



OCEAN PINES ASSOCIATION, INC.  
BOARD OF DIRECTORS  
REGULAR MEETING AGENDA

Saturday, July 15, 2023  
9:00 AM, Yacht Club

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZWU4YTg5YWItNmQ4Mi00OWYxLWEyMDYtZWUxOWQxOGVkMG2%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_ZWU4YTg5YWItNmQ4Mi00OWYxLWEyMDYtZWUxOWQxOGVkMG2%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 – Doug Parks, President

Pledge of Allegiance

Approval of Agenda

Approval of Minutes –

June 17, 2023 – Regular Meeting

Presentation of Awards and Announcements

President's Remarks

GM Report – John Viola

Treasurer's Report – Monica Rakowski

Public Comments –

*Members wishing to make comments must state their name and address.*

Capital Requests –

None

CPI Violations –

None

Unfinished Business –

None

New Business –

Review process for admitting customers into the pools – Stuart Lakernick

Second reading of revisions to Resolution B-03 (Meetings of Association Members) – Steve Jacobs

Second reading of revisions to Resolution B-08 (Director Ethics and Conduct) – Colette Horn

Second reading of revisions to Resolution C-14 (Racquet Sports Advisory Committee) – Colette Horn

First reading of changes to Resolution M-02 (Amenity Policy) – Doug Parks

Appointments –

Dick Keiling – 1 year extension – Budget & Finance Committee (Chair)

Adjournment



OCEAN PINES ASSOCIATION, INC.  
BOARD OF DIRECTORS' REGULAR MEETING  
Saturday, June 17, 2023  
9:00 a.m., Clubhouse Meeting Room

**PRESENT:** Doug Parks, Rick Farr, Stuart Lakernick, Monica Rakowski, Colette Horn, and Steve Jacobs.

**ALSO PRESENT:** John Viola (General Manager), 12 Association members, and approximately 23 attendees through Microsoft Teams.

**Call to Order** – Doug Parks called the meeting to order at 9:00 a.m. with the Pledge of Allegiance.

**Approval of Agenda –**

Mr. Farr moved to accept the agenda, Ms. Rakowski seconded, all in favor.

**Approval of Minutes –**

Mr. Jacobs moved to accept the minutes from the May 20, 2023 Regular Meeting, Ms. Rakowski seconded, all in favor.

Mr. Farr moved to accept the minutes from the May 27, 2023 Special Meeting, Dr. Lakernick seconded, all in favor.

**President's Remarks – Doug Parks**

Mr. Parks commented that he hopes everyone enjoys the day and weekend.

**GM Report – John Viola (attached)**

**Treasurer's Report – Monica Rakowski (attached)**

**Public Comments –**

Ann Williamson – 124 Camelot Circle

David Tanner – 65 Skyline Court

**Capital Requests –**

Public Works – Limb Cutter

Mr. Parks moved to accept the recommendation, Dr. Lakernick seconded, all in favor.

Public Works – John Deere Gators

Dr. Horn moved to accept the recommendation, Mr. Farr seconded, all in favor.

Public Works – Pintail Park Recreation Pier (northern area)

Dr. Horn moved to accept the recommendation, Mr. Farr seconded, all in favor.

Public Works – Pintail Park Kayak Launch Gangway and Floating Dock (southern area)

Ms. Rakowski moved to accept the recommendation, Dr. Horn seconded, all in favor.

## **CPI Violations – None**

## **Unfinished Business – None**

## **New Business –**

Motion to approve updates to the Financial Policy Manual – Doug Parks  
Mr. Jacobs seconded, and the motion passed unanimously.

First reading of revisions to Resolution B-08 (Director Ethics and Conduct) – Colette Horn  
Discussion: reviewed.

First reading of revisions to Resolution C-14 (Racquet Sports Advisory Committee) –  
Colette Horn  
Discussion: reviewed.

Motion to approve revisions to Resolution M-06 (Elections & Referendums) – Rick Farr  
Discussion: Mr. Jacobs suggested a full review of Resolution M-06 including  
attachments prior to next year's election.  
Dr. Lakernick seconded, and the motion passed unanimously.

## **Appointments –**

Debbie Bennington – 1<sup>st</sup> Term – Communications Committee

Dr. Lakernick moved to accept the appointment, Mr. Jacobs seconded, and the  
appointment was approved unanimously.

Amy Peck – 1<sup>st</sup> Term – Recreation & Parks Committee

Dr. Lakernick moved to accept the appointment, Dr. Horn seconded, and the  
appointment was approved 5-0-1, with Mr. Parks abstaining.

Michael Reynolds – 1<sup>st</sup> Term – Marine Activities Committee

Mr. Farr moved to accept the appointment, Mr. Jacobs seconded, and the  
appointment was approved unanimously.

Laura Scharle – 2<sup>nd</sup> Term – Recreation & Parks Committee

Dr. Lakernick moved to accept the appointment, Ms. Rakowski seconded, and  
the appointment was approved unanimously.

**Adjournment** – Mr. Jacobs moved to adjourn, Dr. Horn seconded, all in favor.

The meeting adjourned at 9:57 a.m.

