



OCEAN PINES ASSOCIATION, INC.
BOARD OF DIRECTORS' SPECIAL MEETING
Monday, February 7, 2022
8:00 a.m., Board Room, Administration Building

PRESENT: Colette Horn, Frank Daly, Josette Wheatley, Richard Farr, Doug Parks, and Amy Peck.

ALSO PRESENT: Jeremy Tucker (Legal Counsel), Jim Trummel (By-Laws & Resolutions Committee Chair), and 46 Association Members (7 in person; 65 online).

Call to Order – Colette Horn called the meeting to order at 8:00 am with the Pledge of Allegiance.

Approval of Agenda –

Mr. Daly moved to amend the agenda to change the wording of Director Qualifications in Section 5.01 and 5.02 (a) from “owner of record” to “record owner”. Ms. Kyle seconded, all in favor.

President's Remarks – Dr. Horn noted that the By-Laws discussed today have not been updated since 2008. Per recommendation of the By-Laws Committee and Legal Counsel, the motions discussed today will be clarifying wording or adding wording to the By-Laws. Once approved by the Board, the next step will be to conduct a Town Hall Meeting, then send the By-Laws changes to the Association members via referendum.

Public Comments –

Dulce Olexo – 22 Canal Road
Ken Schwartz – 198 Ocean Parkway
Tom Janasek – 17 Lookout Point
Mark Thomas – 1132 Ocean Parkway
Paula Gray – 88 Windjammer Road
Frank Daly – 834 Ocean Parkway
Josette Wheatley – 36 Carriage Lane
Doug Parks – 16 Sailors Way
Jim Trummel – 1 Annapolis Court
Monica Rakowski – 34 Cannon Drive
Debbie Bloom – 65 Martinique Circle
Kelly Miller – 103 Pinehurst Road

New Business –

Definitions:

Dr. Horn moved to approve By-Laws Section 1.12 (define eligibility to vote), Mr. Daly seconded, all in favor.

Voting:

Mr. Parks moved to approve By-Laws Section 3.03 (c) (revise language to make referenced terminology consistent), Mr. Daly seconded, all in favor.

Mr. Parks moved to approve By-Laws Section 3.05 (revise language to make referenced terminology consistent), Mr. Daly seconded, all in favor.

Meetings:

Dr. Horn moved to approve By-Laws Section 4.04 (b) (adequate meeting notice), Mr. Daly seconded.

Discussion: Mr. Trummel noted that the revision does not include all wording forwarded by the By-Laws Committee. Mr. Daly will forward the revised motion to Counsel for the additional wording.

Mr. Parks moved to approve the revised By-Laws Section 4.04 (b) (revise adequate meeting notice), Mr. Daly seconded, all in favor.

Mr. Parks moved to approve By-Laws Section 4.03 (special meetings), Mr. Daly seconded, all in favor.

General Manager Responsibilities:

Dr. Horn moved to approve By-Laws Section 8.04 (b) (budget transfers by the General Manager), Mr. Parks seconded, all in favor.

Mr. Parks noted that the Board needs to consider updating the Financial Policy Manual, which has not been updated since 2006.

Dr. Horn moved to approve By-Laws Section 9.02 (c) (personnel policy and procedures manuals), Mr. Parks seconded, all in favor.

Dr. Horn noted that the typographical error will be corrected.

Mr. Parks noted that this change does not restrict the General Manager in creating a Personnel Policy Manual.

Petition and Referendum Issues:

Dr. Horn moved to approve By-Laws Section 4.07 (a) (format of petitions), Mr. Daly seconded.

Discussion: Mr. Trummel noted an amendment to the wording, as suggested by the By-Laws Committee.

Mr. Parks moved to approve the revised By-Laws Section 4.07 (a) (format of petitions), Mr. Daly seconded, all in favor.

Mr. Daly moved to approve By-Laws Section 4.07 (c) (clarify the number of signatures required on a petition and referendum), Dr. Horn seconded.

Mr. Daly noted that the change was submitted from previous and current Counsel.

