

**MEETING**  
**By-Laws & Resolutions Advisory Committee**  
**April 30, 2021**  
**Microsoft Teams**

Present: Chair Jim Trummel and committee members Bob Hillegass, Keith Kaiser, Lora Pangratz and Lisa Romersa. Also, present was Josh Davis, OPA Marketing and Public Relations Director. Chair Jim Trummel called the meeting to order at 1:03 PM.

The agenda was approved.

The minutes of the April 02, 2021 meeting were approved.

**PUBLIC COMMENTS:** None.

**UNFINISHED BUSINESS:**

The chair reported that the review status of resolutions F-02, F-03, M-05 and M-07 continues to be incomplete. Follow-up will be continued.

The committee reviewed resolution C-04 By-laws and Resolutions Advisory Committee. Bob Hillegass proposed that the following be added to C-04 in the Functions paragraph: "Follow the "Resolutions Amendment Procedures" as published in the Book of Resolutions-Resolution B-01". It was agreed to proceed with this proposal. Bob Hillegass will prepare a redline draft of an amended C-04 for final review at the next committee meeting.

**NEW BUSINESS:**

The committee began discussion of the By-laws revision recommendations received from the By-laws Work Group. The recommendations, dated 4/7/2021, are included in these minutes as an attachment (Summary for Consideration of By-laws Changes).

Search Committee (5.02(b)): This revision proposal was discussed. It was decided to seek input from the Search Committee, Elections Committee and Communications Advisory Committee regarding the future of the Search Committee, participation in Search activities and ways to enhance the Search process. The chair will prepare communications to these committees, obtain comments from the By-laws and Resolutions Advisory Committee, then send requests to the three committees identified for input.

ARC Committee (5.13(h)): The committee discussed the question raised by the Work Group as to whether 5.13(h) permits the Board to supersede decisions made by the ARC Committee. It was agreed that consultation with Association counsel was necessary in order for there to be a thorough consideration of any revision to 5.13(h). The chair will forward a request for consultation with the attorney to the By-laws and Resolutions liaison.

There was a discussion of how to proceed with a review of the remainder of the revision proposals. The Search Committee and ARC proposals had been given first consideration because the proposals would clearly require contact with sources outside the committee. It

was decided that a first step would be for the chair to list the revision proposals in order of importance and this would provide a guide for how to proceed. This will be prepared and distributed in time for the next committee meeting.

The manner in which future committee meetings will be held was discussed. It was noted that in person contact restrictions were being eased. It was decided that the next meeting (June 4, 2021) would be Microsoft Teams and that meeting considerations would be further considered at that time.

#### **GOVERNANCE DOCUMENT REVIEW:**

The resolution status is included on the Governance Document Review which is attached.

The meeting was adjourned at 3:08 PM on a unanimous vote.

Jim Trummel  
Minutes Recorder

Summary for Consideration of By-laws Changes  
(as of 4/7/2021)

SECTION	COMMENT
1.01 – 1.10	No recommended changes to the existing language.
2.01 – 2.04	No recommended changes to the existing language.
3.01(c)	Retain the first sentence and move the rest of the language to a new sub-section.
3.01(d)	Add new sub-section and include the language removed from 3.01(c).
3.04	Add language to the end of the first sentence to reference the eligibility requirements to vote noted in sections 3.01(c) and 3.01(d). <b>PROPOSED:</b> <i>“...ballots cast by members eligible to vote as noted in Sections 3.01(c) and 3.01(d).”</i>
4.03	Discussion was held on defining the term “maximum number of votes that can be cast”. Since a petition is not considered a vote there is no eligibility requirement associated with providing a signature and any registered homeowner of the Association will be considered in tabulating the number of votes that can be cast. Therefore, no recommended changes to the existing language.
4.04(c)	Recommend adding this new section to reference the appropriate section in the Charter regarding meeting notification and the single notice provision. <b>PROPOSED:</b> <i>“Notification of meetings will be mailed to the address as it appears on records of the Association as noted in Article ONE, section SIXTH, subsection 4 and 5 of the Charter.”</i>
4.07(a)	The current language denotes a condition “eligible to cast a vote” and should be defined explicitly. <b>PROPOSED:</b> <i>Change the 3<sup>rd</sup> sentence to read “...Each member signing the petition must be eligible for vote as referenced in section 3.01(c) when the petition is filed...”</i>
4.07(c)(2)	This section contains the language “...maximum number of votes that can be cast...” and needs to be defined specifically. <b>PROPOSED:</b> <i>Change the last sentence to read “...representing the maximum number of votes that can be cast as referenced in section 3.01(a)...”</i>
4.07(c)(3)	This section contains the language “...maximum number of votes that can be cast...” and needs to be defined specifically. <b>PROPOSED:</b> <i>Change the last sentence to read “...representing the maximum number of votes that can be cast as referenced in section 3.01(a)...”</i>
4.08(c)	Discussion was held on the issue of the total number of votes that should be representative of Ocean Pines members affected by the referendum. Add language after the first sentence with a requirement of 25% of the total number of votes available must be submitted. <b>PROPOSED:</b> <i>“The number of total votes cast must be at least 25% of the total number of votes available to be cast”.</i>
5.02(b)	As the Search Committee is potentially no longer a viable requirement in the election process this section should be removed and replaced with language that promotes