Respectfully submitted:  
Dr. Stuart Lakernick, Secretary

# ATTACHMENT 2

## OPA Board/Advisory Committee Charging Document

Request for Performance by:  Board  
by;

Date: 5/30/23

Submitted By: OPA Board Liaison

For Inclusion in Meeting to be Held on: \_\_\_\_\_, 20\_\_\_\_

Request:  The Boards requests the \_\_\_\_\_ Advisory Committee to:

The Aquatics Advisory Committee requests the Board to:

***Review the process for admitting customers into the pools. Specifically: Allow those who have purchased a pool memberships to be admitted ahead of those who are paying the daily OPA Resident rate, including those who may be in line ahead of members; Require OP Residents to show their resident cards to gain entrance to the pools at the reduced resident rate; Short term renters are currently offered the resident rate, same as long term renters. Short Term renters SHOULD NOT be given the OPA Homeowner rate.***

Background: (Explain the environment of why the Board/Committee wants and/or needs the actions performed)

***In order to enhance the value of purchasing a pool membership, at a minimum, the members should be afforded the opportunity to enter the pool ahead of non members and when the pools are at maximum capacity, at the next vacancy. Membership should count for more than just a small discount.***

***Due to the shortage of lifeguards and staff, some pools will be closed on a rotating basis. This often causes the pools that remain open to have long lines and become full to capacity. When this occurs, pool members should be given priority to enter the pools over non members and non member residents priority over non-residents and short term renters.***

Discussions: (Topics for discussion by the Board/Committee to assure full understanding of what is expected)

***The following statement was posted on-line regarding a question about renters and their use of OP amenities, including the pools: "those renting properties short term can obtain the owner day rates if they show a phone screenshot or paper indicating their rental agreement confirmation. Otherwise, they pay the***

## ATTACHMENT 2

**higher rates. Proper enforcement is another issue". As stated earlier, the current staffing issues are causing the pools that remain open, especially the YC pool, to reach capacity earlier and more often, which in turn causes some pool members to be shut out.**

**Our suggestion is that the Board consider giving those who have purchased a pool membership the added benefit of gaining entrance to the pools ahead of non-pool members who are paying a daily rate, including those who may be in line ahead of them. Why should the Short Term Renters have the privilege of the Homeowner rate? Either stop giving short term renters the resident rate or, at the very least, require they show proof that they are renters.**

**Another issue to be considered is that OP is likely losing income when customers claim to be residents (in order to get a lower entrance fee) when they are not, AND when OP residents do not see any benefit to paying for a membership when they are not afforded the benefit of entering the pools ahead of non members.**

**ALL those entering the pool as OPA Homeowners (and given the homeowner rate) should be required to show their OPA card to receive that rate. A caveat can be added that out of town guests who are visiting a homeowner may use the card to gain entry. The golf course requires that homeowners show their cards to get the reduced golf rate and this should be enforced across all amenities to ensure that only homeowners are reaping the benefits of the amenities that they pay for in their annual assessment fees.**

Committee Chair: \_\_\_\_\_ Date: \_\_\_\_\_

Board Liaison: \_\_\_\_\_ Date: \_\_\_\_\_

Board Secretary: \_\_\_\_\_ Date: \_\_\_\_\_



## OCEAN PINES ASSOCIATION, INC. PROPOSED MOTION

**DATE:** July 10, 2023

**TOPIC:** Second Reading of Resolution B-03

**FOR INCLUSION IN MEETING HELD ON:** July 15, 2023.

**SUBMITTED BY:** Stephen Jacobs                      **SECOND BY:**

**MOTION:** Move to have a second reading of resolution B-03 and approval of proposed changes.

**PURPOSE AND EFFECT:** The proposed changes to Resolution B-03 address the requirements and participation for Association members at virtual and/or hybrid meetings.

**BACKGROUND:** Revisions to B-03 were originally discussed and considered by the prior Board in 2022. No final action was taken at that time. The revisions to B-03 that are attached was recommended by the Bylaws and Resolutions Committee by way of a Charging Document at the March, 2023 Board meeting and the first reading of took place at the April, 2023 Board meeting. Further action on this Resolution was deferred until the General Manager reported to the Board that the capability exists for only qualified members attending virtually to be counted for toward a quorum and to fully participate in the meeting.

**DISCUSSION:** The General Manager has reported that the Association has the capability to ensure that only qualified Association members attending virtually can be counted towards a quorum and to fully participate. The Bylaws and Resolutions Committee believes that based upon the finding of the General Manager sufficient safeguards exist for virtual participation by qualified Association Members to count towards a quorum and to participate in Association meetings.

**MOTION OUTCOME:** PASSED: \_\_\_\_\_ FAILED: \_\_\_\_\_

**IN FAVOR:** \_\_\_\_\_ **OPPOSED:** \_\_\_\_\_ **ABSTAINED:** \_\_\_\_\_

## RESOLUTION B-03

### MEETINGS OF ASSOCIATION MEMBERS

1. **Purpose.** This Resolution supplements Robert's Rules of Order for the conduct of the meetings of the members of the Ocean Pines Association, Inc.
2. **Authority.** Section 4.06 of the By-laws of the Ocean Pines Association, Inc. provides for the use of Robert's Rules of Order to regulate and govern the conduct of meetings of Association members and provides that the Board of Directors may adopt Resolutions for the conduct of meetings.
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 Virtual Meeting or 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 or a hybrid meeting the following requirements must be met:
    - i. The equipment or system must permit any Member, Board Member or Committee Member in attendance to hear and be heard by all others participating in the meeting.
    - ii. The General Manager shall report to the Board not less than 30 days prior to the annual meeting that the equipment or system is able to ensure that only qualified members of Ocean Pines may be counted toward a quorum, to vote and to fully participate in the meeting.
    - iii. 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, voting purposes and full participation, as applicable in 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 the subsection and Section IIB-113.6(c)(1)(i) of the Act and only is to be ballot voting at the Virtual Meeting.
    - iii. Members who are not present at the meeting may:



1. Vote by electronic transmission or
  2. Vote by proxy in accordance with the requirements of the Bylaws and 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.

