

RESOLUTION B-01
BOOK OF RESOLUTIONS

WHEREAS, Section 5.14 (k) of the Bylaws of Ocean Pines Association, Inc., directs the Board of Directors to establish procedures for the adoption and publication of Board Resolutions to be included in the Book of Resolutions and make such records available for inspection by members of the Association; and

WHEREAS, Section 6.06 (c) (2) of the Bylaws of Ocean Pines Association, Inc., requires the Secretary to maintain a Book of Resolutions;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF OCEAN PINES ASSOCIATION, INC., there shall be established and maintained a Book of Resolutions which shall contain copies of principal governing policies and procedures adopted by the Board of Directors arranged in an orderly and indexed system.

1. Classification of Resolutions. Resolutions adopted by the Board of Directors shall be classified as follows:

a. Board Resolutions (B). Resolutions that relate to internal Board of Directors matters, how meetings of the Board and OPA members are conducted, and petitions to the Board.

b. Committee Resolutions (C). Resolutions that relate to how Committees and Board appointed Ad Hoc Committees conduct business.

c. Financial and Budgetary Resolutions (F). Resolutions that relate to financial, investment, and budgetary policies and procedures.

d. General and Administrative Resolutions (M). Resolutions that relate to internal policy, rules of the Association's amenities, and compliance rules and procedures related to the Governing Documents.

2. Book of Resolutions Format. The Book of Resolutions shall contain a section for each of the classifications listed in paragraph 1. Each Resolution shall contain the effective date of the Resolution and the date of the latest revision. When a Board Resolution is repealed in its entirety, the number and title of the Resolution shall remain in the index of the Book of Resolutions with the date of repeal. Resolutions no longer in effect shall be retained separately for historical and legal purposes.

3. Procedures for Introducing, Approving, and Repealing Resolutions

a. Notice and First Reading. A proposed Resolution, including amendment to or the repeal of an existing Resolution shall require consideration by the Board of Directors during at

least two open meetings of the Board. The First Reading shall be at a regular meeting of the Board. First Reading submittal is not by motion. The proposal shall appear on the agenda of each meeting of the Board of Directors at which it is to be considered. Copies shall be distributed to each member of the Board of Directors and made available to OPA members with the notice of the agenda that is released to the membership before each meeting. Revisions to the proposed Resolutions may be made at the first meeting at which it is considered, or at any subsequent meeting, but the proposed Resolution cannot be adopted at the first meeting at which it is considered.

b. **Resolution Action Responsibility.** The Board member who submits a Resolution action for First Reading is responsible for providing a sufficient description of the action. If action is subsequently approved, the Board member is responsible for providing the Secretary with a final copy for signature approval.

c. The Attachment to this Resolution provides directions for resolution amendments.

d. **Adoption of Resolution Actions.** At any special or regular open meeting of the Board of Directors subsequent to the first meeting at which a proposed Resolution action has been introduced, the Board may adopt the Resolution on a Second Reading, including amendments duly proposed and voted on, provided the proposed Resolution is included in the published agenda and lot owner comments are permitted before the Resolution is acted upon. The consideration of a Resolution action may extend beyond the Second Reading meeting, if necessary.

e. **Adoption by the Board of Directors.** If a proposed Resolution or action on an existing Resolution is adopted, it shall be recorded in the Board Minutes and filed in the Book of Resolutions. The Secretary of the Association shall obtain the required signatures for an adopted Resolution action and verify that the original signed copy is filed in the Book of Resolutions.

4. Applicability.

a. **Duration.** Unless specified in the Resolution, Resolutions remain in effect until repealed or amended. Any Resolution due to expire shall be brought to the Board of Directors by the Secretary for consideration. If, at the meeting when the expiring Resolution is reviewed, there is a need for continuance of the action and there are no proposed amendments of a substantive nature, the Board of Directors may re-adopt the Resolution.

b. **Consistency.** The Bylaws and Resolutions Advisory Committee shall assist the Board by reviewing all new Resolutions and any amendments to existing Resolutions for consistency with the Ocean Pines Declarations of Restrictions, By-laws, Articles of Incorporation, Turnover Agreements, and applicable Maryland law.

c. Resolution Review. The Bylaws and Resolution Advisory Committee shall establish the entity responsible for each Resolution and a schedule of due dates for a review of the Resolution purpose. If an amendment to an existing Resolution is recommended, it is the responsibility of the entity making the recommendation to prepare the documentation, including a red lined draft, for Board review.

d. Legal Review. Legal Review of proposed Resolutions or amendments thereto is not required before adoption by the Board of Directors. The By-laws and Resolutions Advisory Committee may recommend that the advice of Counsel be obtained prior to Board action on a Resolution.

