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 AMENDED CORRECTED AGENDA Monday, February 7, 2022 8:00 a.m., Board Room, Administration Building

Join Via Microsoft Teams: https://teams.microsoft.com/l/meetup-join/19%3ameeting YzdhNWMyMWMtMjJmYi00M2NkLThiZTAtMjhlO TMzZjljZmE0%40thread.v2/0?context=%7b%22Tid%22%3a%22625a6 322-2b2f-40fa-94f8-

<u>d7dd44d78153%22%2c%22Oid%22%3a%221bbee60b-d4e0-49eb-b4c6-d257cae7f063%22%7d</u>

Call to Order – Colette Horn, President – all cell phones must be silenced; board cell phones must be powered off and stowed away; emergency text-in or call-in number for Directors' families is 443-377-1079

Pledge of Allegiance - All

Approval of Agenda – Board

President's Remarks – Colette Horn

Public Comments – Members wishing to make comments must state their name and address. Time limit for comments is 5 minutes. Comments may be made on any of the items listed below under New Business. Order for comments for hybrid meetings: 1st – members in attendance; 2nd – MS Teams Participants (use of "raise hand" function required to enter speaking queue); 3rd – members participating through the MS Teams call-in (audio only) function. To enter call-in queue, text Josh Davis at 443-377-1079. 4th – Members wishing to speak via the MS Teams chat function – chat function is for Public Comments only; all other comments in the chat function will be considered out of order, as will be speaking during the meeting without being given the floor by the Chair.

New Business -

Definitions:

Motion to define eligibility to vote by adding By-Laws Section 1.12 – Colette Horn

Voting:

Motion to revise language to make referenced terminology consistent in By-Laws Section 3.03 (c) – Doug Parks

Motion to revise language to make referenced terminology consistent in By-Laws Section 3.05 – Doug Parks

Meetings:

Motion to revise adequate meeting notice in By-Laws Section 4.04 (b) – Colette Horn Motion to revise language regarding Special Meetings in By-Laws Section 4.03 – Doug Parks

General Manager Responsibilities:

Motion to revise language regarding budget transfers by the General Manager in By-Laws Section 8.04 (b) – Colette Horn

Motion to revise General Manager's responsibilities in By-Laws Section 9.02 (c) – personnel policy and procedures manuals – Colette Horn

Petition and Referendum Issues:

Motion to revise language regarding the format of petitions in By-Laws Section 4.07 (a) – Colette Horn

Motion to clarify the number of signatures required on a petition and referendum in By-Laws Section 4.07 (c) – Frank Daly

Motion to revise language regarding requirements for number of votes cast in By-Laws Section 4.08 (c) and add Section 4.08 (d) – Doug Parks

Motion to revise Section 5.14 (I) of the By-Laws – consideration of a petition – Colette Horn Candidate Eligibility Requirements:

Motion to define director qualifications in By-Laws Section 5.01 and 5.02 (a) – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02(a) – incumbent director – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – annual charge dates – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – duration of ownership – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – family relationships – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – felony – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – felony-spouse – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – pending litigation – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (a) – reformatting of existing language – Frank Daly

Candidate Verification:

Motion to define candidate eligibility in By-Laws Section 5.02 (b) – Search Committee – Frank Daly

Motion to revise language regarding candidate applications in By-Laws Section 5.02 (c) – Frank Daly

Motion to define candidate eligibility in By-Laws Section 5.02 (d) – verification of eligibility – Frank Daly

Resignation and Removal of a Director:

Motion to revise Section 5.12 (c) of the By-Laws – resignation and removal (felony) – Frank Daly Motion to revise Section 5.12 (c) of the By-Laws – resignation and removal (felony – spouse) – Frank Daly

Motion to require resignation of Secretary if running for re-election to the Board in By-Laws Section 6.03 – Frank Daly

Director Duties & Responsibilities:

Motion to revise Informal action by directors in By-Laws Section 5.10 – Colette Horn

Motion to revise Director compensation in By-Laws Section 5.11 – amenity memberships – Colette Horn

Motion to revise By-Laws Section 5.13 (c) – Board powers – Amy Peck

Motion to revise language for director duties in By-Laws Section 5.14 (e) – execution of checks, contracts, and purchases – Colette Horn

Motion to revise By-Laws Section 5.14 (f) – depositories of funds – Colette Horn

Revision of the Charter:

Motion to hold a Special Meeting for the purpose of revising the Charter – Frank Daly

Adjournment



TOPIC: Revision of Bylaws Ser FOR INCLUSION IN MEETING H SUBMITTED BY: Colette Horn	ction 1.12 Define Eligible to Vote IELD ON: 2/7/2022 SECOND BY:	
adding a new Section 1.12 to re- Article I. Section 1.12. "Eligible to levied under Section 5.14(a) and PURPOSE AND EFFECT: To provide	ad as follows: Vote" refers to a member who had has not had the right to vote susple a definition of the term "Eligible to the term "Eligible the term "	
MOTION OUTCOME: PASSED: DIRECTORS IN FAVOR:	FAILED: DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



