

Approved

**By-Laws & Resolutions Advisory Committee
January 13, 2023
Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Keith Kaiser and August Flentje. Also present, Steve Jacobs, Board Director and Board Liaison. The chair called the meeting to order at 1:00 pm.

APPROVAL OF MINUTES: The minutes of the December 16, 2022 meeting were approved.

PUBLIC COMMENTS: None.

CHAIRPERSON'S REPORT: The Chairperson reported that she attended the OPA Directors meeting on December 17, 2022 in person. She submitted requests for Teams meeting links for the Committee for the meetings through July 2023 under a new meeting process. She advised that she met with the Board Liaison on January 10, 2023 to discuss reports on Search, Assessment, and Elections. She intended to attend the OPA Directors meeting on January 21, 2022.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs reported that he had submitted four proposed resolutions to the Board for first reading: M-05 (Animal Control); F-03 (Reserve Accounts); B-01 (Book of Resolutions); and B-07 (Petitions). There are still legacy items to address with the Board, and further consultation with prior leadership of the Committee was needed. These items would be reviewed during the Governance Document Review.

UNFINISHED BUSINESS:

A discussion of resolution C-09 (Executive Counsel). The Board Liaison reported that he submitted this to the Board. He would check on scheduling.

A discussion of resolution C-01 (Committee General). The Charging Document raises issues relating to Paragraph 4. A working group of the Executive Committee is working on other aspects of the resolution. This matter would be held in abeyance pending the work product from the Executive Committee.

A discussion of M-08 (Association Manuals). A charging document addressing this was issued May 2022. The Board President discussed needed changes at the last Committee Meeting. The Committee Chair will work on proposed edits to this resolution.

A discussion of M-05 (Animal Control). The Board Liaison reported that this was being sent forward for first reading at the January 21, 2023 Board Meeting.

GOVERNANCE DOCUMENT REVIEW:

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The committee engaged in a comprehensive governance document review to identify legacy items requiring action.

The committee discussed B-03 (Meetings of Association Members). The committee noted that a charging document had been submitted to the Board on May 27, 2022. A red-line was produced that needs to be located. The resolution needs updating to reflect virtual participation in annual meetings. Once the redline is located, the Board Liaison will move the Board for a first reading.

The status of other resolutions was reviewed and updated where appropriate on the governance document. The updated document is attached and will be reviewed at the next committee meeting.

NEW BUSINESS:

The Committee postponed consideration of Records Retention Policy and Resolution B-08 (Director and Officer Ethics and Conduct) (rescinded) until a future meeting.

A special meeting was set for January 27, 2023 to work on Records Retention Policy

MEETING CONCLUSION:

The meeting was adjourned on a unanimous vote at 3:10 pm.

The next meeting is January 27, 2023.

August Flentje
Minutes recorder

NOTE: The below highlighted areas denotes the updates/changes made at the 7/15/22 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 <i>Responsible: Board</i>	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 <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions Total Number on File 33 <i>Responsible: Board</i>				<i>Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.</i>
Snow Hill Depository <i>Responsible: Board</i>			TBD	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	1/4/2020	Jan-20	Jan-22	7/15/22, C-04 Chair drafted an amendment based on the Committee meeting discussions. Red line copy approved by Committee and forwarded to Board Liaison for first reading at BOD meeting.
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting no changes are required, as noted in the charging document.
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Nov-18	Oct-20	5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document.
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	1/27/2018	Jun-22	Jun-24	7/15/22, C-04 Chair submitted "Committee Charging Document" approved by the Board. No changes are required. Next review date June 2024.
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document.
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document.
B-07 Petitions <i>Responsible: Board</i>	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. 10/15/21 C-04 Chair advised new Board Liaison of the need to have this pending review completed. 1/21/22 Board Liaison will place on the 2/22/22 BoD Meeting Agenda for Board review. 5/13/22 C-04 Chair advised resolution was discussed at the 3/23/22 BOD Mtg. Potential amendment topics for each were identified and responsibility assigned for follow-up. No assigned timeframe. 7/15/22, S. Jacobs will provide C-04 Chair with a draft copy of a proposal to allow the participation of a third party to assist property owners in the petition process. Details are contained in the recorded video of this committee meeting @ 1:34 minutes.
B-08 Director Ethics & Conduct <i>Responsible: Board</i>	7/27/2018	Jul-18	N/A	<i>This Resolution was deleted by the Board at the 6/16/21 meeting.</i>
Committee Plus Two Board Resolutions				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Sep-20	Sep-22	4/11/22 C-04 Chair advised resolution was discussed at the 3/25/22 Executive Council Mtg. A subcommittee was formed to propose amendments. No timeframe for proposal was established. At the 7/15/22 meeting the C-04 Committee will review this resolution and forward any suggested changes or recommendations, in a Charging Document, to the Board Liaison. 7/15/22, C-04 Chair will issue a Charging Document to the Board Liaison, to remind the Board that this resolution is due for review in September 2022.
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	Jul-22	Jul-24	4/27/22, C-04 Chair has advised and C-02 Chair their resolution is due for review by 7/1/22.. 7/15/22, no C-02 response received. Resolution considered reviewed. New review date established.
C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i>	11/20/2021	Nov-21	Nov-23	
C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i>	9/15/2021	Sep-21	Sep-23	
C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i>	10/20/2018		N/A	<i>This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.</i>

COPY UPDATED ON: 6/10/22 - For review at the C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 7/15/2022.