4. **The Presiding Officer.** The Presiding Officer shall be the President of the Association. In the event the President is unavailable or unwilling to serve or discharge these duties, the Vice President or a Director selected by a majority of the remaining Directors shall act as chairperson. The Presiding Officer shall:

- a. take the chair at every meeting of the members at the appointed time and call the meeting to order;
- b. appoint a qualified person to act as recorder under the direction of the Secretary, appoint a qualified person to act as parliamentarian, and appoint a qualified person to act as timekeeper;
- c. preserve order and decorum and, in case of disturbance or disorderly conduct, take such action as is necessary to restore order;
- d. determine the method of voting to be used, in accordance with Section 3.05 of the Bylaws; and
- e. decide points of order. The Presiding Officer may consult the parliamentarian but all points of order shall be decided by the Presiding Officer.

5. **General Rules.**

- a. **Points of Order.** The Presiding Officer's decision on a point of order shall be final unless overruled by a majority vote of the voting members present in person.
- b. **Determination of a Quorum.** The acceptance of the presence of a quorum of voting members either in person or by proxy shall be determined by a report from the Elections Committee.

c. **Decorum and Debate.**

(1) **Eligibility.** Association members or their agents shall be permitted the use and privilege of the floor. All others must be recognized by the Presiding Officer or obtain permission by a majority vote of the members present in person.

(2) **Procedure.** A member or member's agent desiring to address the meeting or make any motion shall rise and, on being recognized, proceed to the podium or a microphone and give his or her name and address. Agents shall identify themselves and state the name and address of the member they represent.

Comments shall be delivered courteously. Negative personal comments about or directed to another person shall be ruled out of order.

(3) **Time limits.** Unless otherwise agreed to by the members present, no member may speak longer than five (5) minutes at a time or more than twice on the same question. No member may speak a second time on the same question as long as another member who has not spoken desires the floor, unless he be the mover, proposer or introducer of the matter pending, in which case he shall be permitted to speak in reply to all questions directed through the Presiding Officer.

(4) **Voting.** Voting on substantive issues shall be by proxy and by use of voting cards. Proxy voting shall be cast at the direction of the Presiding Officer but only on those issues qualifying under and in accordance with the provisions of the Bylaws.

d. **Motions.** The following rules apply to all substantive motions.

(1) **Writing.** Every substantive motion shall be reduced to writing and shall be entered in the minutes with the name of the member making it.

(2) **Reading and Seconding.** When a motion has been made, the Presiding Officer shall cause it to be read aloud before being debated. A motion shall require a second before it is debated, and if the motion receives no second, the motion fails.

(3) **Amendments.** No motion on a subject different from that under consideration shall be admitted as an amendment. When a motion is under consideration, a motion to amend and a motion to amend that amendment shall be in order. It shall also be in order to offer a further amendment by the way of substitute, to which one amendment may be offered.

(4) **Calling the Question.** When it appears no additional comments on an issue are forthcoming, the Presiding Officer shall call the question. In addition, there may be a motion to vote on the previous question, which, being ordered by a two-thirds (2/3) affirmative vote of the members voting in person, shall terminate all debate and bring the body to direct vote upon the immediate question or questions on which it has been asked and ordered. All incidental questions of order arising after a motion is made for the previous question, and pending such motion, shall be decided, whether on appeal or otherwise, without debate.

## 6. **Order of Business.**

### a. **For the Annual Meeting of the Members.**

Call to order at the appointed time

Appointments

Recorder

Parliamentarian

Timekeeper

Others

Ascertainment of Quorum





Resolution B-08

**DIRECTOR ETHICS AND CONDUCT**

1. **Purpose.** This Resolution provides policy regarding ethics and conduct for members of the Board of Directors and Officers of the Ocean Pines Association, Inc.
2. **Authority.** Section 5.12(c) of the Bylaws of Ocean Pines Association, Inc. authorizes the Board of Directors to adopt resolutions governing a Director's conduct.
3. **Policy.** Upon a Director's validation by election or appointment, a Director ~~will~~ shall serve in accordance with the following ethical standards and code of conduct. ~~Directors will abide by the procedures for disposition of complaints regarding possible violations of these policies outlined below and in accordance with the Association Bylaws.~~

a. **Ethical Standards.**

1. To attend in person, **virtually**, by phone or by other means approved by the Board of Directors unless sufficient justification causes the absence, and to participate in all meetings and communications in accordance with expectations set forth in the By-Laws (Section 5) and Resolutions (B-02, B-04).
2. To maintain a business-like climate in meetings by respecting parliamentary procedure.
3. To abide by the Board's decisions, even if they disagree.
4. To promote the goals and interests of the Association in a constructive manner and attempt to avoid promotion of unnecessary conflict among Association Members.
5. To promote responsible management of the Association's finances when conducting Association business
6. To promote uniform enforcement of the various Sections' Declarations of Restrictions and other governing documents when conducting Association business.
7. ~~When conducting Association business, to~~ **To** place the interests of the Association above those of individual Association Members **when conducting Association business.**
8. To ~~always~~ act within the authority given to them by Association Members, **the governing documents of the Ocean Pines Association and the State of Maryland when conducting Association business.**
9. Directors are required to act with proper decorum. When conducting Association business either in meetings or in email or other forms of communication, Directors are to focus on issues, and conduct themselves with courtesy and respect toward each other, Association employees, managing agents, suppliers, and Association members.
10. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to Board decisions.

b. **Director Conduct:**

1) **Confidential Information.** Directors shall ~~are to~~ be responsible for protecting the ~~confidentiality~~ **privacy** of the Association's confidential information except when its release is duly authorized or legally mandated. **For the purposes of this resolution, information that is considered confidential and therefore protected by this resolution includes but is not limited to the following:**

- a. **Private Personal information of ~~about~~ fellow Directors or their family members that has been identified by the source as confidential;**
- b. Personal information of Association employees;
- c. Results of disciplinary actions involving Association employees;
- d. Information or opinions concerning legal disputes in which the Association is or may be involved without the prior written approval of Association legal counsel;
- e. **Any and all information received during closed meetings which are permissible under Section 11B-111(4) of the Homeowners Association Act, or discussed via hard copy, email or other electronic means before or after the meeting;**
- f. Other information obtained in hard-copy, electronic, or email form which may be designated by the source as confidential, and thereby applicable to this resolution, may only encompass the topics identified in Section 11B-111(4).

