

By-Laws & Resolutions Advisory Committee
November 8, 2024 Meeting
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Camila Rogers, and Joe Peloso were present. August Flentje participated via Teams. Steve Jacobs, Board Director and Board Liaison, was present. Bob Hillegass attended as a guest. The meeting began at 1:02 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 October 18, 2024 meeting were approved.

PUBLIC COMMENTS: There were no public comments.

CHAIRPERSON'S REPORT: Chairperson Pangratz reported that she emailed OPA management about the remaining Bylaws and Resolutions meeting dates for January to July 2025, and those dates were approved. She also requested that the agenda for the November 2024 meeting be added to the website, as well as the September meeting minutes. She watched the replay of the October 2024 Directors meeting held on October 26, 2024. She submitted the updated/edited final version of the Annual Report to the Board of Directors after receiving recommended and approved updates from the committee.

BOARD LIAISON'S REPORT: The Board Liaison reported that at the conclusion of the last Board meeting, the Board went into closed session. One subject discussed was the unnumbered "F" resolution relating to convenience fees. Counsel expressed concerns regarding the "resolution" and Mr. Jacobs believes the Board will vote to rescind the resolution. This should instead be left to legal and operations, and permit more flexibility in how to handle the convenience fee issue. The Board Liaison also sent the Committee's materials relating to M-09 (Search Committee), and hopes to get this before the Board at the next meeting. There was a discussion in emails among Board members of using artificial intelligence to assist with taking minutes for meetings. There was discussion of doing a test and some interest in obtaining a service that could do this.

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

UNFINISHED BUSINESS:

The Committee discussed M-09 (Search Committee). The Chairperson indicated that the Committee would wait a Board request to take further action. The Board had been provided with the draft revisions to the resolution prepared by Committee member Kaiser and approved by the Committee for transmission to the Board. The proposed resolution had not yet received a first reading. The Committee would also be willing to work with the Elections Committee, if requested to do so by the Board. There was discussion of some of the issues relating to the fire station in South Ocean Pines and financing arrangements for such a development, which may require a referendum.

The Committee discussed the unnumbered "F" resolution, and would await further Board action. There was a discussion of whether, if it is repealed, it would occupy a resolution number, and the Committee believed that it would not. It had never been given a number formally, and had been treated as an unnumbered document that may or may not constitute a Board resolution.

NEW BUSINESS:

The Committee discussed possible review of the By-Laws in order to make any recommendations to the Board concerning amendments or corrections or inconsistencies with Board resolutions. Board member Kaiser stated that before the next meeting, he would identify resolutions that are due for review, and the Committee could review to see if there were any notable inconsistencies with the By-Laws. This project would help to achieve consistency with the By-Laws, and potentially identify By-Law provisions that are no longer consistent with practice. Normally, the Committee simply flags resolutions for the relevant committee as due for review, but does not otherwise review the resolution.

The Committee discussed how to approach the Board concerning periodic review of F-02 (Annual Budget). The Board Liaison observed that the Committee's practice is to notify the Board (likely using a charging document) that the resolution was up for review under the two-year timeline. This is more appropriate than reaching out to the Budget Committee, which implements the resolution by helping develop a budget, but is not the entity charged with making updates. The Committee could advise that it does not think any changes are needed, and also suggest that the Board may want to consult with the Budget Committee if appropriate. This would be included in a charging document, which is the parliamentary method for sending this communication.

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 2:06 p.m.

The next meeting is December 13, 2024.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 11/8/2024 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	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 <i>Total Number on File 34 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.
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	10/18/2024, No Response from C02, considered reviewed.
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	<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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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	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 (<i>Includes a Total of 8 manuals</i>) <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. 6/21/2024, C04 incorporated recommended changes 9/13/2024, C04 to submit to BOD for 1st Reading