Approved

NOTE: The below highlighted areas denotes the updates/changes made at the 7/15/22 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-06 Communications Advisory Committee <i>Responsible: C-06 Chair</i>	9/15/2021	Sep-21	Sep-23	
C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i>	1/27/2018	Sep-21	Sep-23	
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	10/10/2018	Apr-22	Apr-24	1/21/22, C-04 Chair will request C-08 Chair to review their resolution. 4/27/2022 C-08 Chair responded to C-04 Chair. No changes required. 7/15/22, the C-04 Committee updated the review date. See above 4/27/22 C-04 comments.
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Sep-17	Sep-21	4/11/22, C-04 Chair advised the Board President that this document is due for review. At the 7/15/22 meeting the C-04 Committee will review this resolution and forward any suggested changes or recommendations, in a Charging Document, to the Board Liaison.
C-10 Environment and Natural Assets Advisory Committee <i>Responsible: Chair C-10</i>	10/27/2017	Mar-21	Mar-23	
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Jul-22	Jul-24	4/27/2022, C-04 Chair advised C-11 Chair that this document is due for review by 7/1/22. 7/15/22, no C-11 response received. Resolution considered reviewed. New review date established.
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Oct-21	Oct-23	
C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i>	10/10/2018	Oct-21	Oct-23	
C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i>	12/19/2020	Dec-20	Dec-22	
C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Jul-22	Jul-24	4/27/2022, C-04 Chair advised C-15 Chair that this document is due for review by 7/1/22. 7/15/22, no C-15 response received. Resolution considered reviewed. New review date established.
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-21	May-22	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document.
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	Nov-22	Nov-24	11/15/21, at the second reading, the Board rejected the requested changes to Resolution F-02 7/15/22, Changes rejected by the Board at the 11/15/21 meeting. Review considered complete. New review date established.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Oct-20	Jun-21	On 11/15/21, at the second reading, the Board rejected the requested changes to Resolution F-03 1/21/22, C-04 Chair will review with C-04 Board Liaison to determine the next step in the process. 7/15/22, C-04 Chair will provide draft to C-04 Board Liaison requesting Board establish a drainage account for resolution F-03.
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	May-21	May-22	6/10/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed, as noted in the charging document.

COPY UPDATED ON: 6/10/22 - For review at the C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 7/15/2022.

NOTE: The below highlighted areas denotes the updates/changes made at the 7/15/22 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:
General and Administrative Resolutions				
M-01 Compliance Procedures	5/2/2020	May-20	Mar-22	5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting changes to be reviewed. 7/15/22, C-04 Board Liaison prepared a Charging Document for the C-02 Board Liaison for review at the next C-02 "ARC" Committee meeting. The C-04 Board Liaison will update our committee at our next 8/19/22 Committee meeting.
<i>Responsible: Board</i>				
M-02 Amenity Policies	11/2/2019	Nov-19	Nov-21	7/15/22, Committee reviewed the red line copy and made suggested changes. Board Liaison will submit changes to the Board for first reading. C-04 Committee will review document after first reading is approved.
<i>Responsible: Board</i>				
M-04 Maintenance of Lots	5/2/2020	Jul-22	Jul-24	6/10/22, C-04 Chair will recommend to the liaison that M-04 is not to be reviewed unless there is an amendment to the applicable DR provisions. 7/15/22, Board agreed with the suggestion at their 7/27/22 meeting. Review date changed.
<i>Responsible: Board</i>				
M-05 Animal Control	2/17/2010	May-17	May-19	5/13/22 C-04 Chair advised resolution was discussed at the 3/23/22 BOD Mtg. Potential amendment topics were identified and responsibility assigned for follow-up. No timeframe established. 7/15/22, C-04 Chair will provide a draft for C-04 Board Liaison requesting the Board to review M-05 to include potential resolution changes and include the authority for the Police to charge owners for all of their related animal control costs.
<i>Responsible: Board</i>				
M-06 Elections and Referendums	2/5/2020	Feb-20	Oct-20	5/13/21 C-04 Chair advised M-06 Chair suggested changes that have been distributed. Requested changes are detailed in the C-04 Chairs' Resolution status report letter dated 5/3/22. 6/10/22, The C-04 Chair recommendations are deferred until after the 2022 elections.
<i>Responsible: M-06 Chair</i>				
M-07 Bulkhead and Waterway Maintenance	6/16/2010	Jul-17	Jul-19	5/13/22 C-04 Chair advised resolution was discussed at the 3/23/22 BOD Mtg. Potential amendment topics were identified and responsibility assigned for follow-up. No timeframe established. 7/15/22, The C-04 Board Liaison will follow-up with the Board to review the above C-04 Committee suggested resolution changes and owners responsibilities for any related costs.
<i>Responsible: Board</i>				
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>	7/20/2011	Nov-17	Oct-20	C-04 Chair has placed this on hold until after the Board appointed By-Laws Workgroup has completed their work. Any changes they make to our by-laws or governing documents may require changes to the Association Manuals to correct any possible inconsistencies between these manuals and our governing documents. 5/27/22, C-04 Chair submitted "Committee Charging Document" to Board Liaison suggesting the need for M-08 to be rescinded. 7/15/22, Board agreed in concept with rescinding M-08 with the exception of the OPA Financial Management Procedures Manual and the OPA Financial Management Policy Manual. Decision on hold as to how to proceed. To be reviewed at a future Board meeting.
<i>Responsible: Board</i>				
M-09 Search Committee	3/23/2022	Mar-22	Mar-23	
<i>Responsible: Committee Chair, GM and Board</i>				