Discussion: Mr. Trummel suggested that a notation needs to be made to refer back to By-Laws Section 3.01 (a).

Mr. Parks moved to approve the revised By-Laws Section 4.07 (c) (clarify the number of signatures required on a petition and referendum), Mr. Daly seconded, all in favor.

Mr. Parks moved to approve By-Laws Section 4.08 (c) and 4.08 (d) (requirements for number of votes cast), Mr. Daly seconded.

Discussion: Mr. Trummel commented that changes are needed to both the 3rd and 4th line.

Mr. Parks moved to approve the revised By-Laws Section 4.08 (c) and 4.08 (d) (requirements for number of votes cast), Mr. Daly seconded, all in favor.

Dr. Horn moved to approve By-Laws Section 5.14 (l) (consideration of a petition), Mr. Daly seconded, all in favor.

Candidate Eligibility Requirements:

Mr. Daly moved to approve By-Laws Section 5.01 and 5.02 (a) (director qualifications), Ms. Wheatley seconded.

Mr. Daly noted that the change clarifies trust eligibility.

Discussion: Mr. Farr recommended adding wording for co-trustees. Mr. Parks questioned if wording should be added for LLC's. Dr. Horn questioned if wording needs to be added that any officer of an LLC is eligible to become a candidate. Mr. Tucker suggested only the President or Managing Member of the LLC should be eligible.

Mr. Daly moved to approve the revised By-Laws Section 5.01 and 5.02 (a) (director qualification), Mr. Parks seconded, all in favor.

Dr. Horn moved to approve By-Laws Section 5.02 (a) (incumbent director), Mr. Daly seconded.

Discussion: Mr. Parks commented that familial relationships is too vague. Mr. Tucker suggested amending to add candidates living in the same residence. Ms. Peck suggested amending to include appointees. Dr. Horn commented that appointees should be included in Section 5.04 (a) and (b).

Dr. Horn moved to approve the revised By-Laws Section 5.02 (a) (incumbent director), Mr. Daly seconded, all in favor.

Mr. Daly moved to approve By-Laws Section 5.02 (a) (annual charge dates), Mr. Farr seconded, all in favor.

Mr. Daly moved to approve By-Laws Section 5.02 (a) (duration of ownership), Dr. Horn seconded.

Mr. Daly noted that this change was recommended as a suggestion at the candidate forum.

Discussion: Mr. Parks commented that anyone that shows interest in becoming a candidate should be eligible to run. Ms. Peck agreed, adding that it should be left up to the voters.

Mr. Daly withdrew the motion.

Mr. Daly withdrew By-Laws Section 5.02 (a) (family relationships) as it is repetitive to the previous motion (By-Laws Section 5.02 (a) – incumbent director).

Mr. Daly moved to approve By-Laws Section 5.02 (a) (felony), Dr. Horn seconded.

Discussion: Mr. Daly noted that candidates for the Board should be held at a higher standard. Ms. Peck agreed but suggested amending the wording to 5 years after all conditions are met, including probation and restitution.

Mr. Daly moved to approve the revised By-Laws Section 5.02 (a) (felony), Ms. Wheatley seconded, all in favor.

Mr. Daly moved to approve By-Laws Section 5.02 (a) (felony – spouse), Dr. Horn seconded.

After discussion, Mr. Daly withdrew the motion.

Mr. Daly moved to approve By-Laws Section 5.02 (a) (pending litigation), Ms. Wheatley seconded, all in favor.

Mr. Daly withdrew By-Laws Section 5.02 (a) (reformatting of existing language) as the information contained has already been addressed.

Candidate Verification:

Mr. Daly moved to approve By-Laws Section 5.02 (b) (Search Committee), Mr. Parks seconded.

Discussion: Mr. Parks questioned the wording on “willing volunteer”. Dr. Horn suggested considering the Search Committee as a standing committee. Mr. Tucker suggested that the Search Committee should be set up as any advisory committee and should not be included in the By-Laws. Changes were made from February to March 1st for appointing a Search Committee of not fewer than 3-5 members. Mr. Parks suggested the elimination of the third and last line.

