

MEETING
By-Laws & Resolutions Advisory Committee
June 4, 2021
Microsoft Teams

Present: Chair Jim Trummel and committee members Bob Hillegass, Keith Kaiser, Lora Pangratz and Board Liaison Camilla Rogers. Also, present was Josh Davis, OPA Marketing and Public Relations Director. Chair Jim Trummel called the meeting to order at 1:01 PM.

The agenda was approved. At this point in the meeting there was a discussion of whether there should be an agenda item regarding the recently approved By-laws amendment referendum. Prior to the meeting, there had been an exchange of emails regarding actions that are necessary subsequent to the approval vote. It was decided that the chair would provide the liaison with whatever information is in committee records regarding actions taken subsequent to the 2008 comprehensive amendment of the By-laws.

The minutes of the April 30, 2021 meeting were approved.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS:

Resolution Review Status: Although on the agenda as Governance Documents Review, resolutions B-07, F-02, F-03, M-05 and M-07 have been previously referred to the Board for review. The liaison will follow-up on the review status

The redline draft of a proposed amendment to C-04 By-laws and Resolutions Advisory Committee was reviewed. The committee approved sending the draft to the Board liaison for submittal to the Board of Directors.

Search Committee By-laws provisions 5.02(b) and (c): The committee had previously sent inquiries to the Search Committee, Elections Committee and Communications Advisory Committee soliciting input regarding actions to consider in any revision to the Search Committee By-laws provisions. Responses were received from Elections and Communications, but a Search response was pending. The responses received were discussed. There was a discussion of the history of the Search Committee and concerns regarding its effectiveness. There will be further discussion after receipt of the Search Committee response. The questions asked of the committees and responses received are attached.

Architectural Review Committee By-laws provision 5.13(h): The discussion of this provision involves whether it may grant more authority to the Board over ARC actions than is permitted in the Declarations of Restrictions (DRs). There was a discussion of relevant DR provisions. However, it is intended for those questions regarding this provision be directed to the Association counsel for guidance. The questions previously developed will be emailed to committee members for a final review prior to forwarding to the liaison.

Remaining By-laws provisions: There was a discussion of how to proceed with other recommendations from the By-laws Work Group. The chair had previously provided the

committee with a summary of the Work Group recommendations, including background information, dated May 11, 2021, which is attached. The summary is also intended to rank the recommendations in order of importance and effort required to reach proposed action.

a. Maximum number of votes: After discussion of this topic, it was decided that the chair would provide an analysis of the Work Group recommendation to the committee prior to the next meeting.

b. The chair discussed comments from the recent Executive Council meeting (committee chairs-resolution C-09) regarding By-laws provisions for committee membership. At that meeting, committee chairs had suggested that consideration be given to committee membership by those who are tenants, but not Association members. By-laws Section 10.02 limits committee membership to Association members. Association employees can be non-voting members of committees or other advisory bodies. This provision is added to those being considered for revision.

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.

Future Meetings: It was decided that the next meeting will be July 9, 2021 on Microsoft Teams. There was general agreement that the committee should consider to a more frequent schedule than once a month because of the By-laws effort. This will be further considered at the next meeting

GOVERNANCE DOCUMENT REVIEW:

Resolution C-06 Communications Advisory Committee: This committee chair has reported it is working on a revision to C-06.

The updated resolution status is on the attached Governance Document Review.

The meeting was adjourned at 3:26 PM on a unanimous vote.

Jim Trummel
Minutes Recorder

By-laws Revision Rankings

May 11, 2021

1. Search Committee: 5.02(b) and (c)

Perhaps the primary reasons for ranking the Search Committee as first in importance are: (1) there is a long history, at least as specified in the By-laws, of Association members participating in the effort to obtain candidates for the Board of Directors and (2) how to accomplish this in an effective manner has been difficult to achieve.

Since at least a complete revision of the By-laws in 1982, the Association has had a committee with the purpose of identifying candidates for the Board. The committee that existed in 1982 was a Nominating Committee. The By-laws provisions were such that it was through nomination by this committee that a candidate got onto the ballot. There was an alternative procedure for someone who was not nominated. An interested person could get on the ballot through a petition signed by a specified number of eligible voters. The By-laws did not provide any operating instructions for the Nominating Committee and there is no record of a resolution similar to M-09 which would have provided operating instructions (there was resistance to a resolution at the Board level when M-09 was initially proposed in 2012 and it remained in limbo until 2014).

By the time the By-laws were being considered for a complete revision around 2005, it was apparent that the Nominating Committee was not truly nominating candidates for the Board. The current Search Committee was established in the 2008 By-laws as a replacement that was thought to reflect what the Nominating Committee had actually been doing. Among the anecdotal reasons for concern about the effectiveness of the Search Committee are reports that many candidate applications are unrelated to Search Committee efforts. More identifiable reasons are failure to appoint a committee in a timely manner, or at all, and provisions in the By-laws which do not accurately reflect how all applications proceed.

2. ARC: 5.13(h)

This By-laws section is the only place in the governing documents (By-laws, charter and DR's) other than the DR's where the ECC/ARC is mentioned. This section (5.13(h)) was added to the By-laws in 2008. A summary of proposed revisions published prior to the 2008 referendum does not indicate why the section was added. The extent of ECC/ARC authority expressed in the DR provision "Decisions of the Committee are final" has been an occasionally expressed question, but never fully answered. Whether the section is in conflict with the "decisions are final" of the DR's is the primary concern. However, the request for authority to communicate with Association counsel brought in related secondary topics. The consideration of this topic may attract the most general attention to the By-laws review.