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

NOTE: The below highlighted areas denotes the updates/changes made at the 6/10/22 meeting by the C-04 Committee Members.

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
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**By-Laws & Resolution Advisory Committee's - Governance Document
Definition and Procedures for Updating the Committee's Governance Document
Approved: December 3, 2021**

Purpose of the Governance Document Form:

This form was designed by the By-Laws and Resolutions Advisory Committee for the committee's use to ensure that all resolutions are reviewed on a timely basis and in a consistent manner.

Definitions and Procedures are as follows:

- 1). The **"Effective Date"** is the date published for each Resolution in the **"Book of Resolutions"**. This is the official Board meeting date on which any new Resolution was established, or changes made to an existing Resolution were approved, i.e.: **"Adopted by the Board of Directors"**. This date should always be updated on our Governance Document. Any approved resolutions that are in the signature cycle will contain that date.
 - 2). The **"Last Review Date"** and the **"Effective Date"** may normally be the same dates. This applies whenever the Board approves either a new Resolution or approves changes to an existing Resolution.
 - 2.a). The exception to Item 2 above, is when the responsible "entity" has advised the By-Laws and Resolutions Advisory Committee that they have reviewed their resolution and no changes are required. In that case, the new **"Last Review Date"** will then be the meeting date when the By-Laws and Resolutions Advisory Committee reviewed that request and updated the Governance Document.
 - 3). The **"Scheduled Review Date"** is normally 24 months from the date that the Resolution was last reviewed by the responsible "entity". The exceptions are the following resolutions: F-02, F-04, M-01 and M-06. They are to be reviewed every 12 months. This date should be determined by adding (either 12 or 24 months) to last published **"Last Review Date"**.
 - 4). The **"Scheduled Review Processes"**.
 - A). To assist the responsible "entity" in reviewing their resolutions, the By-Laws and Resolutions Advisory Committee will review their resolution prior to notifying them. The goal of our committee will be to see if there are any reasons to question any provisions and include that information in our notification to them. The C-04 Chair will then advise either the responsible Committee Chair, in the case of a Committee Resolution, or the Board Liaison, in the case of a Board Resolution, that the resolution is due for review along with any comments we may have.
 - B). In the case of a committee resolution, if no response is received within 30 days from the above request (Item A), the By-Laws and Resolutions Advisory Committee Chair will issue a second request to the Committee Chair, with copies to both that Committee's Board Liaison and our Board Liaison. This second request will inform them of the importance of the resolution review process and advise them if no response is received within 30 days, we will consider the lack of response as their authorization for our committee to consider their review process completed. The By-Laws and Resolutions Advisory Committee will then at their next scheduled meeting update the Governance Document. The new **"Last Review Date"** will be that meeting date and the next **"Scheduled Review Date"** will be determined as listed above in Item 3.
 - C). In cases where an acknowledgement is not received within 60 days from the responsible "entity" that their review process has been conducted, the following notation will be placed in the **Comments Section** of the Governance Document form. A sample of that notation to be placed in the comments section is as follows:
*"C-04 received no response from C-07 regarding our request(s) for them to review their Resolution.
On 9/17/21, C-04 changed last review date from Jan-18 to Sep-21 and scheduled the next review date."*
 - D). In the case of a Board responsible resolution, the C-04 Chair will continue to follow-up with the Board liaison until we get an appropriate response.
 - E). One of our committee's goals is to keep all committee resolutions up to date, but the Board resolutions are operating or policy procedures requiring a closed loop on review requests.
- NOTE:** For identification purposes, all recent updates or changes made to "Governance Document Form" are highlighted in yellow. Additionally, the "Scheduled Review Date" will be highlighted in yellow for all past due resolutions.