

By-Laws & Resolutions Advisory Committee
September 13, 2024 Meeting
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser, August Flentje, and Joe Peloso were present. Camilla Rogers was excused. Steve Jacobs, Board Director and Board Liaison, was present. Guests included Jim Trummel, past Committee Chair (via Teams) and Bob Hillegass. The meeting began at 1:03 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 June 21, 2024 meeting and the July 12, 2024 discussion were approved.

PUBLIC COMMENTS: There were no public comments.

CHAIRPERSON'S REPORT: Chairperson Pangratz reported that she reached out to several committee chairpersons on June 25, 2024, and follow up on those discussions is addressed below under unfinished business. She inquired with OPA management regarding when the Board would be meeting for the new year and for posting the Committee minutes and agenda and the recording of the July meeting to the web site. She watched a replay of the Board of Directors meeting from July 20, 2024 and the Annual meeting held on August 10, 2024.

She planned to attend the future monthly Directors meetings.

BOARD LIAISON'S REPORT: The Board Liaison reported that the new Board had determined which members would serve as liaisons for the various committees, and would announce those determinations soon. Board Member Jacobs would remain the liaison for the Bylaws and Resolutions Committee, which was well received by Committee members.

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

UNFINISHED BUSINESS:

The Committee discussed the various responses to Chairperson Pangratz's outreach concerning resolution updates. With respect to the Budget and Finance, she asked for an update on the status of the convenience fee document and learned that the Committee was preparing it for a first reading as a resolution to the Board at the September 2024 meeting. She reached out to four committees regarding whether their resolutions required updating as part of the biannual review:

- o The Aquatics Committee (C-15)
- o The Golf Committee (C-11)
- o ARC Committee (C-02)
- o Elections Committee (C-08)

She received no response from the Golf and ARC Committees, and would follow up with a second inquiry under the Committee's procedures before concluding that no updates were needed. She learned that Aquatics was to meet to consider the issue in July, but had not heard back after that meeting and would follow up. She learned that the Elections Committee did not believe any changes to its resolution were needed as of their meeting on August 23, 2024. The governance document would therefore be updated to reflect that no changes were needed.

The Committee discussed C-14 (Racquet Sports). The resolution still required a second reading to properly repeal the resolution. The Board Liaison has spoken with counsel about the issue and anticipates the Board will address this soon.

The Committee discussed M-09 (Search Committee). The Committee discussed whether to send proposed edits to the Board, and how to best accomplish that, through a charging document or a first reading request that could be made by the Board Liaison. The Committee concluded that a request for a charging document might not accomplish much, but a first reading request would allow the Board to weigh in on whether it would like to see changes. Prompt action was important given the long lead time needed before the next election. The Committee discussed the extensive work Mr. Kaiser had made in helping update the resolution. The Board Liaison discussed the process for providing the proposed resolution to the Board – with a clean copy and a redline. The Committee discussed the benefits of an “Executive Summary” that would explain the changes, and which could be used as explanation in the cover sheet. The Committee discussed the fact that while some of the changes were designed to address the reality that the Board had not appointed a Search Committee for the past several years, this seemed to be required by the Bylaws in addition to the Resolution, and the Bylaws may need to get changed to make the Search Committee appointment discretionary. The Committee reinstated Roberts Rules and voted unanimously to send the redlines to the Board, through the Board Liaison, for a First Reading, and to include a short summary of the proposed changes. Roberts Rules were suspended after the vote to facilitate further discussion.

As part of the M-09 discussion, the Committee turned to address the issue of updating the Bylaws. The Committee discussed the fact that periodic review of the Bylaws was not required by B-01 (or any other resolution), but that the Committee could provide recommendations on changing the Bylaws at any time. The Committee discussed the fact that it may want to flag the issue with the Search Committee being required by the Bylaws, and a few other issues including redlines in the published Bylaws and the need to be able to correct minor scrivener's errors. The Committee decided to defer consideration of that issue until a later meeting. Jim Trummel observed that a comprehensive review of the Bylaws was conducted in 2021, the first time since 2008. The Committee reinstated Roberts Rules and voted to remove the periodic review date from the governance document for the Bylaws, since periodic review was not required. Roberts Rules were then suspended again.

NEW BUSINESS: The Committee discussed the preparation of an Annual Report for the Committee, which will be due by October 31, 2024. The Committee reviewed the 2023 Annual Report and noted progress made over the prior year. Chairperson Pangratz proposed that she would draft a Report and share it with the Committee members for review.

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 2:35 p.m.

The next meeting is October 18, 2024, pending confirmation that the conference room is available.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 9/13/2024 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 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.
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	Jul-22	Jul-24	6/21/2024, C04 Chair to email reminder to C02. 9/13/2024, No Response from 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	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:
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>				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. 6/21/2024, C04 incorporated recommended changes 9/13/2024, C04 to submit to BOD for 1st 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.