Directors shall take reasonable steps to ensure that confidential information and/or documents contained in emails or obtained in hard copy shall remain inaccessible to discovery or disclosure in accordance with this provision during and following the end of their tenure as a Director unless such disclosure or discovery is authorized by legal counsel as part of legal action in which the information is designated as party of the discovery process. This includes providing for confidentiality of board email passwords and other access to director email accounts and contents and confidentiality of any hard-copy materials covered by this resolution that are stored in the director's home, office or other location outside of the Association offices.

- 2) **Interaction with Association Employees.** A Director may give advice to the General Manager **when requested.** Directions and assignments to the General Manager will come from the Board. **Directions** and assignments to the General Manager shall be based on decisions made by Board vote or **explicitly designated** consensus agreement. In order to ensure efficient management of operations; to avoid conflicting instructions from the Board to management; and to avoid potential legal liability, **no director shall**
- a) Give specific direction to management, employees, or suppliers unless authorized or delegated by the Board of Directors or unless consistent with the duties of the Director's role if they are also serving as an officer.
  - b) **Directly** address employee complaints. Any employee who contacts an individual Director for the purpose of conveying a complaint should be

instructed to bring the matter to the attention of the General Manager or the Association's designated Human Resources Officer.

- c) Threaten or retaliate against an employee who brings information to the Board regarding alleged improper actions of a Director.

- 3) **Conflicts of Interest.** Directors shall **comply with the conflicts of interest policy as set forth in Resolution B-05** and not recommend a course of action or make a decision on behalf of the Association that materially benefits themselves or certain parties that are related to the Director, termed "affiliated persons," with respect to any matter in which they have a material interest. Affiliated persons include the following:

- a. spouse, domestic partner, child, mother, father, brother, sister; and
- b. any corporation or organization in which a Director **has a managing role participates in management**; of which they are a board member, an officer, or a partner; are employed by; are directly or indirectly a debt holder; or are the beneficial owner of any class of equity securities; and
- c. any trust or other estate in which a Director has a substantial beneficial interest, or in which they serve as a trustee or in a similar capacity; and
- d. Any relationship where there could be a quid pro quo that could reasonably impact the Director's influence on an issue, input to discussion and/or their vote.

Directors must immediately disclose the existence of any conflict of interest of their own or of affiliated persons to the entire Board of Directors in accordance with the provisions of Resolution B-05.

- 4. **Pursuant to Section 5.12 of the Bylaws of the Association, the Board may choose to reprimand, censure, remove or take no further action pursuant to this Resolution.**

5. **Complaints Regarding Violations of the Ethical Standards and Policies on Director Conduct.**

- a. **Ethics Committee.** ~~There shall be created a permanent standing Ethics Committee for the Ocean Pines Association. The purpose of this committee is 1) to expeditiously process, investigate and make determinations as to complaints alleging violation of the provisions of this Policy initiated by the Board, or filed and signed by an Association Member (By Laws Section 1.07), and 2) to receive and respond to written requests from any Director for an opinion, assistance, or guidance in interpreting the requirements of this Policy. Any Director who in good faith relies on an advisory opinion of the Committee shall not be disciplined if the action is found thereafter to be a violation of this Policy. The committee shall be comprised of 5 members in good standing. Member in good standing means a person listed as owner of record on property within Ocean Pines (By Laws Section 1.07), and eligible to vote (By Laws Section 3.01(c)). Appointments to this committee shall be made by the Board of Directors as soon as practical following adoption of this Policy. The committee appointments shall not be delayed to a time in which there is a complaint that needs review.~~

The initial Committee member appointments will be for terms of 5, 4, and 3, years. Each subsequent term shall be for 5 years. It is intended to be comprised of individuals who are members of the Association who have substantial human resource/ethics/legal credentials. A Committee member may be removed by a vote of 2/3 of the Board of Directors with or without cause.

Meetings of the Ethics Committee shall be held in closed session if permitted to be closed under Section 11B-111 of the Maryland Homeowners Association Act. For the purpose of determining authority to hold Ethics Committee meetings in closed session, Directors shall be considered Employees of the Association.

- b. Ethics Committee Disposition of Complaints. Timely and in no case more than fourteen (14) business days after receiving a complaint, including a Committee-initiated complaint, the Chair will convene a meeting of the Committee to determine the merits of the complaint and whether further investigation is warranted. If it is determined by a majority vote of the Ethics Committee that there is no reasonable basis to support a violation of the provisions of this Policy, the Committee shall recommend to the Board of Directors that the matter be dismissed. If it is determined that there is basis to suggest that a violation may have occurred the Committee will have the authority to determine whether investigation by a law firm is needed, and refer the matter to a Law Firm pre-selected by the Board to investigate matters of this type. The decision by the Ethics Committee regarding whether or not to go forward with an investigation shall be absolute. Matters that do not require legal investigation will be examined by the Ethics Committee, who will share with the Board their findings and their recommendations for disposition of the matter.
- c. Legal Counsel. An interview and deliberation process that is made public shall be used to select a law firm that is independent of the Association whose role is solely to conduct investigations and issuing opinions on matters referred by the Ethics Committee. The selected firm shall not currently represent nor in the past have represented the Association or been adverse to the Association in any capacity. After selection of the firm, the Association will negotiate a letter of engagement that stipulates the terms of the relationship and payment terms.
- d. Disposition of Legal Opinion. The Law Firm will deliver the results of its investigation and recommendation(s) to the Ethics Committee and the Board of Directors for their consideration. A closed meeting of the Ethics Committee will be held to review and consider the recommendations. The Chair of the Ethics Committee will preside over the meeting. The Ethics Committee will forward its findings, opinion, and recommendation(s) to the Board of Directors. The decision that is provided to the Board shall be a confidential written summary prepared by the Chair or the Chair's designee.