TOPIC: Wording Change to \$	ording Change to Section 3.03(c)	
FOR INCLUSION IN MEETING I		
SUBMITTED BY: Doug Parks	SECOND BY:	
MOTION: To have Counsel deve the Bylaws to read as follows:	elop the appropriate wording for a r	eferendum to update Section 3.03 (c) of
Article III Section 3.03. Proxies. Revise the first sentence of 3.03(c) to read:	
	t the member is eligible to vote, and v ht (48) hours prior to the beginning of	alid proxies are delivered to the Elections the meeting
PURPOSE AND EFFECT: To make	consistent the term "eligible to vote	e".
BACKGROUND: The term is used will reflect a consistent reference	d and referenced in a number of se te to this term.	ctions within the by-laws and the change
MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



TOPIC: Wording Change to S	Section 3.05	
FOR INCLUSION IN MEETING I	HELD ON: 2/7/2022	
SUBMITTED BY: Doug Parks	SECOND BY:	
MOTION: To have Counsel deve the Bylaws to read as follows:	elop the appropriate wording for a	referendum to update Section 3.03 (c) of
Article III Section 3.05. Voting in Revise the second sentence of 3.0	Meetings 5 to read:	
The Elections Committee shall req	uire identification and verify that the I	member is eligible to vote.
PURPOSE AND EFFECT: To make	consistent the term "eligible to vote	e".
BACKGROUND: The term is used will reflect a consistent reference	and referenced in a number of see to this term.	ections within the by-laws and the change
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: 1/25/2022		
TOPIC: Adequate Meeting Not	ice Requirement Section 4.04(b)	
FOR INCLUSION IN MEETING HE		
SUBMITTED BY: Colette Horn	SECOND BY:	

MOTION: To have Counsel develop the appropriate wording for a referendum to amend Section 4.04(b) of the Bylaws to read as follows:

Article IV Section 4.04. Notice of Meetings.

(b) Adequate notice of a meeting shall be deemed to have been given to any member if mailed or sent electronically to the address designated by the member(s) or entities for this purpose. In the case of properties owned by entities or those with multiple owners in common, Ocean Pines will not be responsible for determining who is authorized to provide this information.

PURPOSE AND EFFECT: To clarify the required process for providing written notices of the annual or special meeting of the members under By-laws Section 4.04.

BACKGROUND: Section 4.04 of the By-laws require a notice, in writing, be provided to all members of upcoming special meetings of the membership and specifically the Annual Membership meeting. This can be challenging and under certain circumstances, nearly impossible when the property is owned by an entity with multiple owners in common (e.g., LLCs, Trusts, etc.).

It became necessary to ensure that the responsibility of providing the designated contact information be placed on the property owner(s) or entities. In the event that more than one set of contact information is provided, or the owner(s)/entities choose to have such related correspondence sent to a separate address, the owner(s)/entities are responsible for designating a single mailing address for these written notices.

Additionally, as these notices may include election materials and ballots for electing members to the Board of Directors, only one notice per property will be provided. Therefore, the written notice will make it clear, that the recipient of the notice is responsible for providing this information to all other owners in common of the property for their consideration.

MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: 1/27/2022 TOPIC: Wording Change Se FOR INCLUSION IN MEETING SUBMITTED BY: Doug Parks	HELD ON: 2/7/2022	
MOTION: To have Counsel dev Section 4.03.	elop the appropriate wording for a	referendum to update the wording in
Article IV Section 4.03. Special Revise Section 4.03 to read:	Meetings	
A special meeting of the member Directors, or upon written petitio 4.07(c)(3).	s of the Association may be called by t n signed by members representing the	the President, by a majority of the Board of e number of votes required under Section
PURPOSE AND EFFECT: To clarify	y the required reference to section	4.07
BACKGROUND: The change is	to clarify the correct reference.	
MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



TOPIC: Revision of Bylaws Section 8.04 Budget, paragraph (b).	
FOR INCLUSION IN MEETING HELD ON: 2/7/2022	
SUBMITTED BY: Colette Horn SECOND BY:	
MOTION: To have Counsel develop the appropriate wording for a referendum to revise By-Laws Section 8. to read as follows: Article VIII. Section 8.04. Budget. (b) The General Manager, or management firm, may make transfers of budgeted items within a department and make other transfers of budgeted items as authorized by the guidelines and limits established in the financial policy, and financial procedures manuals.	
PURPOSE AND EFFECT: To clarify language in this section.	
BACKGROUND: As currently written, this section allows for the GM to transfer budgeted items within a department as well as other transfers of budgeted items pursuant to "guidelines and limits established by t Board of Directors." Currently the permissible actions referred to under this Section are codified in financia manuals with which the GM must comply. The language in this section does not refer to those manuals are could lead to the interpretation that the Board has established guidelines and imitations.	1
MOTION OUTCOME: PASSED:FAILED:	
DIRECTORS IN FAVOR: DIRECTORS OPPOSED: DIRECTORS ABSTAINED:	
	-



