

By-Laws & Resolutions Advisory Committee
July 23, 2021
Microsoft Teams

Present: Chair Jim Trummel and committee members Bob Hillegass, Lora Pangratz and Keith Kaiser were present. Also, present was Josh Davis, OPA Marketing and Public Relations Director and Greg Ellison of Bayside Gazette signed on to the meeting. Chair Jim Trummel called the meeting to order at 1:14 PM.

The chair informed the committee that Lisa Romersa had resigned from membership on the committee.

The agenda was approved.

The minutes of the July 9, 2021 meeting were approved.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS:

C-04 (By-laws and Resolutions Advisory Committee) status: The revision to this resolution is at first reading and needs to be submitted to the Board for a second reading. The chair will communicate the need for a second reading after the Board organization meeting subsequent to the election of directors.

Search Committee sections 5.02(b) and (c): There was a review of the responses we had received from the Elections Committee, Communications Advisory Committee and Search Committee. A summary of the responses is an attachment to the July 9, 2021 Committee minutes. After a review of options, it was decided to seek further guidance from the By-laws Work Group. The chair was tasked with drafting a request for guidance, circulate it for comment and forward the request to the By-laws Work Group.

Voting eligibility clarification section 3.01(c): A proposal to clarify voting eligibility was discussed. The proposal is attached to these minutes. The intention is to separate the 35 days eligibility provision applicable to a voting deadline from the requirement to be current in payment of the annual charge which applies to multiple non-voting scenarios in the By-laws. The committee agreed to a preliminary acceptance of this proposal with the addition of “in accordance with the various Declarations of Restrictions” at the end of the proposed 3.01(e). In addition to 3.01(c), A proposal to amend 5.02(a) was also considered. This proposal recognized the 3.01(c) revision and brought candidate eligibility requirements into one section. The entire proposal, with the added language, is attached.

Super majority section 4.08(c): The committee reviewed the background and purpose of this proposed amendment to the By-laws. Keith Kaiser will prepare a review of the topic, including proposals and impact on Ocean Pines, if appropriate, for consideration of the Committee.

The remaining Unfinished Business topics were deferred to future meetings.

NEW BUSINESS

The chair briefly reviewed the two agenda items. These items are deferred for further discussion with the Committee Board liaison.

GOVERNANCE DOCUMENT REVIEW

The Governance Document was reviewed and update were made. The current review is attached. While the Committee is meeting on a two-week schedule, the review will be performed monthly.

Jim Trummel
Minutes recorder

Proposed revisions to sections 3.01(c) and 5.02(a)

Proposed revision to By-laws 3.01(c). The proposed revision moves some provisions from section 3.01(c) to new sections 3.01(d) and 3.01(e)

(c) Payment of the annual charge levied by the Board of Directors is a prerequisite to the right to vote.

(d) No member may vote if, thirty-five (35) days prior to the voting deadline, the member has failed to pay the annual charge, including any assessed interest levied by the Association.

(e) The voting rights of a member may also be suspended during any period the member is in continuing violation of the Declarations of Restrictions after the existence of the violation has been declared by the Board of Directors (add) in accordance with the various section Declarations of Restrictions.

Proposed revision of By-laws section 5.02(a). This proposed revision brings together in one section the requirements for being an eligible candidate for election to the Board.

(a) All candidates:

- (1) Must be one of the owners of record of real property in the Subdivision on the first day of January of the year in which the election is to be held,**
- (2) Must be eligible to vote under sections 3.01(c) and 3.01(e),**
- (3) Must timely submit the application form specified in section 5.02(c) and**
- (4) Must not be completing a second consecutive elected full term of office.**

NOTE: The below highlighted areas denotes the updates/changes made at the 7/23/2021 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	7/9/21, Currently in the review process by the By-laws Work Group and the By-laws and Resolutions Committee.
Articles of Amendment and Restatement	4/24/2013	Apr-13	TBD	
Declaration of Restrictions				Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.
Total Number on File 33				
Snow Hill Depository			Jun-19	
Board Resolutions				
B-01 Book of Resolutions	1/4/2020	Jan-20	Jan-22	
B-02 Rules of Order for Board Meetings	11/19/2008	Oct-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-03 Meetings of Association Members	11/19/2008	Nov-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-04 Agenda Development for Board Meetings	1/27/2018	Jan-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-05 Conflicts of Interest	11/19/2008	Oct-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-06 Indemnification Policy	11/19/2008	Oct-18	Oct-20	4/2/21-The review of this resolution placed on hold until after the review completion of the other "B" series resolutions noted below.
B-07 Petitions	11/19/2008	Oct-18	Oct-20	6/4/21, C-04 Chair referred the resolution document to the C-04 Board Liaison for Board review. 7/9/21, Currently in the review process.
B-08 Director Ethics & Conduct	7/27/2018	Jul-18	N/A	This Resolution was deleted by the Board at the 6/16/21 meeting.
Committee Resolutions				
C-01 Committee General	9/9/2020	Sep-20	Sep-22	
C-02 Architectural Review Committee	5/2/2020	May-20	May-22	
C-03 Budget and Finance Advisory Committee	10/10/2018	Oct-18	Oct-20	In March 2021, C-04 Chair contacted the C-03 Chair to advise this Resolution is due for review. 6/4/21, No response, C-04 Chair to follow-up with the C-03 Chair. 7/9/21 Review in Process. 7/23/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading.
C-04 By-Laws and Resolutions Advisory Committee	10/20/2018	Oct-18	Oct-20	6/21/21, Board held first reading of pending changes without comments. Second reading is scheduled for the 7/21/21 Board Meeting. 7/23/21 Second reading is rescheduled for the next Board Meeting.
C-05 Clubs (Food & Beverage) Advisory Committee	10/20/2018	Oct-18	N/A	This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.