SECTION	COMMENT
	advertising for candidates for the Board. Consideration should be given for the Elections committee to address the issue for soliciting candidates. No proposal at this point as further discussion is required and will be referred to the By-laws & Resolutions Committee.
5.02(c)	Change the language in the first sentence to “...complete an application form.” to remove the reference to the Search committee. Change the language of the third sentence to “The form shall be submitted to the Secretary of the Association...” (this requirement must be confirmed and coordinated with the Elections committee).
5.10	Discussion was held on the issue of reference to Maryland HOA law. The language in the previous by-laws (prior to 2008) was considered as a possible replacement to the existing language, however, after discussion it was decided that the language in this section of the by-laws should be changed to reference Maryland Code (Corporations and Associations Article 2-408(c). <b>PROPOSED:</b> “Any action required or permitted to be taken by the Board of Directors may be taken without a meeting as noted in Article 2-408(c) of the Maryland Code (Corporations and Associations)”
5.11	Change the language in the last sentence to provide clarity. <b>PROPOSED:</b> “Members of the Board of Directors shall be provided with a “Family Membership” to any amenities of the Association”.
5.13(h)	Discussion was held regarding the notion that the Board can supersede decisions made by the Architectural Review Committee. It was agreed that the issue should be brought before an attorney prior to any proposed changes in the language. The issue will be referred to the By-laws & Resolutions committee for further review.
5.14(e)	Discussion was held on the benefit of including a reference to the policy manual containing the limits and guidelines. Consideration was also given to noting that the policy manual should be reviewed by the Board and GM on an annual basis. Further discussion is required to ensure the title and content of the policy document before any changes to the language are recommended.
5.14(f)	Discussion was held on the benefit of including a reference to the policy manual containing the limits and guidelines. Consideration was also given to noting that the policy manual should be reviewed by the Board and GM on an annual basis. Further discussion is required to ensure the title and content of the policy document before any changes to the language are recommended.
6.06(a)(6)	Add this new section with the following language: informing other Directors of all issue in a timely manner. <b>PROPOSED:</b> “keeping all Directors informed of all Association issues in a timely manner.”
7.01 – 7.02	No recommended changes to the existing language.
8.04(b)	Add language to reference the financial policy manual. The official title of the manual needs to be defined and agreed upon so the correct language can be added to reference the document.
9.02(b)	Need to identify an official title of the personnel policies and procedures documents that are being referenced along with their location.
10.01 – 10.07	No recommended changes to the existing language.
11.01 – 11.02	No recommended changes to the existing language.