DATE: 1/25/2022 TOPIC: Revision of Section 9.0 Manuals FOR INCLUSION IN MEETING H		pilities, paragraph (c). Personnel
SUBMITTED BY: Colette Horn	SECOND BY:	
Article IX. Section 9.02. General (c) The General Manager shall m programs, wages schedules, traingrievance procedures, and make PURPOSE AND EFFECT: To clarify I BACKGROUND: This section as a content of the capitalization which a section of the capitalization of the section of the capitalization of the capitalization of the section of the capitalization of the capitalizat	Manager's Responsibilities. naintain personnel policy proceduning programs, classification sche e recommendations to the Board anguage in this section.	to "personnel Policy Procedures Manuals" at there is a specific manual so entitled.
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: 1/25/2022		
TOPIC: Revision of Bylaws Sec	tion 4.07(a) Petitions	
FOR INCLUSION IN MEETING HE		
SUBMITTED BY: Colette Horn	SECOND BY:	
		•
MOTION: To have Counsel develo (a) as follows:	pp the appropriate wording for a	referendum to revise By-Laws Section 4.07
Article IV. Section 4.07.Petitions.		
(a) Petitions must contain a sp	ecific question, proposal, or act	tion suitable for an affirmative or negative
response. The petition mu	st be in a tormat prescribed by a	Resolution adopted by the Board of
Directors and signed by m	embers eligible to cast a vote. 1	The petition shall identify the person(s) who
owned by each member	rs and contain the lot number of	r address of the property in the Subdivision
vote when the petition is fi	led. Notarization or solf authorities	per signing the petition must be eligible to ication of the member's signature shall not
be required. If more than	one person is authorized to cast	a vote under Section 3.02, only one of
those persons may sign the	e petition. Within ten (10) calend	dar days after a petition is filed the
secretary snall certify in wr	iting to the Board of Directors the	at the petition meets the requirements of
this Section or file a public	report with the Board specifying	the basis for rejecting the petition.
PURPOSE AND EFFECT: To clarify la	nguage in this section.	
responsibilities of the Secretary. Th	ne Secretary is to file a public ren	t is missing from the petition review port with the Board when a petition is is less clear. The proposed amendments
MOTION OUTCOME: PASSED: _	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
		SINEOTORIO ADDIANTED.



FOR INCLUSION IN MEETING	umber of valid signatures required of HELD ONFebruary 7, 2022 SECOND BY:	
MOTION: To have legal counsel prepare the with the proposed changes noted	e specific wording to change Section 4. I in Bold:	07(c) of the By-Laws. Petitions, as follows
(1) To request action by the notice of the annual meeting of the representing at least one hundred (2) For issues for reference amendments to the By-laws under representing at least ten percent (3) To call a special meeting are eligible to vote representing at PURPOSE AND EFFECT: the number of signatures required	he Board of Directors not requiring a remembers, a petition requires signated (100) votes in the Association. Idum under Section 4.08, removal of a Ear Section 11.01, a petition requires sign (10%) of the votes in the Association. In gof members under Section 4.03, a part least fifteen percent (15%) of the votes in the votes in the votes in the votes. To provide clarity and consistency on the votes in the past as to the past as to the past as to the votes in the past as to the votes in the votes in the past as to the votes in the	natures of members who are eligible to vote
MOTION OUTCOME: PASSED	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: 1/27/202	22	
TOPIC: Total V	otes That Can Be	Cast Section 4.08(c) and 4.08(d)
FOR INCLUSION	IN MEETING HEL	D ON: 2/7/2022
SUBMITTED BY:		SECOND BY:

MOTION: To have Counsel develop the appropriate wording for a referendum to amend Section 4.08(c) and add Section 4.08(d) of the Bylaws to read as follows:

Article IV Section 4.08. Referendum Issues.

4.08(c) Any proposal presented in a standalone referendum must receive a minimum of total votes cast, for or against, equal in number to 40% of the total votes that can be cast.

4.08(d) Any proposal presented in a referendum requires a majority affirmative vote of the total votes cast in order to become effective. A question, proposal, or action not adopted may not be resubmitted by petition within one year of the previous submission.

PURPOSE AND EFFECT: To clarify the required percentage of votes that can be cast to approve referendum issues.

BACKGROUND: There is no requirement in 4.08 for a minimum number of members voting, only that of those who did vote on the issue, a simple majority will pass the measure. Theoretically this would permit as little as 1% of eligible voting members to decide a referendum. Since subjects that go to referendum are typically of significant importance, as many association members as possible should be involved in the decision.