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C-06 Communications Advisory Committee	10/20/2018	Oct-18	Oct-20	In March 2021, C-04 Chair contacted the C-06 Chair to advise this Resolution is due for review. In April, C-06 Chair advised they are reviewing several possible changes. 6/4/21, C-06 Chair requested more meeting time to complete their work. 7/9/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading. 7/21/21, Board held first reading of pending changes without comments.
<i>Responsible: C-06 Chair</i>				
C-07 Strategic Plan Advisory Committee	1/27/2018	Jan-18	Jan-20	In March 2021, C-04 Chair contacted the C-07 Chair to advise this Resolution is due for review. 7/23/21, C-04 Chair to contact the C-07 Chair as a reminder this Resolution is due for review.
<i>Responsible: C-07 Chair</i>				
C-08 Elections Committee	10/10/2018	Oct-18	Oct-20	6/4/21, On hold until completion of the 2021 Election Report.
<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	10/27/2017	Mar-19	Mar-21	In March 2021, C-04 Chair contacted the C-10 Chair to advise this Resolution is due for review. 6/4/21, No response, C-04 Chair to follow-up with the C-10 Chair. 7/23/21, No response, C-04 Chair to follow-up with the C-10 Chair.
<i>Responsible: Chair C-10</i>				
C-11 Golf Advisory Committee	5/2/2020	Feb-20	Feb-22	
<i>Responsible: C-11 Committee Chair</i>				
C-12 Marine Activities Advisory Committee	5/20/2009	Jul-17	Jul-19	6/4/21, C-04 Chair will contact the C-12 Chair to obtain status of review by our 7/9/21 meeting. 7/9/21, No response, C-04 Chair to follow-up with the C-12 Chair. 7/23/21, No response, C-04 Chair to follow-up with the C-12 Chair.
<i>Responsible: C-12 Committee Chair</i>				
C-13 Recreation and Parks Advisory Committee	10/10/2018	Oct-18	Oct-20	In April 2021, C-04 Chair to contact the C-10 Chair to advise this Resolution is due for review. 6/4/21, No response, C-04 Chair to follow-up with the C-13 Chair. 7/9/21, No response, C-04 Chair to follow-up with the C-13 Chair.
<i>Responsible: C-13 Committee Chair</i>				
C-14 Racquet Sports Advisory Committee	12/19/2020	Dec-20	Dec-22	This Advisory Committee was reinstated by the BOD at the 12/17/2020 Board Meeting. The Committee will operate as defined in the Board Approved, Resolution C-14.
<i>Responsible: C-14 Committee Chair</i>				
C-15 Aquatics Advisory Committee	10/10/2018	Oct-18	Oct-20	4-2-21-On hold pending resumption of Committee Meeting. 7/23/21, C-04 Chair to advise the C-15 Chair that this Resolution is due for review.
<i>Responsible: C-15 Committee Chair</i>				
Financial and Budgetary Resolutions				
F-01 Investment Guidelines	3/24/2016	May-18	May-22	
<i>Responsible: Board</i>				
F-02 Annual Budget Development	11/19/2008	May-18	May-20	Request was sent in April 2021. 6/4/21, Board Liaison to follow-up with Board for status report by our 7/9/21 meeting. 7/23/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading.
<i>Responsible: Board</i>				
F-03 Financial Reserve Accounts	10/17/2020	Oct-20	Jun-21	Request was sent in April 2021. Is Drainage a separate Reserve Fund? 6/4/21, Board Liaison to follow-up with Board for status report by our 7/9/21 meeting. 7/23/21, C-04 Chair suggested they forward the Red-line copy to the Board for the first reading.
<i>Responsible: Board</i>				
F-04 Delinquent Assessments	6/1/2019	May-21	May-21	
<i>Responsible: Board</i>				

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<i>Responsible: C-08 Chair</i>				
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