Dr. Horn moved to approve the revised By-Laws Section 5.02 (b) (Search Committee), Mr. Parks seconded, all in favor.

Mr. Daly moved to approve By-Laws Section 5.02 (c) (candidate applications), Mr. Parks seconded.

Discussion: Mr. Parks noted the candidate applications should be submitted to the Board Secretary or the Assistant Secretary. Dr. Horn suggested adding wording of Resolution M-09 as well.

Mr. Parks moved to approve the revised By-Laws Section 5.07 (c) (candidate applications), Mr. Farr seconded, all in favor.

Mr. Daly moved to approve By-Laws Section 5.02 (d) (verification of eligibility), Dr. Horn seconded.

Discussion: Mr. Daly noted that the change reflects what the court has identified as “holes” in the current By-Laws. Mr. Parks agreed, adding that candidate verification should not be solely tasked to the Board Secretary. Mr. Daly suggested that Resolution M-09 be updated to include language on verification eligibility.

Dr. Horn moved to approve the revised By-Laws Section 5.02 (d) (verification of eligibility), Mr. Daly seconded, all in favor.

Resignation and Removal of a Director:

Mr. Daly moved to approve By-Laws Section 5.12 (c) (felony), Ms. Wheatley seconded.

Discussion: Mr. Parks questioned why this would exist if already done during candidate verification. Ms. Peck suggested amending the motion to the same as the verification (5 years after all conditions are met, including probation and restitution).

Ms. Peck moved to approve the revised By-Laws Section 5.12 (c) (felony), Mr. Farr seconded, all in favor.

Mr. Daly withdrew By-Laws Section 5.12 (c) (felony – spouse).

Mr. Daly moved to approve By-Laws Section 6.03 (resignation of Secretary if running for re-election to the Board), Mr. Parks seconded, all in favor.

Dr. Horn noted that the registration form will also need to be revised due to inconsistent language.

Director Duties & Responsibilities:

Dr. Horn moved to approve By-Laws Section 5.10 (informal action by Directors), Mr. Daly seconded, all in favor.

Dr. Horn moved to approve By-Laws Section 5.11 (Director compensation – amenity memberships), Mr. Parks seconded, all in favor.

Mr. Parks noted that the By-Laws Committee suggested the change.

Ms. Peck moved to approve By-Laws Section 5.13 (c) (Board powers), Mr. Daly seconded.

Discussion: Mr. Daly suggested in the first line after the word encumber to add develop. Mr. Parks suggested in the second line to stay at 10% but add the wording of a super majority (2/3 of the Directors).

Ms. Peck moved to approve the revised By-Laws Section 5.13 (c) (Board powers), Mr. Daly seconded, all in favor.

Dr. Horn moved to approve By-Laws Section 5.14 (e) (Director duties – execution of checks, contracts, and purchases), Mr. Parks seconded, all in favor.

Dr. Horn noted that this change was recommended by the By-Laws Committee.

Mr. Parks moved to approve By-Laws Section 5.14 (f) (depositories of funds), Mr. Daly seconded, all in favor.

Revision of the Charter:

Mr. Daly moved to hold a Special Meeting for the purpose of revising the Charter, Mr. Parks seconded, all in favor.

Mr. Daly noted that consistency is needed between the Charter and By-Laws.

Mr. Daly moved to amend the agenda, Mr. Parks seconded, all in favor.

Discussion: Mr. Daly added a motion to By-Laws Section 5.04 (a) (candidates) to have Counsel develop the appropriate wording to include that an appointee should be an owner of record and meet the same qualifications of a candidate. Appointee should also be an owner of record by January 1st of the appointee year.

Mr. Parks moved to add the noted motion, Mr. Daly seconded, all in favor.

Mr. Parks moved to approve the addition to By-Laws Section 5.04 (a) (candidates), Ms. Peck seconded, all in favor.

At 1:43 p.m., Mr. Daly moved to adjourn, Ms. Wheatley seconded, all in favor.