The By-laws & Resolutions Committee proposes to set a minimum number of votes but limit it to standalone referendums. The requirement would <u>not</u> apply to referendums that that are conducted with the annual election of directors. The 40% number is based on research done by the Committee and reflected in the proposed changes to 4.08(c), with an additional subsection 4.08(d).

MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED



DATE: 1/25/2022 TOPIC: Revision of Bylaws Soft FOR INCLUSION IN MEETING SUBMITTED BY: Colette Horr	HELD ON: 2/7/2022	•
Article IV. Section 5.14. Duties (I) The Board of Directors shall of		referendum to revise By-Laws Section 5.14 Section 4.07 and certified as valid by the etition being filed.
PURPOSE AND EFFECT: To clarify	y language in this section.	
BACKGROUND: As currently wr responsibilities of the Secretary.	itten, this section omits a detail that . This adds the phrase "and certified	is missing from the petition review d as valid by the Secretary."
£		
MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



4403760.3

4417104.3

OCEAN PINES ASSOCIATION, INC. PROPOSED MOTION

DATE: January 24, 2022		
TOPIC: Motion to Define Directo	or Qualification in By-Law Section 5	.01 and 5.02 (a)
FOR INCLUSION IN MEETING H	ELD ON February 7, 2022	(0)
SUBMITTED BY: Frank Daly SE		
, , , , , , , , , , , , , , , , , , ,		
MOTION:		
	riate wording for a referendum to	-1.1. 6
laws, to amend Sections 5.01 and 5.0	(2(a) of the By-Laws to provide as follow	and the By-Laws to a new Section 1.11 of the Byws: (Bold and underline indicates addition):
Section 1.11. "Record Owner" mean	ns, the person(s) listed on the deed rec	corded in the Land Records of Worcester
County as the owner of property (gr	antee/party in second part) within the	Subdivision to which votes are attributable
if a trust is listed on the deed record	led in the Land Records of Worcester C	County as the owner of the property within the
Subdivision, then the Record Owner	shall be the trustee(s) of the trust wh	o is/are listed on the recorded deed to such
property. If a corporation, limited li	ability company, or partnership is liste	ed on the deed recorded in the Land Records
or worcester county as the owner o	f the property within the Subdivision.	the Record Owner shall be an officer of the
corporation, a living person who is a	member of the limited liability compa	any, or a living person who is a partner in the
partnership as reflected in the relevant	ant entity's records.	
Section 5.01. Number Term of Office	and Qualifications. The effective and	
Board of seven (7) Directors, each of	who shall be an owner of record eligib	siness of the Association shall be managed by a le to vote. The terms of the Directors shall be
for three (3) years and until their resr	pertive successors are duly sological. No	ne to vote. The terms of the Directors shall be member of the Board of Directors may at the
same time be an employee of the Ass	sociation Additional qualifications for	candidacy and election to the Board of
Directors shall be governed by Section	on 5.02(a) of these By-laws	candidacy and election to the Board of
•		
Section 5.02(a)		
All candidates must be a Record Ov	wner on the first day of January of the	year in which the election is to be held and
eligible to vote under Section 3.01(c),		year in which the election is to be field allo
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:		
JINZOTOKO IN TAVOK.	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:

90226.001

90226.001



CAMPIAL S		
DATE: 1/25/2022		
TOPIC: Revision of Bylaws S	ection 5.02(a) to add a paragro	aph (iii) Incumbent and Familial
Kelalionship		i ()
FOR INCLUSION IN MEETING		
SUBMITTED BY: Colette Hor	n SECOND BY:	
MOTION: To have Counsel do	volon the grant in the state of	
5.02(a) (iii) as follows:	velop the appropriate wording for	a referendum to revise By-Laws Section
Article V. Section 5.02. Candic	lates for Election.	
(a) Eligibility.		
(iii) No member shall be a can	didate for election as a Director of	the Association if he or she is an incumbent
pliecioi completing a second	consecutive full term of office, has	s a familial relationship through marriage
paremage or is a sibling of any	other member currently serving o	n the Board.
PURPOSE AND EFFECT: To restri	ct members who have a familial re	elationship from serving on the board at the
same time.	The state of the s	mailloriship from serving on the board at the
BACKGROUND: This adds a red board together at the same times	quirement that members who have ne.	e a familial relationship cannot serve on the
MOTION OUTCOME: PASSED): FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ARSTAINED.
	The state of the s	DIRECTORS ABSTAINED:



FOR INCLUSION IN MEETING	tion to Define Candidate Eligibility in HELD ONFebruary 7, 2022	n By-Law Section 5.02(a) (annual charge
MOTION: To have Counsel develop the app new sub-subsection to provide the	ropriate wording for a referendum to a ne following:	amend Section 5.02(a) of the By-Laws to add a
Section 5.02(a) Candidates for Eleprovided in this Section.	ection. The eligibility requirements for	election to the Board of Directors are as
In addition to the red Board of Directors sh by May 15 th of the ye	all have paid the annual charge for th	c) of these By-laws, any candidate for the nat year, including any assessed interest,
And to conduct solid Defe		
And to conduct said Referendum.		
PURPOSE AND EFFECT: To me	added to the second of	
TORT OSE AND EFFECT. To pro	vide clarity and preciseness to our Byla	aws.
BACKGROUND: This motion is	to clarify requirements for candidates	for the Board of Directors
	, equinements for earliandates	To the board of birectors.
MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
		DIRECTORS ABSTAINED.



4 APINO		
DATE: January 24, 2022 TOPIC: Motion to Define Candidate Eligibility in By-Law Section 5.02 (a) (duration of ownership) FOR INCLUSION IN MEETING HELD ONFebruary 7, 2022 SUBMITTED BY: Frank Daly SECOND BY:		
MOTION: To have Counsel develop the appropri follows:	ate wording for a referendum to	amend Section 5.02 (a) of the By-laws as
Section 5.02. Candidates for Election. provided in this Section.	The eligibility requirements for ele	ection to the Board of Directors are as
(a) Eligibility. To qualify to be a ca	andidate and to be elected to the	Board of Directors:
1. Candidates must be one of the owners of record of real property in the Subdivision for a minimum of three (3) years prior to the first day of January of the year in which the election is to be held and be eligible to vote under Section 3.01(c) unless, for the purposes of duration of ownership, they have served on a committee or an advisory body established by the Board of Directors for a period of no less than twelve (12) months prior to May 1 st of the year in which the election is to be held.		
And to conduct said Referendum.		
PURPOSE AND EFFECT: To provide	clarity and preciseness to our By-	laws.
BACKGROUND: This motion is to cl Board of Directors.	arify ownership and experience re	equirements for candidates running for the
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: January 24, 2022 TOPIC: Motion to Define Candidate Eligibility in Bylaw Section 5.02-Family Relationships FOR INCLUSION IN MEETING HELD ON _February 7, 2022 SUBMITTED BY: Frank Daly SECOND BY:		
new sub-subsection to read as follows Section 5.02. Candidates for Election. provided in this Section. (a) The candidate may not be an	The eligibility requirements for e incumbent Director completing se, through marriage, cohabita	a second consecutive elected full term of office
And to conduct said Referendum.		
And to conduct said Referendum.		
PURPOSE AND EFFECT: To provide	clarity and preciseness to our By	y-laws.
BACKGROUND: This motion is to cl	arify requirements for candidate	es for the Board of Directors.
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



FOR INCLUSION IN MEETING	lidate Eligibility in By-law Section 5.0 HELD ONFebruary 7, 2022 ECOND BY:	
MOTION: To have Counsel develop the app a new sub-subsection to read as f	ropriate wording for a referendum to a	amend Section 5.02 (a) of the By-laws to add
Section 5.02. Candidates for Elect provided in this Section.	ion. The eligibility requirements for ele	ection to the Board of Directors are as
(a)		
The candidate may not h the election is to be held.	ave been convicted of a felony within	ten (10) years of May 1 st the year in which
And to conduct said Referendum.		
PURPOSE AND EFFECT: To pro	vide clarity and preciseness to our By-l	aws.
BACKGROUND: This motion is	to clarify requirements for candidates	for the Board of Directors.
MOTION OUTCOME: PASSED	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: January 24, 2022 TOPIC: Motion to Define Candidate Eligibility in By-Law Section 5.02 (a) (felony-spouse) FOR INCLUSION IN MEETING HELD ONFebruary 7, 2022 SUBMITTED BY: Frank Daly SECOND BY:		
MOTION: To have Counsel develop the apprair a new sub-subsection to read as for	opriate wording for a referendum to ollows:	amend Section 5.02 (a) of the By-laws to add
Section 5.02. Candidates for Electi provided in this Section.	on. The eligibility requirements for el	ection to the Board of Directors are as
convicted been convicted in feder	ral or state court of a felony offense rgery, money laundering, and/or ta	itation arrangement of a Director has been involving any form of fraud, theft, larceny, x evasion within ten (10) years of May 1st of
And to conduct said Referendum. PURPOSE AND EFFECT: To prov	ride clarity and preciseness to our By-	-laws.
BACKGROUND: This motion is	to clarify requirements for candidates	s for the Board of Directors.
MOTION OUTCOME: PASSED:FAILED:		
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
4411388.1		90226.001

