	May-27	2/14/25: C04 reviewed proposed redlines from F03 with no argument. Recommended forward to BOD for review. 4/26/25: 1st reading by BOD 5/24/2025: 2nd Reading complete at BOD Mtg.
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:
General and Administrative Resolutions				
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	May-25	May-27	5/9/25: Forwarded to BOD for consideration with no recommendation changes. 5/24/2025: BOD Mtg determined no changes necessary.
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	5/9/25: C04 Chair sent email to C12 reminding this is due.
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	5/9/25: Forwarded redlines to BOD for 1st Reading.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	3/23/2022	Jan-25	Jan-27	

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.