**NOTE: The below highlighted areas denotes the updates/changes made at the 4/30/2021 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	
<i>Responsible: Board</i>				
Articles of Amendment and Restatement	4/24/2013	Apr-13	TBD	
<i>Responsible: Board</i>				
Declaration of Restrictions				<i>Note: For informational purposes, the OPA has total of 33 Declaration of Restrictions on file.</i>
<b>Total Number on File 33</b>	<i>Responsible: Board</i>			
Snow Hill Depository			Jun-19	
<i>Responsible: Board</i>				
<b>Board Resolutions</b>				
B-01 Book of Resolutions	1/4/2020	Jan-20	Jan-22	
<i>Responsible: Board</i>				
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.
<i>Responsible: Board</i>				
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.
<i>Responsible: Board</i>				
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.
<i>Responsible: Board</i>				
B-05 Conflicts of Interest	11/19/2008	Oct-18	Oct-20	4/2/21-On hold continues. Under review by a Board Work Group. Note: B-05 and B-08 lists Conflicts of Interest topics differently. These differences need to be reviewed and reconciled.
<i>Responsible: Board</i>				
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.
<i>Responsible: Board</i>				
B-07 Petitions	11/19/2008	Oct-18	Oct-20	4/2/21-On hold until after the current referendum process is completed.
<i>Responsible: Board</i>				
B-08 Director Ethics & Conduct	7/27/2018	Jul-18	Jul-20	4/2/21-On hold continues. Under review by a Board Work Group. Note: B-05 and B-08 lists Conflicts of Interest topics differently. These differences need to be reviewed and reconciled.
<i>Responsible: Board</i>				
<b>Committee Resolutions</b>				
C-01 Committee General	9/9/2020	Sep-20	Sep-22	
<i>Responsible: Board</i>				
C-02 Architectural Review Committee	5/2/2020	May-20	May-22	
<i>Responsible: C-02 Chair</i>				
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.
<i>Responsible: C-03 Chair</i>				
C-04 By-Laws and Resolutions Advisory Committee	10/20/2018	Oct-18	Oct-20	4/30/21-Committee reviewed and approved an addition, to be finalized at the 6/4/21 meeting.
<i>Responsible: C-04 Chair</i>				
C-05 Clubs (Food & Beverage) Advisory Committee	10/20/2018	Oct-18	Oct-20	<i>This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.</i>
<i>Responsible: C-05 Chair</i>				
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.
<i>Responsible: C-06 Chair</i>				In April, C-06 Chair advised they are reviewing several possible changes.
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.
<i>Responsible: C-07 Chair</i>				
C-08 Elections Committee	10/10/2018	Oct-18	Oct-20	4/2/21-Rmains on hold pending the results of the Bylaws Work Group's review.
<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.
<i>Responsible: Chair C-10</i>				

**COPY UPDATED ON: 4/30/2021 - For review at the next C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 6/4/2021**

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**NOTE:** The below highlighted areas denotes the updates/changes made at the 4/30/2021 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
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Feb-20	Feb-22	
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Jul-17	Jul-19	4/30/21, C-04 Chair reported that the C-12 Chair will provide status of review by 6/1/21
C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i>	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.
C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i>	12/19/2020	Dec-20	TBD	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.
C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Oct-18	Oct-20	4-2-21-On hold pending resumption of Committee Meeting.
<b>Financial and Budgetary Resolutions</b>				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-18	May-20	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	May-18	May-20	Request was sent in April 2021.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Oct-20	Jun-21	Request was sent in April 2021. Is Drainage a separate Reserve Fund?
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	Jun-19	Jun-21	Request was sent in April 2021. Delinquent report status complete. On hold pending receipt of the current Delinquent report.
<b>General and Administrative Resolutions</b>				
M-01 Compliance Procedures <i>Responsible: Board</i>	5/2/2020	May-20	Jul-21	
M-02 Amenity Policies <i>Responsible: Board</i>	11/2/2019	Nov-19	Nov-21	
M-04 Maintenance of Lots <i>Responsible: Board</i>	5/2/2020	May-20	May-22	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	May-17	May-19	3/5/21- The C-04 Board Liaison was requested to ask the Board to review this Resolution.
M-06 Elections and Referendums <i>Responsible: Board</i>	2/5/2020	Feb-20	Oct-20	March 2021-C-04 Chair provided M-06 Chair and M-06 Board Liaison with suggestions/comments from the C-04 Committee Meeting held on 2/2/2021. On hold pending possible By-law changes.
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	3/5/21- The C-04 Board Liaison was requested to ask the Board to review this Resolution.
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> <i>Responsible: Board</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 required changes to the Association Manuals to correct any possible inconsistencies between these manuals and our governing documents.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	2/16/2019	Feb-19	Jul-20	3/5/21-The Bylaws Work Group is currently reviewing the status of the Search Committee.