90226.001



DATE: January 24, 2022 TOPIC: Motion to Define Candidate Eligibility in By-Law Section 5.02 (a) (Pending Litigation) FOR INCLUSION IN MEETING HELD ON February 7, 2022 SUBMITTED BY: Frank Daly SECOND BY:			
MOTION: To have Counsel develop the appropriate a new sub-subsection that will provide the subsection that will be subsection to the subsection that we subsection the subsection that will be subsection to the subsec	priate wording for a referendum to a ide as follows.	amend Section 5.02 (a) of the By-Laws to add	
Section 5.02. Candidates for Election provided in this Section.	n. The eligibility requirements for ele	ection to the Board of Directors are as	
The candidate may not be a plaintiff in an active lawsuit in a Maryland or Federal court, including on appeal, in which the Association or any of the Association's Directors, named in their capacity as a Director, is/are named as a defendant nor may the candidate be named as defendant in a active lawsuit in a Maryland or Federal court in which the Association is the plaintiff, including on appeal.			
And to conduct said Referendum.			
PURPOSE AND EFFECT: To provide	PURPOSE AND EFFECT: To provide clarity and preciseness to our By-laws.		
BACKGROUND: This motion is to	o clarify requirements for candidates	for the Board of Directors.	
MOTION OUTCOME: PASSED:	FAILED:		
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:	



FOR INCLUSION IN MEETING	didate Eligibility in By-law Section 5. HELD ON February 7, 2022 SECOND BY:	02 (a) (reformatting of existing language)
MOTION: To have Counsel develop the appreformat the existing language be amendments regarding eligibility	elow into a new sub-subsection to trac	amend Section 5.02 (a) of the By-laws to ck with the formatting of the other proposed
Section 5.02. Candidates for Electronic provided in this Section.	tion. The eligibility requirements for el	ection to the Board of Directors are as
The candidate may not be office.	e an incumbent Director completing o	a second consecutive elected full term of
And to conduct said Referendum		
	vide clarity and preciseness to our By-	
Morion ourses		
DIRECTORS IN FAVOR:	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: January 24, 2022 TOPIC: Motion to Define Candidate Eligibility in By-Law Section 5.02 (b) FOR INCLUSION IN MEETING HELD ONFebruary 7, 2022 SUBMITTED BY: Frank Daly SECOND BY:			
MOTION: To have Counsel develop the approfollows:	opriate wording for a referendum to A	amend Section 5.02 (b) of the By-Laws as	
Section 5.02. Candidates for Electic provided in this Section.	Section 5.02. Candidates for Election. The eligibility requirements for election to the Board of Directors are as provided in this Section.		
(b) Search Committee. No later than February 1 st each year the President shall, subject to willing volunteers and to confirmation by the Board of Directors, appoint a Search Committee of not less than five (5) members of the Association eligible to vote. The Committee shall solicit candidates for election to the Board of Directors. The Committee shall attempt to acquire at least two (2) more candidates than the number of vacancies to be filled on the Board of Directors, including any unexpired terms. The lack of a Search Committee or the Committee's inability to acquire at least two (2) or more candidates than the number of vacancies will not affect the validity of the election. The Committee shall submit a list of candidates to the Secretary not later than May 15 th .			
And to conduct said Referendum.			
to solidate said Neierendum.			
PURPOSE AND EFFECT: To provide clarity and preciseness to our Bylaws.			
BACKGROUND: This motion is to clarify requirements for candidates for the Board of Directors.			
MOTION OUTCOME: PASSED:	FAILED:		
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:	



Company of the Compan		
FOR INCLUSION IN MEETING	date Eligibility in By-Laws Section 5 HELD ONFebruary 7, 2022 ECOND BY:	
(c) Candidate Applications. Each shall complete an application form middle, last including any prefix of form. The form shall be submitted than May 10 th , and shall state that willing to serve as Director if elect experience, past participation in A	individual who desires to be a candid on provided by the Association. The control of the supporting do the suffix and provide all supporting do the to the Search Committee, or a design the candidate meets the requirement	amend and restate Section 5.02 (c) of the By- date for election to the Board of Directors candidate must list their full legal name (first, documentation requested by the application gnated Association staff member, not later ents of paragraph (a) of this Section and is pplication form may include the candidate's of for becoming a candidate.
And to conduct said Referendum.		
PURPOSE AND EFFECT: To prov	ide clarity and preciseness to our By-	laws.
BACKGROUND: This motion is t	o clarify requirements for candidates	for the Board of Directors.
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: January 24, 2022 TOPIC: Motion to Define Candidat FOR INCLUSION IN MEETING HELI SUBMITTED BY: Frank Daly SECO	D ONFebruary 7, 2022	2 20 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
MOTION:		
To have Counsel develop the appropri laws as follows:	ate wording for a referendum to	amend and restate Section 5.02 (d) of the By-
(d) The Secretary shall make reasona shall submit a list of eligible candidate	ble efforts to verify that as of Ma s to the Elections Committee not	ay 15 th support each candidate's eligibility and later than June 1st.
Section 5.02(a), the Secretary will deed such a situation, the Association, with public notice of such ineligibility dete. If the election ballots are not ineligible candidate's name will be resulted ballots are printed with the ineligible the election balloting will continue an counted towards determining the can will also be followed if any candidate Subdivision, or withdraws from the election to be section to be section.	e a candidate for election to the em that candidate to be ineligible in three (3) business days of the rmination and basis for the dete printed at the time of the Secret moved from the ballot prior to d candidate's name, the ineligible id all votes tallied and recorded. Ididates who are to be elected. Idies, ceases to be the owner of rection. On is solely responsible for determining the content of the conte	ary's ineligibility determination, the istribution to the members. If the election candidate's name will remain on the ballot, Votes for the ineligible candidate will not be the procedure contained in this paragraph record of real property within the remaining eligibility of a candidate for election
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
	Maria and the same of the same	