3. Maximum number of votes: 4.03, 4.07(c)(2), 4.07(c)(3)

Each of these sections refer to the maximum number of votes that can be cast. The purpose is to clearly establish a By-laws meaning for an issue that was subject to interpretation in the current referendum. This issue may attract general interest because the proposal varies from the interpretation used to evaluate the validity of the petition for the current referendum.

4. Eligibility: 3.01(c), 3.01(d), 3.04, 4.07(a)

These sections are grouped together because they each involve eligibility to vote. The purpose of the proposals is to clarify what was an issue in the eligibility of a candidate applicant in 2018. The section 4/07(a) proposal highlights where eligibility is defined. However, care needs to be taken to assure a full definition of eligibility is highlighted. There are other places in the By-laws where highlighting could also be used, for example, 5.02(a).

5. Approval requirement: 4.08(c)

This proposal would add a new provision to the By-laws regarding referendum results. It is a form of a supermajority. Approval of a referendum “yes” result would be contingent on not only a majority of votes for “yes”, but also on a required number of votes having been cast in the referendum. The total number of votes cast would have to be a specified % of the votes eligible to be cast in order for an approval vote to be effective (*total votes cast ÷ votes eligible ≥ %*). The approach to this topic could involve two steps: (1) Is there a sound policy reason for such a supermajority proposal? And (2), if so, what is a reasonable requirement? The 25% used in the Work Group proposal is for discussion only and not a proposed number. There is data from five referendums over the past 20+/- years, including the current referendum when completed, that can be used in considering this proposal. That data will be distributed upon completion of the current referendum count.

6. References to other Association materials 5.14(e), 5.14(f), 8.04(b), 9.02(b) (include 9/02(c) although not on the list of issues)

Each of these sections present the issue of how to reference Association policy manuals or sources of policy. This may involve a need to interact with staff persons in order to clearly identify documents as well as determine what documents exist that should be referenced in the By-laws. If so, we would have to obtain authority for such interaction (similar to the attorney for ECC/ARC).

7. Notice and Informal Action: 4.04(c), 5.10

The notice proposal is already in the charter, but should be in the By-laws. The two sections are combined because the basic question is the content of the proposed sections. Making only a reference to the controlling sources (charter and Maryland Code) and not a descriptive text is similar to what is already done with the reference to the controlling source for closed meetings (section 5.07).

8. President’s duties: 6.06(a)(6)

This proposal would give another duty to the President.

9. Compensation: 5.11

This proposal makes the reference general rather than a list of amenities. The proposal came about because pickleball has been added as a membership amenity since the 2008 by-laws were approved. The reported process is that the individual director must choose amenities from those available. This is a minor proposal, but as a matter of protocol, it is another situation in which contact with staff may be appropriate to make sure any proposed amendment fits with how amenity memberships are administered. Note: in this context “membership” or “membership amenity” refers those amenities in which a use membership for a specific duration or number of times can be purchased.

NOTE: The below highlighted areas denotes the updates/changes made at the 6/4/2021 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>
Total Number on File 33				
<i>Responsible: Board</i>				
Snow Hill Depository			Jun-19	
<i>Responsible: Board</i>				
Board Resolutions				
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	6/4/21 C-04 Chair referred the resolution document to the C-04 Board Liaison for Board review.
<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>				
Committee Resolutions				
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>				6/4/21, No response, C-04 Chair to follow-up with the C-03 Chair.
C-04 By-Laws and Resolutions Advisory Committee	10/20/2018	Oct-18	Oct-20	6/4/21, Committee approved a change. It will be forwarded to Board for the first reading.
<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.
				6/4/21, C-06 Chair requested more meeting time to complete their work.
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	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.
<i>Responsible: Chair C-10</i>				6/4/21, No response, C-04 Chair to follow-up with the C-10 Chair.

COPY UPDATED ON: 6/29/2021 - For review at the next C-04 By-Laws Resolutions Advisory Committee Meeting Scheduled for 7/9/2021

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NOTE: The below highlighted areas denotes the updates/changes made at the 6/4/2021 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	6/4/21, C-04 Chair will contact the C-12 Chair to obtain status of review by our 7/9/21 meeting.
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. 6/4/21, No response, C-04 Chair to follow-up with the C-13 Chair.
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.
Financial and Budgetary Resolutions				
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. 6/4/21, Board Liaison to follow-up with Board for status report by our 7/9/21 meeting.
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? 6/4/21, Board Liaison to follow-up with Board for status report by our 7/9/21 meeting.
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.
General and Administrative Resolutions				
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. 6/4/21, Board Liaison to follow-up with Board for status report by the 7/9/21 meeting.
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. 6/4/21, The duplicated ballot safeguards, used in the last ballot, were not in compliance. The By-laws work group suggested changes to obtain compliance. Status pending.
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. 6/4/21, Board Liaison to follow-up with Board for status report by the 7/9/21 meeting.
M-08 Association Manuals (Includes a Total of 8 manuals) 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>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 require 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.