Based on the recommendations of the Law Firm and the Ethics Committee, the Board of Directors will make the final determination on the disposition of the Complaint. The final disposition will be determined by a majority vote of a quorum of the Board that includes the Directors not under investigation. Any recommendation by the Board for removal of a Director must be determined by a super majority (2/3) of Directors comprising the quorum for the meeting.

- e. Remedies. The disposition of violations of these Policies on Ethical Standards and Director Conduct shall be based on recommendations from the Ethics Committee and/or advice of legal counsel. The Board may consider remedies including but not limited to removal from the Board for cause, counseling, public reprimand, or in lieu of removal education. Removal for cause may only be considered for violations of the Policies on Director Conduct. If removal is recommended, the Director shall be notified of the proposed action and granted an opportunity for a hearing at a regular or special meeting of the Board of Directors prior to the final action, per Section 5.12(b) of the Association By Laws. Lesser remedies may be considered for violations of the Ethical Standards and the Policies on Director Conduct.

While Directors cannot be compelled to accept the recommendation(s) of the Law Firm or the Ethics Committee when determining the remedy, in the event that the results of the Board vote is contrary to the recommendations from legal counsel, the specific objection(s) that the Board has for not adopting them should be substantial.

- f. Records. The minutes of the meeting shall state the complaint, the decision regarding its disposition, and the remedy decided upon through Board vote, and the yes/no vote of individual Directors. Should the final Board decision on the matter be not to adopt the recommendations from legal counsel, the specific objections will be stated in the minutes of the meeting. It will be the responsibility of the Association Secretary or designee to gather and summarize these objections and to prepare the minutes. The minutes of the meeting will be disclosed to Association Members.

6. Effective Date:

Adopted by the Board of Directors on \_\_\_\_\_.

President:

(sign) \_\_\_\_\_ Date \_\_\_\_\_

(print) \_\_\_\_\_

Attestation by Secretary:

(sign) \_\_\_\_\_ Date \_\_\_\_\_

(print) \_\_\_\_\_

Review History:

General Manager:

(sign) \_\_\_\_\_ Date: \_\_\_\_\_

(print) \_\_\_\_\_

Legal Counsel:

(sign) \_\_\_\_\_ Date \_\_\_\_\_

(print) \_\_\_\_\_

By-Laws and Resolutions Advisory Committee Chair:

(sign) \_\_\_\_\_ Date: \_\_\_\_\_

(print) \_\_\_\_\_

Draft for Review



**RESOLUTION C-14  
RACQUET SPORTS ADVISORY  
COMMITTEE**

1. **Purpose.** The Racquet Sports Advisory Committee advises the Board of Directors on tennis, platform tennis, and pickle ball matters and aids in promoting the successful operation of all racquet sport activities.

2. **Authority.** Article SEVENTH of the Charter and Section 10.01 of the By-Laws of the Ocean Pines Association, Inc. direct the Board of Directors to establish and appoint the members of such committees and other advisory bodies as may be necessary to, or convenient in, the Association's discharging the duties entrusted to it. Resolution C-01, Committee General Policy, provides additional authority and instructions regarding advisory committees of the Association.

3. **Functions.** In fulfilling its tasks, the Committee shall perform functions which include but are not necessarily limited to the following:

- a. advising the Board of Directors on methods of promoting interest in racquet sports;
- b. advising the Board of Directors regarding racquet sports policy and operation including recommendations for improving the racquet sports operation of the Manklin Meadows Racquet Center;
- c. advising in the development of budget proposals on programs, activities, facilities, and staff as it pertains to racquet sports activities;
- d. recommending rules and regulations including conduct and dress codes pertaining to the use of all racquet sports facilities;
- e. ~~advising the Board on any specific problems or concerns related to monitoring the condition, care, and maintenance of the racquet sports facilities and advising the Board and Racquet Sports Professional of any specific problems or concerns;~~ and
- f. performing such functions as may from time-to-time, be directed or approved by the Board of Directors.

4. **Membership.** The Committee should ~~consist of~~ ~~have not fewer~~ less than three (3) ~~nor more than nine~~

(9) ~~racquets~~ members. At all times, the members of the Committee appointed by the Board of Directors should represent ~~an equal balance from~~ the three primary racquet sports (Tennis, Platform Tennis, and ~~Pickle-Ball~~ Pickleball). The Chair of the Committee shall be appointed by the Board of Directors and serve for a two-year term. Every effort should be made to rotate the Chair position to represent the three primary racquet sports.

5. **Reports.** Submit annual report by October 31 of each year in the format specified in Resolution C-01.

6. **Effective Date:** January 21, 2023.

Adopted by the Board of Directors on January 21, 2023

\_\_\_\_\_ President      Attest \_\_\_\_\_ Secretary

Review History.

General Manager \_\_\_\_\_ Date: \_\_\_\_\_

Legal \_\_\_\_\_ Date: \_\_\_\_\_

By-laws and Resolutions Advisory Committee \_\_\_\_\_

Date: \_\_\_\_\_



**RESOLUTION M-02  
AMENITY POLICY**

1. **Purpose.** The purpose of this resolution is to establish policy for the amenities of the Ocean Pines Association, Inc. ("Association")
  
2. **Authority**
  - a. The Declarations of Restrictions (**DR's**) of all sections of the Ocean Pines Subdivision ("Subdivision") state, in pertinent part, that the purpose of the Association is to further and promote the community welfare of the property owners of the Subdivision.
  