DATE: January 24, 2022		
FOR INCLUSION IN MEETING	on 5.12 (c) of the By-Laws - Resigna HELD ONFebruary 7, 2022	tion and Removal (felony)
SUBMITTED BY: Frank Daly	SECOND BY:	
MOTION:		
To have Counsel develop the app Removal of the By-laws to add th	ropriate wording for a referendum to a e following to the definition of for "cau	amend Section 5.12 (c) Resignation and use" as basis for removal of Director:
if the Director has been convicte was elected,	d of a felony within ten (10) years of N	Nay 1 st of the year in which the candidate
And to conduct such referendum		
PURPOSE AND EFFECT: To pro	ovide clarity and preciseness to our By-	laws.
BACKGROUND: This motion is Directors.	to clarify ownership requirements for	candidates running for the Board of
MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
1403790.2		00000000

90226.001



FOR INCLUSION IN MEETING	on 5.12 (c) of the By-Laws -Resigna HELD ONFebruary 7, 2022_ SECOND BY:	ation and Removal (Felony – Spouse)
MOTION:		
To have Counsel develop the app Removal of the By-laws to add th	ropriate wording for a referendum to e following to the definition of for "ca	amend Section 5.12 (c) Resignation and ause" as basis for removal of Director:
convicted been convicted in fede	eral or state court of a felony offense orgery, money laundering, and/or ta	ation arrangement of a Director has been involving any form of fraud, theft, larceny, ax evasion within ten (10) years of May 1st of
And to conduct such referendum		
PURPOSE AND EFFECT: To pro	vide clarity and preciseness to our By	-laws.
BACKGROUND: This motion is Directors.	to clarify ownership requirements for	candidates running for the Board of
MOTION OUTCOME: PASSED	:FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
-11123.1		90226.001



DATE: January 24, 2022 TOPIC: Motion to Require Res	ignation of Secretary if Running for F	Re-Election to the Board.
FOR INCLUSION IN MEETING SUBMITTED BY: Frank Daly	HELD ONFebruary 7, 2022 SECOND BY:	
MOTION: To have Counsel develop the approfollowing: Section 6.03 Resignation and Ren		amend Section 6.03 of the By-laws to add the
If the Secretary intends t Secretary shall resign as Directors will then elect	Secretary no later than upon filing of	Board of Directors in a given year, the their candidate application and the Board of
And to conduct said Referendum		
PURPOSE AND EFFECT: To pro	ovide clarity and preciseness to our Byl	aws.
BACKGROUND: This motion is	to clarify requirements for candidates	for the Board of Directors.
MOTION OUTCOME: PASSED	: FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: 1/25/2022 TOPIC: Revision of Section 5.10 Informal Action by Directors. FOR INCLUSION IN MEETING HELD ON: 2/7/2022 SUBMITTED BY: Colette Horn SECOND BY:			
MOTION: To have Counsel develop the appropriate wording for a referendum to revise By-Laws Section 5.10 to read as follows: Article V. Section 5.10. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting as specified in Article 2-408(c) of the Corporations and Associations Article of the Maryland Code. The consent to an action under this Section 5.10 shall be reported at the next regular meeting of the Board of Directors and filed with the minutes of the meeting.			
PURPOSE AND EFFECT: To make or provisions regarding informal actions by directors consistent with the applicable section of the Code of Maryland.			
BACKGROUND: Section 2-408(c	of the Maryland Code reads as fo	llows:	
(c) Informal Action by Directors. Any action required or permitted to be taken at a meeting of the board of directors or a committee of the board may be taken without a meeting if a unanimous consent which sets forth the action is:			
(1) Given in writing or by electric transmission by each member of the board or committee entitled to vote on the matter; and			
(2) Filed in paper or electronic form with the minutes of the proceedings of the board or committee.			
		nittee that referencing the language our language consistent with State	
MOTION OUTCOME: PASSED: FAILED:			
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:	



