

**By-Laws & Resolutions Advisory Committee**  
**June 21, 2024**  
**Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Camilla Rogers, and August Flentje (via teams). Steve Jacobs, Board Director and Board Liaison, was present. Guests included Jim Trummel, past Committee Chair (via Teams), Bob Hillegass, and Joe Peloso. The chair called the meeting to order at 1:00 pm.

**INITIAL DISCUSSION:** The Committee discussed whether the meeting should be recorded and determined it would not record the meeting, consistent with the practice of other advisory committees.

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

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

**PUBLIC COMMENTS:** Jim Trummel made public comment relating to M-09 (Search Committee). He explained that the February 1 date for the Search Committee was based on a bylaws deadline that has been switched to March 1, so the Resolution may want to be updated to be consistent. The Committee noted that this and other inconsistencies may have been corrected in a subsequent draft of the resolution. Mr. Trummel also explained that Paragraph 6e should be removed, a fix that has also been made in the final draft. He explained that Paragraph 8 provided for release of the candidate registration forms, but that in practice this has not been done. He thought this inconsistency should be addressed.

**CHAIRPERSON'S REPORT:** Chairperson Pangratz reported that she attended virtually the OPA Directors meeting on May 18, 2024. She received and accepted Pam Ferinde's email resignation which notified the rest of the committee members and the Board of Liaison. She also attended in person the OPA Directors meeting on June 15, 2024. She took steps to add discussion notes from the April discussion to the web site. She provided notification to OPA management of Ms. Ferinde's resignation and the need to advertise the vacancy. She received an application from Joe Peloso indicating interest in joining the committee and invited him to attend as guest at the June committee meeting.

**BOARD LIAISON'S REPORT:** The Board Liaison indicated that he had discussed addressing the procedural flaws in the effort to repeal of C-14 (Racquet Sports). A second reading was still required for this action.

The Committee suspended Roberts Rules other than for voting to allow non-members to participate in discussion.

**UNFINISHED BUSINESS:**

The Committee discussed F-04 (Delinquent Assessments). The resolution received a second reading at the June 15, 2024 Board of Directors meeting and was approved.

The Committee discussed C-14 (Racquet Sports). The resolution was not on the agenda at the May or June Board meetings. It still required a second reading to properly repeal the resolution.

The Committee discussed M-09 (Search Committee). The Committee discussed concerns raised by OPA counsel that some of the drafts of the resolution may be privileged. The Committee discussed the fact that this is a public advisory committee meeting, and work the Committee is doing would not be privileged. However, if the attorney shares legal impressions and thoughts with the Committee, that communication may be

## DRAFT

privileged. The Committee discussed the fact that it cannot task the OPA attorney, but must go through the Board and the Board President. The Committee discussed the fact that when we request the Board to reach out to legal counsel for a review, we do not hear follow up on that review request. New legal counsel may be more proactive. The Committee will need to provide input if charged – otherwise the Board will likely seek review only by counsel. It is also likely that this will await the period after the election and a new Board – there is only one more Board meeting before the election. The Committee discussed whether to move forward to suggest changes given the fact that the current Board would likely not consider the resolution. No other Committee is charged with addressing this resolution.

The Committee continued its discussion of proposed edits to M-09 that were prepared by Mr. Kaiser to address consistency issues and the discussion from the prior meeting of the Committee. The Committee reviewed in detail the various paragraphs of the draft resolution. The Committee discussed making clear in Paragraph 6e that it was the Search Committee that cannot release potential candidate information – since the Election Committee will release candidate information for approved candidates. The revised resolution removed many provisions that lay out responsibilities of the Secretary, because these were duplicative of requirements that are already in the bylaws (Section 5.0(d)). Thus, these requirements are imposed by the bylaws and need not be duplicated in this search committee resolution. Edits to Attachment A to the draft resolution were also reviewed. The Committee discussed Section 6.c, which provides that candidate information forms shall be released. The Committee proposed a minor change to Section 6c because it need not specify who would release the candidate information forms.

Roberts rules were reimposed to allow consideration of changes to M-09. The Committee determined that it would review the resolution after the election and make a decision whether to forward the edits to the Board. The Committee approved on a unanimous vote the revised resolution with some additional minor changes to be made by Mr. Kaiser.

Roberts Rules were suspended to permit further participation by the public in discussions.

**NEW BUSINESS:** None.

**GOVERNANCE DOCUMENT REVIEW:** The Committee reviewed the governance document. The updated governance document that reflects this review is attached to these minutes. The Committee observed that the Bylaws were due for review, but there is not a process for this. Mr. Trummel discussed history and indicated that there was not a process for periodic comprehensive review of the Bylaws, but it could not hurt if the Committee flagged significant issues with the bylaws for the Board. The Board Liaison offered to send an email to the Board members and counsel, indicating that the Board should consider whether the Bylaws require periodic review as of May 2024. The Committee agreed that would make sense and would add to the tracker. The Committee would send out a reminder for resolutions that were ready for periodic review. The Committee discussed the status of the convenience fee resolution, which was the responsibility of the Budget and Finance Committee. The Chair would send a reminder email to the Budget and Finance committee.

**MEETING CONCLUSION:** The meeting adjourned at 3:13 pm.

The next meeting is July 12, 2024.

August Flentje  
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 6/21/2024 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	6/21/2024, C04 Chair to email BOD for inputs.
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>				<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	
<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	
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	Jul-22	Jul-24	6/21/2024, C04 Chair to email reminder to C02.
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>	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	

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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	Apr-22	Apr-24	6/21/2024, C04 Chair to email reminder to C08.
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	
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Jul-22	Jul-24	6/21/2024, C04 Chair to email reminder to C11.
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	N/A	Repealed by the BOD on 4/20/24. 5/10/2024, C04 Chair to review and determine if a second reading occurred per B01. 6/21/2024, C04 Liaison to schedule 2nd reading.
C-15 Aquatics Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Jul-22	Jul-24	6/21/2024, C04 Chair to email reminder to C15.
<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	
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	Jun-24	Jun-25	BOD Second reading complete 6/15/2024.
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.

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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>				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	Mar-22	Mar-24	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 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. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to reengage with BOD 3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading. 5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes. 10/13/2023; C04 BOD Liaison to discuss with BOD 3/8/24: C04 to draft redlines for submission to BOD 5/10/2024, C04 reviewed redlines, more edits to come. <span style="background-color: yellow;">6/21/2024, C04 incorporated recommended changes</span>

**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.