  - b. The Articles of Restatement of the Corporate Charter direct the Board of Directors ("Board") of the Association:
    - (1) To provide for the maintenance of parks, recreational facilities, and other community features of such land in the Subdivision as may be conveyed to the Association.
  
    - (2) To expend the monies collected by the Association from assessments or charges, and other sums received by the Association, for the payment and discharge of all proper costs, expenses, and obligations incurred by the Association in **carrying out-conducting** all or any of the purposes for which the Association is formed.
  
  - ~~e. **With the approval of the Board, the General Manager (GM) shall establish annually a schedule of fees for fee-based amenities as part of the annual budget process, should have authority over scheduling of Association amenities, and establish rules for participants at the Association amenities.**~~
  
  - d. The contractual obligations of the Association shall supersede any conflict with this resolution.
  
3. **Amenity Defined.** For the purposes of this resolution, Association amenities include tangible and intangible benefits of a property, especially those that increase its attractiveness or value or that contribute to its comfort, convenience, or enjoyment. Association tangible amenities include Association dining facilities, parks, swimming pools, paths, Community Center, Beach Club and parking, **racquet sport** facilities, Golf Course, Skateboard Park, **marinas, lakes, dog parks, all food and beverage facilities even if managed and operated pursuant to a contract** and canals **as well as any contiguous property owned by the Association and generally used by the public.** Association intangible amenities include pleasant views, nearby activities, a low crime rate, all of which add to the desirability of member properties.

4. **Overall Amenity Goals and Objectives.** The purpose of Association amenities is to provide facilities and services that benefit a wide range of Association membership and improve and enhance the quality of life. To achieve this, Association amenities should be maintained in a first-class condition, be marketed, and operated effectively and efficiently, and provide a high degree of enjoyment and satisfaction to those residents and guests who choose to use them. Association amenities shall be operated in a business-like manner with applicable metrics developed and reported to the Board, on an as required basis, as part of the management reporting.

Fee-based amenities and those providing food and beverage products and services shall be budgeted separately. These amenities should be managed to cover, at a minimum, operating costs through fees and operating revenues. As part of the annual budget development all fee-based amenities will develop plans and metrics to be reported on an as required basis to the Board to achieve their financial and operational objectives.

5. **Classification and Use of Amenities**

- a. **General-Use Amenities.** These are amenities that serve the Association membership and general public for which there are, in general, no associated user fees. All Association members and residents, as well as sponsored groups and clubs, have the same access and availability for use. Appropriate fees may apply. Association-sponsored groups and approved clubs use these facilities at no charge. These amenities include:

**Food and Beverage Facilities:**

Beach Club

~~Country Club~~ Golf Club

Yacht Club

Community Center

Parks and walking trails

Tennis courts at the Swim and Racquet Club

Kayak launch sites

Skateboard Park

Basketball courts

**Boat ramps**

- b. **Fee-Based Amenities.** These are amenities which are available to all Association members and their guests for a fee. These fees may be paid in the form of annual/seasonal membership or for periods of limited use (e.g., daily, weekly). Memberships generally confer additional benefits to those who purchase them. To the extent possible, fees will be set to provide Association members and guests added value when compared to competing facilities and services in the area. These amenities include:

**Dog Park**

Pools

Golf Course



~~Tennis-Racquet Facilities~~ at Manklin Meadows  
~~Paddle Ball Courts at Manklin Boat ramps~~  
~~Pickle Ball Courts~~  
Marina Slips  
Beach Club Parking  
Banquet and Meeting Facilities:  
    Beach Club  
    Golf Club  
    Yacht Club

- c. **Non-Association Member Use.** All of the amenities of the Association are available to the general public subject to availability. For fee-based amenities, the general public may ~~purchase Associate Memberships a daily single use membership or~~ pay daily fees. The charges for these uses shall be set higher than charged to Association members. Non-members, who wish to use the buildings that are available to ~~Association members~~ Community Organizations (those that at least 60% of their members are Ocean Pines residents) at no charge, shall be required to pay a fee.
  - ~~d. **Amenities Rental.** Individuals, member groups, and non-Association sponsored groups may reserve certain facilities for their exclusive or limited use, for a fee.~~
6. Funding of Amenities
- a. **Capital Costs.** Capital Costs are incurred to procure, renovate, or replace the facilities and other fixed assets necessary to support and/or extend the useful life of the amenity. Capital costs to support Association amenities are borne by all Association members and are paid for through funds generated from annual assessments.
  - b. **Operating Costs.** Operating Costs are the annual costs to operate and maintain the facility or asset. General-use amenities are funded through annual assessments and the sales of related products and services. Fee-based amenities are funded, insofar as possible, by revenue generated by charging fees for the use of that amenity. Operating costs not covered by fees, shall be covered by using a portion of the annual assessment.
7. **Marketing.** Management ~~The General Manager (GM) in consultation with his team of amenity managers~~ shall prepare a comprehensive annual amenity marketing plan to support amenity use and membership enrollments. This plan ~~shall will~~ be developed and presented to the Board ~~not later than the April Board meeting of each year with the annual budget process.~~
8. **Customer Satisfaction**
- a. **Customer Service.** Providing superb customer service is a basic requirement to achieve membership satisfaction and wide-spread use of Association amenities.

Every individual involved in ensuring membership customer satisfaction must share a **common mutual** understanding and belief in what must be done.

