

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-](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MWI0MWlwMzYtMTE1Mi00NTQwLThkZDgtMzQ0ZWJiMDgyY2Nk%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)

[join/19%3ameeting\\_MWI0MWlwMzYtMTE1Mi00NTQwLThkZDgtMzQ0ZWJiMDgyY2Nk%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](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MWI0MWlwMzYtMTE1Mi00NTQwLThkZDgtMzQ0ZWJiMDgyY2Nk%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



AMENDMENT TO RESOLUTION M-06

- 1) 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. **Ballot.** A Ballot documents the choices made by voters. **A Ballot can a paper Ballot or in an electronic format that allows the vote to be cast by electronic transmission.**

- 3) Paragraph 4 of Resolution M-06 is amended to add a new paragraph (d), shall read as follows (underline and bold indicates addition):

**(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.** **Unless otherwise required,** 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. **Voting by Mail and Electronic Transmission.** 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 **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.**
- 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 **or submission of the Ballot by electronic transmission** 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 ELECTRONIC 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. **Voting by use of a web-based Contractor: The voting for directors and on issues submitted 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. If an owner submits a vote on-line, any paper Ballot submitted by that owner will 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.





# Online Voting Vendor Estimates

## Estimates of Various Services

	Current	YES ELECTIONS	Election Trust	Simply Voting	VOTE HOA NOW
Election Management		\$ 5,300	\$ 4,850	\$ 2,830	\$ 2,505
Clear Ballot (Host)			\$ 1,250	\$ 1,695	\$ 909
Phone-in Feature		\$ 1,500		\$ 859	
Print and Mail Ballot and Instructions only	\$ 7,772	\$ 3,111	\$ 7,727		
Print and Mail Annual Mtg Notice/ballots/flyers					
Postage annual Meeting Notice/instructions	\$ 3,454				
Ballot return postage	\$ 4,305				

\$ 15,531 \$ 9,911 \$ 13,827 \$ 5,384 \$ 3,414





**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. Virtual Meeting Requirements. 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.
  - 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 pertaining to The Janasek v. OPA matter as permitted by the MD Homeowner's Association Act, Section 11B-111( iii).

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

**Discussion:**

**VOTE TO CLOSE SESSION for the above purpose only:**

Director	In Favor	Opposed
Larry Perrone		
Colette Horn		
Doug Parks		
Josette Wheatley		
Amy Peck		
Frank Daly		
Rick Farr		

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.

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Rick Farr, Secretary, Ocean Pines Association, Inc.





**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).

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

**Discussion:**

**VOTE TO CLOSE SESSION for the above purpose only:**

Director	In Favor	Opposed
Larry Perrone		
Colette Horn		
Doug Parks		
Josette Wheatley		
Amy Peck		
Frank Daly		
Rick D. Farr		

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Rick Farr, Secretary, Ocean Pines Association, Inc.