#### OCEAN PINES ASSOCIATION, INC.

**Mission Statement:** Provide the governance, administration, facilities, services, and amenities that are necessary to make Ocean Pines an attractive, affordable, safe, and enjoyable place to live and work.



### BOARD OF DIRECTORS SPECIAL MEETING AGENDA

Monday, June 27, 2022

3:30 p.m., Board Room

#### Join Via Microsoft Teams:

https://teams.microsoft.com/l/meetup-

join/19%3ameeting MWI0MWIwMzYtMTE1Mi00NTQwLThkZDgtMzQ0ZWJiMDgyY2 Nk%40thread.v2/0?context=%7b%22Tid%22%3a%22625a6322-2b2f-40fa-94f8-d7dd44d78153%22%2c%22Oid%22%3a%225fa869f5-01ad-476a-9570-540fe1ce4736%22%7d

Call to Order – Colette Horn – President

Pledge of Allegiance - All

Approval of Agenda – Board

New Business -

Second reading of amendment to Resolution M-06 for Electronic Voting – Larry Perrone

Motion to contract with Vote HOA for the upcoming Board of Directors Election process – Larry Perrone

Second reading of amendment to Resolution B-03 for Meeting of Association Members (Hybrid) – Colette Horn

Motion to go into closed session for the purpose of consulting with OPA Counsel; specifically pertaining to the Janasek v. OPA matter as permitted by the MD Homeowner's Association Act, Section 11B-111(iii) – Colette Horn

Motion to go into closed session for the purpose of discussing matters pertaining to employees and personnel; specifically pertaining to the GM position as permitted by the MD Homeowner's Association Act, Section 11B-111(i) – Colette Horn

Adjournment

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# OCEAN PINES ASSOCIATION, INC. Second Reading

DATE: June 24, 2022 TOPIC: Amending M-06 for Electr FOR INCLUSION IN MEETING HELD SUBMITTED BY: Larry Perrone		22
MOTION: This second reading is to amend and referendums.	resolution M-06 to allow electron	ic voting for annual elections
	ges and amendment to M-06 will duct electronic voting for annual	
	ages and amendment have be prection committees and corporate	-
The safe,		
MOTION OUTCOME: PASSED:	FAILED:	4
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:

#### AMEDENDMENT TO RESOLUTION M-06

- Paragraph 2 of Resolution M-06 is amended to add a new (f) and (g) which shall read as follows (underline and bold indicates addition):
  - (f) Section 11B-113.2(a) of the Maryland Homeowners Association Act ("Act") authorizes voting my electronic transmission and provides: "Notwithstanding language contained in the governing documents of the homeowners association, the board of directors or other governing body of the homeowners association may authorize lot owners to submit a vote or proxy by electronic transmission if the electronic transmission contains information that verifies that the vote or proxy is authorized by the lot owner or the lot owner's proxy."
- (g) Section 11B-101(g) of the Act defines "Electronic transmission" as follows: "any form of communication, not directly involving the physical transmission of paper, that creates a record that: (1) May be retained, retrieved, and reviewed by a recipient of the communication; and (2) May be reproduced directly in paper form by a recipient through an automated process.
  - 2) Paragraph 3(a) of the Resolution M-06 shall be amended and restated to read as follows (underline and bold indicates addition, strikethrough indicates deletion):
    - a. <u>Ballot</u>. A Ballot documents the choices made by voters. <u>A Ballot can a paper Ballot or in an electronic format that allows the vote to be cast by electronic transmission.</u>
  - 3) Paragraph 4 of Resolution M-06 is amended to add a new paragraph (d), shall read as follows (underline and bold indicates addition):

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- (d) Attachment D establishes the process for voting in the Board election and on referendums by electronic transmission and supplements Attachment A.
- 4) Paragraph 6 of Resolution M-06 is amended and restated to read as follows (underline and bold indicates addition, strikethrough indicated deletion):
  - a. Storage of Election Materials, Records, and Voting Equipment. <u>Unless otherwise</u> <u>required</u>, election materials and voting equipment shall be stored in a manner that is accessible only to the Committee as well as those Association staff personnel designated by the General Manager. The General Manager is responsible for making suitable storage space available.
- 5) Paragraph 2 of Attachment A to Resolution M-06 shall be amended and restated to read as follows (underline and bold indicates addition, strikethrough indicates deletion):
  - 2. <u>Voting by Mail and Electronic Transmission</u>. The voting for directors and on issues submitted to a referendum is conducted by mail-in Ballots and/or electronic transmission.