- b. **Customer Relationship Management (CRM).** ~~In order to achieve optimum results, we must be committed to finding, attracting, and winning new customers, nurture and retain those we already have, and encourage former customers back into the fold.~~ CRM recognizes that providing superior customer service requires an Association-wide leadership and business strategy embracing all customer-facing departments, and even beyond. Effective customer satisfaction will be achieved only if Association management, employees, processes, and technologies work in **synergy cooperation** to increase membership amenity use and thereby improve financial performance. **In order to achieve optimum results there must be a commitment by the GM and their amenity managers to finding, attracting, and winning new customers; nurturing and retaining current customers, and encouraging former customers to return.**
- c. **Comprehensive Annual Plan.** Successful CRM requires continual Board and management leadership, emphasis, and example. Management shall develop and present a ~~annual~~ customer service plan to the Board ~~not later than April of each year.~~ This plan must include ~~applicable metrics that will be reported on an as required basis to the Board~~ customer satisfaction surveys for all amenities, and a presentation of **recommendations must be made to the Board.**

## 9. Pricing and Fees

- a. **Amenity Membership Value.** Amenity pricing and fee structures shall be established to meet the diverse circumstances and needs of the Association membership. Fees shall be structured to offer value to resident and non-resident members, frequent and occasional users, individuals, and families and, persons within different age groups.
- b. **Fee Amenities.** The General Manager, with the approval of the Board, shall establish annually a schedule of fees for fee-based amenities as part of the annual budget process. The Board shall review the recommended fee structures and approve them in the annual budget; however, management may adjust fees to attract new revenue and/or members, as necessary, during the budget year.
- c. **Eligibility**
  - (1) The schedule shall include rates for Association property owners, renters of an Ocean Pines property, and those who do not reside or own property in Ocean Pines.
  - (2) Association property owners and renters of such property are eligible to purchase memberships or obtain membership rates at amenities if the annual charge to the property or any other charge is not delinquent and the property is not in a continuing

violation of the Declarations of Restrictions (DR's) of the Subdivision, as determined by the Board. If after the purchase of a membership the property should become delinquent or become in violation of the DR's, as determined by the Board, the membership or access to membership rates shall be suspended until the delinquency or violation is removed, **or until other conditions set by the Board are met**. No refund, full or partial, shall be made because of a period of delinquency or violation.

- (3) The GM shall establish a system of identification for the use of all fee- based amenities.

~~10. Charter Club Membership. Charter Club Memberships are available to those Association members who were Charter Club Members during the fiscal year 1984-1985 and have paid appropriate Charter Club Membership fees on or before June 1, 1986 and June 1 of each succeeding year. Further rules and restrictions regarding Charter Memberships may be obtained at the Membership Office.~~

## 10. Parking Permits

- a. Property owners and resident renters may purchase ~~one (1)~~ a Parking Permit for use at the Beach Club.
- b. Notwithstanding 11.a. no more than one (1) Parking Permit will be issued to a property **address owner**.

## 11. General Policies

- a. **Amenity** memberships are not transferrable.
- b. Except as indicated in 13.f, no member or group of members shall be preferred to any other member or group of members with respect to the use and enjoyment of facilities, except as set forth for appropriate membership categories.
- c. Any property owned by more than one person either as tenants in common, joint tenants, or any other form of shared ownership requires each owner to subscribe to a membership as required by the annual schedule of fees.
- d. Corporations owning property may have separate memberships provided the Association is furnished a list of designated members and provided that each person subscribes to memberships on a separate basis as required by the annual schedule of fees.
- e. Subject to the Board's ultimate control, the **GM may delegate to the** manager of each facility, and designated facility assistants, ~~has~~ full and complete operational control of all activities under their management and supervision, consistent with the terms of contractual agreements between the facility manager

and the OPA.

f. The Board or the GM, ~~as delegated by the Board and subject to the Board's ultimate authority, or the Board itself may take or propose action to~~ suspend an OPA member's use of amenities for reasons as permitted under the OPA governing documents and applicable law, and in a manner consistent with applicable State law, including the procedures and requirements set forth in Section 11B-110.10 of the Real Property Article of the Maryland Code.

~~Members that have been suspended from using amenities have the option to appeal the suspension to the Appeal Committee, which will be comprised of three committee chairpersons. The appeal must be submitted in writing 24 hours after the suspension notice is received, and the meeting with the Appeal Committee will be scheduled within seven days from the date of the receipt of the appeal.~~ [Strike this subsection.]

## 12. Scheduling

- a. The GM, ~~or designee~~, shall have authority to control the reservation and scheduling of Association amenities.
- b. The GM, ~~or designee~~, shall determine which Association amenities, ~~under his control~~, are appropriate for Scheduled Use [regular periodic use] and which are appropriate for Reserved Use [one time use] or both.
- c. The GM shall designate which Department(s) shall be responsible for controlling which amenities.
- ~~d. Prior to the beginning of each calendar year the GM shall initiate and execute the process for reserving and scheduling amenities for the coming year. Public notification shall provide interested organizations at least 30 days to apply.~~
- d. Departments tasked with controlling the use of amenities shall notify those Ocean Pines Community Organizations which have Scheduled Use of Association amenities during the current calendar year when application for renewed scheduled use for the coming calendar year is due. Notification shall include all criteria and procedures necessary for scheduling and dates unavailable because of Association use. Notification shall be made by appropriate media.
- e. New applications for Scheduled Use of an amenity shall be made to the appropriate Department of the Association as established by annual notification announcement for the following calendar year. Priority will be according to the priority table. Requests for Scheduled Use received after the established deadline will be accommodated as times and space allow.

