

By-Laws & Resolutions Advisory Committee
June 9, 2023
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Bob Hillegass, Keith Kaiser, and August Flentje. Pam Ferinde was excused. Also present, Steve Jacobs, Board Director and Board Liaison, and Jim Trummel, past Committee Chair. The chair called the meeting to order at 1:11 pm.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the May 12, 2023 meeting were approved.

PUBLIC COMMENTS: None.

The Committee voted to suspend Roberts Rules other than for voting to allow former Committee Chair Trummel to participate.

CHAIRPERSON'S REPORT: Board Chair Lora Pangratz reported that she watched the replay of the OPA Directors mtg on May 20, 2023. She emailed the Budget & Finance Committee Chair and CC'd the Board Liaison on May 22 regarding the document approved by the Board in 2017 addressing convenience fees. There was no response as of 6/4/23. There was a discussion that we should press the Budget & Finance Committee for an answer on whether this is a Board resolution or instead a policy document. The Chair intends to watch the replay of the June 17, 2023 Board meeting.

BOARD LIAISON'S REPORT: Board Liaison Steve Jacobs reported on B-08 (Board Ethics). He drafted a resolution with Collette Horn to present for first reading at the June 17, 2023 Board Meeting. It will likely be referred to counsel. The Committee will also have an opportunity to review. The Board Liaison discussed M-06 (Election Procedures), and the missing sentence from Attachment A, paragraphs 11.a and 11.b. Those two sentences were added in 2020. M-06 was amended in 2022, but the amendments had no relation to the missing text, so the missing text was likely a clerical error. The exact missing language was provided and should be included in the draft resolution that will be considered at the June 17, 2023 Board meeting. Thus, the problem will be resolved.

UNFINISHED BUSINESS:

A discussion of the document approved by the Board in 2017 addressing convenience fees. The Committee Chair would press the Committee on Budget and Finance for an answer on whether this was a Board resolution or instead a policy document.

A discussion of M-09 (Search Committee) and C-10 (Environment and Natural Assets Advisory Committee) would be tabled until the next meeting.

A discussion of M-07 (Bulkhead and Waterway Maintenance). The Board Liaison reported that he will soon send email indicating that Board does not intend to take further action on M-07.

NEW BUSINESS:

A discussion of M-06- (Elections and Referendums Procedures). The Board Liaison reported that the Committee had two things to discuss. First, the Committee was asked to review a redline of Section 9 of Attachment A to M-06 regarding remote viewing of ballot counting. The changes were required because a new election contractor was being utilized that was located in Washington state, and therefore ballot counting would occur remotely. The Committee discussed whether these changes were consistent with Bylaw § 5.03(c), which requires Elections Committee to “supervise ... procedures” for “safeguarding and tabulating returned ballots.” The Committee also discussed whether the redlines were consistent with Bylaw § 3.04, which required that “voting procedures shall be established by a Board of Directors Resolution.” And the Committee discussed whether the resolution was consistent with § 6 of M-06, which addressed storage of election materials.

The Committee discussed the fact that the definition of “supervise” includes “overseeing” the activity, and does not required doing it yourself. The Committee discussed the ability to remotely supervise activity, generally agreeing that remote supervision was possible. The Committee identified concerns with language in the proposal providing that the Committee “may delegate this responsibility,” which suggested Committee was not supervising. The Committee also discussed the view that these changes to the Resolution were new, and may require a first reading before the Board.

The Committee discussed concerns that a change like this had ripple effects that were not carefully considered – such as the issue relating to M-06, § 6 requirements regarding storage of election materials and chain of custody. The Committee was of the view that the Elections Committee should take time to work through issues related to utilizing vote counting contractor who is not on site before entering into a contract. The Committee voted to provide the following views on the draft. First, it was of the opinion of the Committee that after the election the Elections Committee should review procedures in M-06 and attachments and ensure that any future vote counting contract adheres to those procedures or recommend changes prior to approval of a contract, and any review of the current amendment was not comprehensive. Second, as for the existing redline, the Committee recommended removing the language stating that it was “delegate[ing] this responsibility” and instead simply state that the Committee was using a contractor, which appeared consistent with Paragraph 5 of Attachment A. Third, the Committee believed this amendment should be given a first reading by the Board.

Second, the Committee discussed the draft recount procedures, which appeared at Page 19 of the materials for the May 20, 2023 Board meeting. The Committee discussed where this amendment should appear, concluding that it made sense if it appeared as a new Paragraph 12 of Attachment A to M-06. The Committee identified several concerns with the draft recount procedures. First, it should make clear that a recount request must be received before the Annual Meeting. Second, a request could be submitted “in writing or electronically.” Third, a submission should be sent to

the Association President, and copied to the Elections Committee Chair and the Secretary. Third, the request should be signed. Fourth, Section 4 of the recount proposal should provide more specifics on the manner of conducting the recount, who conducts the recount, and account for issues that may be raised by the fact that the election contractor was located in Washington state. Fifth, the resolution should specify the time for a recount, and it may make sense to set forth the time for the initial count. The Committee discussed whether there should be a minimum trigger for requesting a recount. The Committee discussed the fact that Maryland law requires a gap of less than 5% between the losing candidate and the winning candidate, with the denominator being the total votes of the two candidates. Something similar might be considered here, but that was an issue for the Elections Committee. The language in Section 6 of the recount proposal should mirror the language for promulgation of the initial count in Paragraph 9.e of Attachment A. With respect to validation of the recount, language should be added to Section 8 of the recount proposal that mirrors the last sentence of Paragraphs 11.a and 11.b of Attachment A addressing validation. The Committee discussed the fact that the recount provisions should also apply to referendums. The Committee further discussed the fact that the procedures for ties may need to specify that they would be implicated only after there is a recount, if requested. The Committee discussed the fact that the recount procedures do not address electronic voting. The Committee voted to send these comments to the Board, and the Board Liaison advised that he would prepare an email laying out these comments and Committee Member Kaiser indicated that he could provide a revised version of the proposal to address some of these issues.

GOVERNANCE DOCUMENT REVIEW:

The Committee discussed the fact that there were no overdue resolutions at this time.

MEETING CONCLUSION:

The meeting was adjourned on a unanimous vote at 4:04 pm.

The next meeting is July 28, 2023.

August Flentje
Minutes recorder