

MEETING
By-Laws & Resolutions Advisory Committee
February 7, 2020
Administration Building Small Conference Room

Present: Chair Jim Trummel, committee members Audrey Wahl, Keith Kaiser and Jeff Knepper. Also present was Greg Ellison of the Bayside Gazette, Chair Jim Trummel called the meeting to order at 12:00 PM.

The agenda for the meeting was unanimously approved after adding Board email voting and M-01 related resolutions to the agenda as New Business at the request of the chair.

COMMENTS BY CHAIR:

SEARCH COMMITTEE: At the January 4, 2020 Board meeting, the president requested volunteers for the Search Committee.

ARC GUIDELINES: At the January 4, 2020 Board meeting, proposed amendments to the ARC Guidelines were sent back to ARC for further review

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS:

M-01 Status: The chair reported that M-01 was approved at the January 4, 2020 Board meeting.

B-01 status: The chair reported that B-01 was approved at the January 4, 2020 Board meeting.

M-06 status: The chair reported that M-06 was approved at the February 5, 2020 Board meeting.

M-05 Animal Control and M-07 Bulkhead and Waterway Maintenance status: The status of the review of these resolutions continues to be incomplete. The chair will request assistance of the committee Board Liaison.

NEW BUSINESS:

Email voting: The committee discussed the practice of the Board conducting votes by email which has become a frequent occurrence. In particular, it was noted that the Board uses a “two-step” process of approving the intention to vote by email on an action, then approving the action itself. With the exception of an email vote reported at the October 2, 2019 announced email vote, the approval to vote and vote on action have been unanimous. There was a “no” vote on the October 2, 2019 action. The committee noted that informal action by directors in Maryland Code Corporations Article 2-408(c) calls for a unanimous consent which sets forth the action and does not specify a “two-step” process. In contrast, Section 5.10 of the By-laws, informal action by

directors, is worded in a manner that could be interpreted as permitting a “two-step” process with unanimity required only for the intention to vote by email. The chair reported that the informal action by directors provision in the pre-2008 By-laws closely followed the wording of the Corporations Article 2-408(c). There is no known reason for the change in words in the 2008 By-laws. The chair will communicate to the Board Liaison the concerns of the committee regarding an improper use of the informal action by directors provisions.

M-01 related resolutions: The chair had previously noted that M-01 was approved at the January 4, 2020 Board meeting. However, this approval also affects resolutions C-04 ARC Committee and M-04 Maintenance of Lots. Both of these resolutions have been to a first reading, but have not been further considered by the Board. The chair will be this situation to the attention of the committee Board Liaison.

GOVERNANCE DOCUMENT REVIEW: The Governance Document was reviewed. An updated document is attached.

The meeting was adjourned at 2:20 PM on a unanimous vote.

Jim Trummel
Minutes Recorder

NOTE: The below highlighted areas denotes the updates/changes made at the 2/7/2020 meeting by the C-04 Committee Members.

**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
By-Laws	8/9/2008	Aug-08	TBD	
<i>Responsible: Board</i>				
Articles of Amendment and Restatement	9/12/2013	Sep-13	TBD	
<i>Responsible: Board</i>				
Declaration of Restrictions				
Total Number on File 34				<i>Note: For informational purposes, the OPA has total for 34 of Declaration of Restrictions on file.</i>
Snow Hill Depository			Jun-19	
<i>Responsible: Board</i>				
Board Resolutions				
B-01 Book of Resolutions	9/16/2008	Jan-18	Jan-20	
<i>Responsible: Board</i>				
B-02 Rules of Order for Board Meetings	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-03 Meetings of Association Members	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-04 Agenda Development for Board Meetings	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-05 Conflicts of Interest	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-06 Indemnification Policy	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-07 Petitions	11/19/2008	Oct-18	Oct-20	
<i>Responsible: Board</i>				
B-08 Director Ethics & Conduct		Jul-18	Jul-20	
<i>Responsible: Board</i>				
Committee Resolutions				
C-01 Committee General	5/20/2009	Oct-20	May-21	
<i>Responsible: Board</i>				
C-02 Architectural Review Committee	12/17/2008	Apr-18	Apr-20	
<i>Responsible: C-02 Chair</i>				
C-03 Budget and Finance Advisory Committee	11/19/2008	Oct-18	Oct-20	
<i>Responsible: C-03 Chair</i>				
C-04 By-Laws and Resolutions Advisory Committee	12/17/2008	Oct-18	Oct-20	
<i>Responsible: C-04 Chair</i>				
C-05 Clubs (Food & Beverage) Advisory Committee	12/17/2008	Oct-18	Oct-20	
<i>Responsible: C-05 Chair</i>				
C-06 Communications Advisory Committee	12/17/2008	Oct-18	Oct-20	
<i>Responsible: C-06 Chair</i>				
C-07 Strategic Plan Advisory Committee	4/24/2013	Jan-18	Jan-20	
<i>Responsible: C-07 Chair</i>				
C-08 Elections Committee	1/19/2011	Oct-18	Oct-20	
<i>Responsible: C-08 Chair</i>				
C-09 Executive Council Committee	5/20/2009	Sep-17	Sep-21	
<i>Responsible: Board President</i>				
C-10 Environment and Natural Assets Advisory Committee	5/20/2009	Mar-19	Mar-21	
<i>Responsible: Chair C-10</i>				

NOTE: The below highlighted areas denotes the updates/changes made at the 2/7/2020 meeting by the C-04 Committee Members.

**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	3/10/2010	Feb-20	Feb-22	
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Jul-17	Feb-22	
C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i>	6/17/2009	Oct-18	Oct-20	
C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i>	9/27/2014	Jan-17	TBD	<i>Note: This Committee is no longer active.</i>
C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i>	6/17/2009	Oct-18	Oct-20	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-18	May-20	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	May-18	May-20	Will be reviewed after approval of the budget
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	12/17/2008	Jun-19	Jun-21	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/17/2009	Jun-19	Jun-21	C-04 Committee is waiting for the required Delinquency Report.
General and Administrative Resolutions				
M-01 Compliance Procedures <i>Responsible: Board</i>	12/16/2009	Jan-20	Jan-21	
M-02 Amenity Policies <i>Responsible: Board</i>	4/30/2015	Apr-15	Nov-21	The second reading was approved at the 11/2/2019 Board meeting.
M-04 Maintenance of Lots <i>Responsible: Board</i>	2/17/2010	May-18	Oct-20	C-04 Chair to rqtst C-04 Liaison to advise Board about possible related changes in M-01 and C-02 that may require changes to M-04
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	May-17	May-19	C-04 Chair will request the C-04 Board Liaison to follow up to determine the status of this past due resolution.
M-06 Elections and Referendums <i>Responsible: Board</i>	4/24/2013	Feb-20	Oct-20	
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	C-04 Chair will request the C-04 Board Liaison to follow up to determine the status of this past due resolution.
M-08 Association Manuals (Includes a Total of 8 manuals) <i>Architectural Review Committee Guidelines, Employee Handbook, OPA Emergency Operations Plan, OPA Financial Management Procedures Manual, OPA Financial Management Policy Manual, OPA Job Descriptions Manual, Employees Safety Manual, and the General Manager's Policy Instructions.</i> <i>Responsible: Board</i>	7/20/2011	Nov-17	Oct-20	C-04 Chair has placed this on hold until after the August Board Elections.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	5/29/2019	May-19	Jul-20	