DATE: 1/25/2022 TOPIC: Revision of Section 5.11. FOR INCLUSION IN MEETING HEL SUBMITTED BY: Colette Horn		
fo read as follows: Article V. Section 5.11. Members o compensated for services in connections may authorize reimburser	f the Board of Directors and offection with these positions exce ment for necessary expenses in d of Directors shall be provided	ficers of the Association shall not be ept as set forth in the Section. The Board of connection with service on behalf of the with "Family Membership" for all amenities
offerings should they occur. The list	ting of the amenities "golf, swin n the Section 5.11 in this revisior	d provide for future changes in amenity mming, tennis, paddleball and Beach Club in favor of the final sentence above,
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



DATE: February 1, 2022		
TOPIC: Revision of Bylaws Section 5.13(c)		
FOR INCLUSION IN MEETING HELD	ON: February 7, 2022	
SUBMITTED BY: Amy Peck	SECOND BY:	
		for a referendum to revise By-Laws
Section 5.13(c) as follows: The B		
		vent the value of any such transaction om annual charges, it shall require
approval of the members by a re		annoai chaiges, ii shaii lequile
BURDOCE AND EFFECT TO U.S.		
PURPOSE AND EFFECT: To limit Bo	ard authority	
		ent (20%) to ten percent (10%) giving
		rship. This is in-line with the 5/14/2021
(\$1,000,000.00)	limited the Board's capital s	pending amount to One Million Dollars
(\$1,550,550.50)		
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:
		T



DATE: 1/25/2022 TOPIC: Revision of Section 5.1 FOR INCLUSION IN MEETING H SUBMITTED BY: Colette Horn	ELD ON: 2/7/2022		
5.14(e) to read as follows: Article V. Section 5.14. Duties. (e) The Board shall establish the I purchases made by the officers	imits and guidelines applicable to	referendum to revise By-Laws Section the execution of checks, contracts, and tors, and the General Manager or nanuals.	
PURPOSE AND EFFECT: To clarify	actions to be taken by the Board i	in areas related to financial decisions.	
2.3,	The board is	3.343 Tolatod to ilitaricial aecisions.	
guidelines, procedures and ever policy and procedures. While th or name could create additiona	n financial institutions from one ses ere are manuals used to avoid thi	ed to allow for the Board to change sion to another and lose consistency in sproblem, specifying the manuals by title dated or superseded by newer volumes. section.	
HOTION OUT ON THE	200		_
MOTION OUTCOME: PASSED:	FAILED:		_
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:	



DATE: 1/27/2022		
TOPIC: Wording Change Section		
FOR INCLUSION IN MEETING HELD	A CONTROL OF THE PROPERTY OF T	
SUBMITTED BY: Doug Parks	SECOND BY:	
MOTION: To have Counsel develop Section 5.14	the appropriate wording for a r	eferendum to update the wording in
Article V Section 5.14. Duties Revise Section 5.14(f) to read:		
	I have the authority to withd	funds and designate those officers, raw funds from such accounts on procedures manuals.
PURPOSE AND EFFECT: To clarify actions to be taken by the Board in areas related to financial decisions and to be consistent with section 5.14 (e).		
BACKGROUND: The change is to clo	arify the correct reference.	
MOTION OUTCOME: PASSED:	FAILED:	
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:



CAMINE				
DATE: January 26,2022 TOPIC: Motion to hold a Special Meeting for the purpose of revising the Charter FOR INCLUSION IN MEETING HELD ON February 7, 2022 SUBMITTED BY: Frank Daly SECOND BY:				
MOTION				
MOTION: To hold a Special Mee	eting for the purpose of revising our Ch	narter.		
PURPOSE AND EFFECT: To pro	vide clarity and preciseness to our gov	verning documents.		
BACKGROUND: The Charter may be amended by a vote of 2/3 of the Board of Directors provided notice of the Board meeting and the proposed amendment to the Charter (Articles of Restatement) is provided to the members. The proposed changes are:				
within the Subdivision eligible to Directors shall be governed by Se	Directors, each of who shall be a mer vote. Additional qualifications for car ction 5.02(a) of the Bylaws. The terms ors are duly selected. No member of t	nd business of the Association shall be mber an owner of record of real property ndidacy and election to the Board of s of the Directors shall be for three (3) years the Board of Directors may at the same time		
The Seventh(8) of the Charter and Eighth of the Charter as follows:				
the Board of Directors and for ser	limitations, or restrictions with respect for clarification purpose, the qualification purpose, the qualification of Directors are sep	nations for candidacy and election to parate from the rights of members.		
sentence:	ne Charter shall be amended to add th	ne following after the existing first		
The qualifications for candidacy, o	election and service on the Board shal	ll be as provided in the Bylaws.		
MOTION OUTCOME: PASSED:	FAILED:			
DIRECTORS IN FAVOR:	DIRECTORS OPPOSED:	DIRECTORS ABSTAINED:		