- a. Only a single voting package is sent for each lot or unit eligible to vote. This applies to all joint owners of a lot or unit, including co-tenants, joint tenants and tenants by the entireties.
- b. The voting package shall be addressed to all owners of record at the billing address used for the Association annual assessment mailing <u>or, for the purpose of voting by electronic transmission, at an email address provided by the owner of record of the Lot if authorized under Attachment D.</u>
- c. If an owner submits a vote by electronic transmission, any paper Ballot submitted by that owner will be invalidated.
- 6) Paragraph 3 of Attachment A of Resolution M-06 shall be amended and restated to read as follows (underline and bold indicates addition, strikethrough indicates deletion):
  - 3. Voting Deadline. The deadline for returning Ballot envelopes <u>or submission of the Ballot by electronic transmission</u> for the election of directors, and for referendum issues being voted on at the same time as same Board election, shall be prior to the end of Association regular business hours on the Wednesday before the annual meeting of the members in August.
- 7) Attachment A of Resolution M-06 shall be amended to add a new paragraph 13 which shall read as follows (underline and bold indicates addition):
  - 13. If voting by electronic transmission is implemented for a Board election or a referendum, this Attachment A shall be read with Attachment D.
- 8) A new Attachment D is added to M-06 and shall read (underline and bold indicates addition):

#### ATTACHMENT D

#### **ELECTIONS AND REFERENDUMS VOTING VIA ELECTRIONIC TRANSMISSION PROCEDURES**

- 1. Purpose: This Attachment establishes the procedures for the use of electronic transmission for election of members to the Board of directors and/or voting on referendum issues by members of the Association.
- 2. <u>Voting by use of a web-based Contractor: The voting for directors and on issues submitted</u> to a referendum conducted by electronic submission/online voting.
- 3. Except as modified in this Attachment D, procedures of M06 and attachments A, B and C will remain the same.

#### 4. Mailing:

- a. All eligible voters will be provided with a random number to be used to access their personal Ballot on the Contractor's website.
- b. Paper Ballots and return envelopes will be provided in the mailing which will include instructions for the paper Ballot or online Ballot (electronic transmission) as their choice.
- c. Ballots returned by mail, drop-box or marked "duplicate" will be verified via the online contractor, before the mail contractor separates the Ballots from the return envelopes.
- d. <u>If an owner submits a vote on-line, any paper Ballot submitted by that owner will</u> be invalidated.
- e. The Elections Committee will have access to how many voted online, but not how they voted. The EC, after verification of no vote entered, can provide the identifier number if an eligible voter reported not receiving the voting package.
- f. Return envelopes will be declared invalid if the section/lot/identifier numbers are obscured by the property owner and will not be opened nor counted.
- 5. The OPA website, oceanpines.org, will post links to the online contractor instruction videos and links to the online voting website.
- 6. The results of the ballots returned by mail, scanned by the Elections Committee, will be provided to the online Contractor who will then provide the final results to the Elections Committee.
- 9) An amended and restated M-06 will be prepared to incorporate all of the above amendments, as may be revised prior to adoption, which are adopted by the Board of Directors.



**DATE: June 24, 2022** 

## OCEAN PINES ASSOCIATION, INC. PROPOSED MOTION

TOPIC: Motion to contract with Vo	ote HOA	
FOR INCLUSION IN MEETING HELD	ON: June 27, 2022	
SUBMITTED BY: Larry Perrone	SECOND BY:	
MOTION I move to approve the s Board of Directors Election proce		DA to conduct the upcoming
PURPOSE AND EFFECT The purpose provide electronic voting for the		ding to contract with Vote HOA to ctions.
DISCUSSION: Resolution M-06 ha HOA. Four bids for various level of Committee is recommending we	of service have been obtained a	and the second s
4:07(0° )		
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
E CARLOS PA		