Priority table

1. **Scheduled fee-generating programs and banquets**
2. Board of Director Meetings
3. Ocean Pines Association **Advisory Committee** Meetings
4. Ocean Pines Association Department Programs and Events
5. Ocean Pines Community Organizations  
(An organization of 10 or more members whose membership is at least 60% Association members.)
6. Ocean Pines Association Members or Residents of Ocean Pines
7. Non-Ocean Pines Association Community Organizations
8. Businesses and Other Persons

- f. Except for a use specified and approved by the GM, once Scheduled Use of an amenity has been authorized, no other activity may displace the scheduled activity without the agreement of the affected party. It is the responsibility of the party requesting a change in scheduling to obtain agreement from the affected party and Association Management approval.
- g. All reservations for use must have a person acting as liability agent. The liability agent is defined as that person assuming legal and financial responsibility for the actions of the group, organization or persons making the application.
- h. Dates not taken for Association Use or Scheduled Use shall be available for Reserved Use on a first-come-first-served basis.
- i. Alcoholic beverages may be **sold in and served only by the designated staff at the Food & Beverage amenities facilities only** in conjunction with the use of Association amenities when done so in accordance with all applicable Federal, State and Local laws and the Liquor Licenses of the Association.; **Alcohol may be served at other OPA amenities or facilities** provided that ~~prior permission is obtained from, and proper~~ **any required** permits are obtained and provided to the controlling Department **as an attachment to the application for use of the amenity or facility. With the approval of the application for use of the facility or amenity, All additional alcoholic beverages are allowed to be brought in by the amenity or facility user but cannot be sold by Ocean Pines or by any organization or party individual.**
- j. An application for the use of an amenity for any purpose that charges admission or raises funds for profit may be denied at the discretion of the General Manager.
- k. To qualify as an Ocean Pines Community Organization, an organization must submit a membership roster with its application. This roster must include:
  - (1) Name, address, and telephone number of each organization member
  - (2) Name, title, and date of election of organization officers
  - (3) Indication of Association membership of organization members

### 13. Amenity Rules for Participant Use.

- a. The GM in consultation with the amenity managers, shall formulate rules governing the use of each amenity, which rules (as amended by the Board in its discretion) must be adopted by the Board (consistent with section 5.13(a) of the OPA Bylaws) before becoming effective, and once adopted by the Board, shall be posted at each facility in a location visible to participants. Additional distribution to participants shall be as determined by the GM and facility managers.
- b. The approved copy of all amenity rules shall be maintained in a Book of Amenity Rules maintained in the GM's office. The General Manager shall also maintain a record of any decisions by the GM, Amenity Manager and/or all-violations and decisions of the Board regarding amenity rules violations that result in removal of a patron from the amenity or any other action taken against an OPA member for violation of the rules.
- c. The GM shall review adopted rules periodically for adequacy and effectiveness. The date of such review shall be recorded on a Review Record contained in the Book of Amenity Rules. Changes to the amenity rules may be proposed by the GM at any time, and consistent with Section 5.13(a) of the Bylaws, the Board shall at all times retain ultimate control over the content of amenity rules.
- d. ~~In addition to any amenity-specific rules, the Declarations of Restriction for the sections in which our amenities are located stipulates the following (c.f. DR-Section 8(m)):-~~
- ~~No noxious, offensive or illegal activities shall be carried out on any lot nor shall anything be done on any lot that shall be or become an unreasonable annoyance or nuisance to the neighborhood.~~*
- ~~Behavior of that violates this stipulation is considered a violation of the declaration of restriction. Per Section 5.13(e) of the OPA Bylaws, continuing violations of the Declaration of Restrictions may result in the Board making a decision to suspend the right of a member to vote or to use any of the parks, amenities, or recreational facilities owned or controlled by the Association.~~
- e. ~~following These rules apply to all amenities as listed in Sections 3 and 5 (subsections a and b) and any other amenity established by the Board in the future.~~
- ~~(1) All members, patrons or visitors to Ocean Pines amenities are to conduct themselves appropriately and shall not engage in any offensive, unlawful activity or act in any manner which causes a nuisance or unreasonable annoyance to other members, patrons or visitors or staff. Such behavior includes but is not limited to the following:-~~

- ~~1) Unruly, vulgar or otherwise offensive behavior directed toward staff, management or another member, patron or guest;~~
- ~~2) Verbal abuse directed towards management, staff or another member, patron or guest;~~
- ~~3) Drunk or disorderly conduct;~~
- ~~4) Theft or destruction of Association property; and~~
- ~~5) A physical altercation, or threat thereof, involving another member, patron, management or staff;~~
- ~~6) The displaying or use of a firearm or any other weapon.~~

~~f. Any action taken pursuant to this Section is separate and distinct from any action taken pursuant to a possible violation of Maryland law. For any violation of rules 1 through 6 by any patron, the facility staff or manager shall immediately call the police, remove the individual from the premises and take the following actions:~~

- ~~(1) Immediately notify the GM~~
- ~~(2) Complete a facility incident report;~~
- ~~(3) File a police report;~~
- ~~(4) For violations of 4 through 6, and/or any attempt by the individual to return to the premises following removal, request that the police issue a no trespass order for a period of 90 days.~~

~~Upon learning of the incident and the actions taken, the GM shall immediately notify the President or Vice President of the Association, who shall within 24 hours notify the entire Board.~~

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Effective Date: \_\_\_\_\_

Approved by the Board of Directors on: \_\_\_\_\_

President: \_\_\_\_\_ Attest: \_\_\_\_\_ Secretary

Review History

General Manager: \_\_\_\_\_ Date: \_\_\_\_\_

Legal \_\_\_\_\_ Date: \_\_\_\_\_

By-Laws & Resolutions Adv. Committee: \_\_\_\_\_ Date: \_\_\_\_\_