5. Availability of Resolutions. The signed copies of Resolutions shall be the official Book of Resolutions. The Book of Resolutions shall be maintained in the Association offices and be available to any member of the Association or the duly authorized agent of such member at any reasonable time. A reasonable fee may be charged for providing copies.

6. Effective Date: January 4, 2020

Adopted by the Board of Directors on January 4, 2020

James T. ... President Attest *Collette ...* Secretary

Review History.

General Manager *J. ...* Date: *1/7/20*

Legal _____ Date: _____

By-laws and Resolutions Advisory Committee *James T. ...*

Date: *1/7/2020*

ATTACHMENT

Resolution Amendment Procedures

Purpose: The purpose of these procedures is to provide a standard and consistent method for all Ocean Pines Appointed Committees and the Board of Directors to make changes to any Resolutions within their scope of responsibility. The goal is to supplement and clarify the procedures outlined in Resolution B-01. Any questions regarding these procedures should be directed to the Chair of the By-Laws and Resolutions Advisory Committee.

1. Application:

- a) All Appointed Committees should review their assigned Resolution(s) at the time the Committee is preparing their annual Committee report or whenever the Committee sees the need for changes to a Resolution.
- b) All resolutions assigned to the Board of Directors or the various Departments within Ocean Pines, should be reviewed annually or whenever the need for a change is required.

2. Origination:

- a) When it is determined that a change is required, the Committee Chair, or responsible individual (hereafter known as the originator) should review the proposed change with the **Board Liaison** to gain any additional input regarding the proposed changes.
- b) The Committee Chair, or the originator, should then prepare a "Dated Red Line Mark Up Copy" of the existing resolution denoting the additions, deletions or changes required with the date of submission included.
- c) The Committee Chair, or the originator, should then provide a copy of the "Dated Red Line Mark Up Copy" to the **Board Liaison**.

3. First Reading:

- a) The **Board Liaison** should have the request for the proposed Resolution change(s) added to the Ocean Pines Board of Director's meeting agenda for the first reading.
- b) Prior to the scheduled Board meeting, the Board Liaison will provide all Board Directors with a copy of the "Dated Red Line Mark Up Copy" for their review (as defined in Resolution B-01).

4. First Reading Results:

- a) **In the event the Board rejects the first reading**, the **Board Liaison** will advise the Committee Chair or the originator accordingly.
- b) **In the event the Resolution changes are accepted as a first reading** by the Board, the “Dated Red Line Mark Up Copy” is to be forwarded by the Board President to the Chair of the By-Laws and Resolutions Advisory Committee. **Note:** If the Board makes any changes to the Resolution at the first reading, any changes should be added to the “Dated Red Line Mark Up Copy” and include the date those changes were made.

5. By-Laws & Resolutions Advisory Committee Review:

- a) When the Chair of the By-Laws and Resolutions Advisory Committee receives the required Board notification of the first reading along with the “Dated Red Line Mark Up Copy”, the Chair will add the Resolution to the agenda under New Business for the next scheduled Committee Meeting.
- b) The By-Laws and Resolutions Advisory Committee will review the proposed changes for consistency with the OPA Declarations of Restrictions, Articles of Incorporation, Turnover Agreements, applicable Maryland law, and previously adopted Resolutions.
- c) **If no conflicts are found**, the By-Laws and Resolutions Advisory Committee Chair will return the “Dated Red Line Mark Up Copy” to the Board President, with a copy to the appropriate Committee Chair or the originator advising that the changes have been reviewed and that the Resolution is ready for the second reading.
- d) **If conflicts are found**, the By-Laws and Resolutions Advisory Committee Chair will advise the Board President, with a copy to the appropriate Committee Chair or the originator of the conflict(s) and, as appropriate, provide guidance to eliminate any conflicts.

6. Second Reading:

- a) The originating committee will apply the necessary changes to eliminate any conflicts.
- b) This is in accordance with Resolution B-01, Section 4. (c), “If an amendment to existing Resolution is recommended, it is the responsibility of the entity making the recommendation to prepare the document, including the Red Line Draft for Board Review” and providing the Secretary with a signature copy of any approved action (B-01, paragraph 3.b). The Secretary shall verify that the original signed copy is filed in the Book of Resolutions.