W. E. Dir

Online voling vendor Estimates	<u>u</u> _		<b>-</b> _	2011	<u> </u>	לטוג					-
Estimates of Various Services		Current		YES	ш	Election		Simply	>	VOTE HOA	
			ᇳ	ELECTIONS		Trust		Voting		MON	
Election Management			₩.	5,300	49	4,850	₩.	2,830	₩.	2,505	
Clear Ballot (Host)					49	1,250	₩	1,695	₩.	606	
Phone-in Feature			45	1,500			₩	829			
Print and Mail Ballot and Instructions only			₩.	3,111	₩.	7,727					
Print and Mail Annual Mtg Notice/ballots/flyers	v	7,772									
Postage annual Meeting Notice/instructions	49	3,454									
Ballot return postage	S	4,305									

3,414

5,384 \$

9,911 \$ 13,827

15,531 \$



## OCEAN PINES ASSOCIATION, INC. SECOND READING

OATE: 6/24/22 COPIC: Revision to Resolution B-03 Meetings of Association Members (Hybrid) COR INCLUSION IN MEETING HELD ON: 6/27/22 SUBMITTED BY: Colette Horn SECOND BY:				
MOTION: To approve a revision to Meeting of the Members using a				
<b>PURPOSE AND EFFECT:</b> To provide meeting using a hybrid model.	e language that allows the associ	ation to conduct its annual		
conducted their regular and sp yielded modest increase in mem experienced garnering sufficient model, it has been proposed the	pecial meetings using a hybrid value in ber participation in meetings. In member participation in our Anitat the 2022 Annual Meeting be	in meetings, the OPA Board has rirtual/in person model. This has a light of the challenges we have nual Meeting using the in person conducted as a hybrid meeting. neowner's Association (HOA) Act.		
The Maryland General Assembly revised the HOA Act during the 2021 legislative session to add a Section 11B-113.6, effective June 1, 2021. This new section 11B-113.6 (a)(1) of the Act generally provides: "Notwithstanding language contained in the governing documents of the homeowners' association, the governing body may authorize meetings of the homeowners' association, the governing body, or a committee of the homeowners association or the board of directors to be conducted or attended by telephone conference, video conference, or similar electronic means."				
This motion asks the Board to app from MD HOA Act Section 11B-11 that address the conduct of the	orove a revision of Resolution B-03 13.6(a)(1) into the language of ou Annual Meeting.	3 to incorporate the authority or own governing documents		
DISCUSSION:				
s the section				
MOTION OUTCOME: PASSED:	FAILED:			
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:		
7				
EXS. de Ranco				

- 3. Meetings of the Members. Section 4.02 of the By-laws provides that the annual meeting of the members of the Association for the validation of the results of an election of Directors and for the transaction of such other business as may properly come before the meeting shall be held on the second Saturday of August of each year. Section 4.03 of the By-laws provides for special meetings. Meetings of the Association may be held as a hybrid of a Virtual Meeting and in person meeting as directed by the Association's President.
  - a. <u>Virtual Meeting Requirements</u>. To hold a Virtual Meeting the following requirements must be met:
    - i. The equipment or system used must permit any Member, Board member, or committee member in attendance to hear and be heard by all others participating in the meeting.
    - ii. A link or instructions on how to access the Virtual Meeting shall be included in the notice of the meeting.
  - b. Any Member attending a Virtual Meeting shall be deemed present for quorum and voting purposes, as applicable to the particular meeting.
  - c. The inability of a Member to join a meeting due to technical difficulties with the Member's telephone, computer, or other electronic device does not invalidate the meeting or any action taken at the meeting.
  - d. Voting at Member Virtual Meetings.

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- i. Any matter requiring a vote of the Association (Members) at the meeting, may be set by the President for a vote at the Virtual Meeting of the Members, and a ballot may be delivered to Members with notice of the meeting.
- ii. Only those Members present at the Virtual Meeting shall be authorized to vote a ballot in accordance with this subsection and Section 11B-113.6(c)(1)(i) of the Act, and only there is to be ballot voting at the Virtual Meeting.
- iii. Members who are not present at the meeting may:
  - 1. Vote by electronic transmission,
  - 2. Vote by proxy in accordance with the requirements of the Bylaws and the Act; and be considered present for quorum purposes through their proxy.
- iv. The President may set a reasonable deadline for return of a ballot to the Association, including return by electronic transmission, but the deadline for return of the ballot shall be not later than 24 hours after the conclusion of the meeting.



#### OCEAN PINES ASSOCIATION, INC. MOTION TO ADJOURN TO **CLOSED SESSION**

At a Special meeting of the Board of Directors of Ocean Pines Association, Inc., held on this 27th day of June, 2022, at 3:30 p.m. in the Ocean Pines Board Room the Board voted to adjourn to closed session for the purpose

of consulting with OPA Counsel; specifically per		Janasek v. OP	A matter as permitted by the MD
Homeowner's Association Act, Section 11B-111(ii	ii).		
Motion made by: Colette Horn. Motion seconded	d by:		
Discussion:			
Commence of the second of the			
VOTE TO CLOSE SESSION for the above purpose of	nly:		1
Director	In Favor	Opposed	
Larry Perrone			
Colette Horn			
Doug Parks			
Josette Wheatley			
Amy Peck			a a
Frank Daly			
Rick Farr			
As allowed by the Maryland Homeownel  (4) A meeting of the board of directors or other governing boassociation may be held in closed session only for the followir  (i) Discussion of matters pertaining to employees and pe  (ii) Protection of the privacy or reputation of individuals in  (iii) Consultation with legal counsel on legal matters;  (iv) Consultation with staff personnel, consultants, attorned  (it) gation or other legal matters;  (v) Investigative proceedings concerning possible or act  (vi) Consideration of the terms or conditions of a business the economic interests of the homeowner's association:	ody of the homeoving purposes: ersonnel; in matters not relate eys, board member tual criminal misco s transaction in the	vners association of ed to the homeowers, or other person anduct;	r a committee of the homeowners  ners association's business; s in connection with pending or potential

- (vii) Compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure;

(viii) Discussion of individual owner assessment accounts; and

- (5) If a meeting is held in closed session under paragraph (4) of this section:
  - (i) An action may not be taken and a matter may not be discussed if it is not permitted by paragraph (4) of this section; and (ii) A statement of the time, place, and purpose of a closed meeting, the record of the vote of each board or committee member by which the meeting was closed, and the authority under this section for closing a meeting shall be included in the minutes of the next meeting of the board of directors or the committee of the homeowners association.

	Rick Farr,	Secretary,	Ocean	Pines	Association,	Inc.
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Discussion:

Frank Daly

Rick D. Farr

### OCEAN PINES ASSOCIATION, INC. MOTION TO ADJOURN TO CLOSED SESSION

At a Special Meeting of the Board of Directors of Ocean Pines Association, Inc., held on this 27th day of June 2022, at 3:30 p.m. in the Board Room the Board voted to adjourn to closed session for the purpose of discussing matters pertaining to employees and personnel; specifically pertaining to the GM position as permitted by the MD Homeowner's Association Act, Section 11B-111(i).

OTE TO CLOSE SESSION for the abov	ve purpose only:	T
Director	In Favor	Opposed
Larry Perrone		
Colette Horn		
Doug Parks		
Josette Wheatley		
Amy Peck		

Motion made by: Colette Horn. Motion seconded by: \_\_\_\_\_\_

### As allowed by the Maryland Homeowner's Association Act, Section 11B-111(4 & 5).

- (4) A meeting of the board of directors or other governing body of the homeowners association or a committee of the homeowners association may be held in closed session only for the following purposes:
  - (i) Discussion of matters pertaining to employees and personnel;
  - (ii) Protection of the privacy or reputation of individuals in matters not related to the homeowners association's business;
  - (iii) Consultation with legal counsel on legal matters;
  - (iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters;
  - (v) Investigative proceedings concerning possible or actual criminal misconduct;
  - (vi) Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowner's association;
  - (vii) Compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure;
  - (viii) Discussion of individual owner assessment accounts; and
- (5) If a meeting is held in closed session under paragraph (4) of this section:
  - (i) An action may not be taken and a matter may not be discussed if it is not permitted by paragraph (4) of this section; and (ii) A statement of the time, place, and purpose of a closed meeting, the record of the vote of each board or committee member by which the meeting was closed, and the authority under this section for closing a meeting shall be included in the minutes of the next meeting of the board of directors or the committee of the homeowners association.

Rick Farr, Secretary, Ocean Pines Association, Inc.