

**By-Laws & Resolutions Advisory Committee
October 15, 2021
Microsoft Teams**

Present: Chair Jim Trummel and Committee members Lora Pangratz, Bob Hillegass, Keith Kaiser and Steve Jacobs were present. Also, present were Josh Davis, OPA Marketing and Public Relations Director and Greg Ellison of Bayside Gazette. Chair Jim Trummel called the meeting to order at 1:00 PM.

The agenda was approved after adding Next Meeting schedule to New Business.

The minutes of the September 17, 2021 meeting were approved.

PUBLIC COMMENTS: None.

UNFINISHED BUSINESS

The chair reported that the By-law Status Report and By-laws Summary have been sent to the By-laws Work Group for review. The next meeting of the Work Group has not yet been determined.

The C-01 Annual Report was reviewed and approved. The chair will forward it to the Board of Directors.

NEW BUSINESS

A draft of instructions for the preparation of the Governance Document Review has been prepared by Bob Hillegass. The purpose of these instructions is to maintain a consistent review process by future committees. The draft was reviewed and comments made. A final review and approval will be at a future meeting. The draft reviewed is attached

The chair reported that the new committee liaison is Colette Horn.

The next meeting will be November 12, 2021 at 1:00 PM on Microsoft Teams.

GOVERNANCE DOCUMENT REVIEW

The Review was updated and attached to these minutes. Another review will be conducted at the next meeting.

The meeting was adjourned at 3:35 PM on a unanimous vote of the Committee.

Jim Trummel
Minutes Recorder

Definitions and Procedures for Updating the Governance Document

DRAFT REVISED: 9/27/2021

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"** will normally be the same dates. This applies whenever the Board approves either a new Resolution or approves changes to an existing Resolution.

The exception to this will be when the responsible "entity" has advised the By-Laws and Resolutions Advisory Committee that they have reviewed their resolution and require no changes. 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". In a few isolated cases, that timeframe is 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 60 days, we will use the date that we advised the committee to review the document, as the date to establish the new **"Last Review Date"** and schedule the next **"Scheduled Review Date"** as listed above in Item 3.

C). In the case of a Board responsible resolution, the C-04 Chair will continue to follow-up with Board liaison until we get an appropriate response.

D). One of our committee's goal is to keep all committee resolutions up to date, but the Board resolutions are all relatively major operating or policy procedures requiring a closed loop on review requests.

**2021 Annual Report to the Board of Directors
By-Laws & Resolutions Advisory Committee**

Section 1. Committee Members and Status of Terms:

<u>Name</u>	<u>Term Ends</u>	<u>On Term</u>	<u>Comment</u>
Jim Trummel	October 16, 2022	3	Committee Chair
Bob Hillegass	October 16, 2022	3	
Keith Kaiser	August 31, 2022	1	
Lora Pangratz	April 21, 2024	1	
Steve Jacobs	October 16, 2024	1	

Section 2. Section of Major Activities during Reporting Period 2021:

The Committee did not begin to meet during the reporting period until February 2, 2021 because of the Covid-19 restrictions.

1. The Committee began work on By-laws amendment proposals received from the Board appointed By-laws Work Group. A status summary was submitted to the Work Group on September 20, 2021. Continued work on the effort is pending further direction from the Work Group.
2. The Committee resumed a regular review of the Governance Document, including requesting reviews of a resolutions by the responsible entities. The review process had been behind schedule because of Covid-19.
3. The Committee reviewed resolution C-04 By-laws and Resolutions Advisory Committee. A requested amendment was submitted to the Board and subsequently approved.

Section 3. Problems Encountered and Assistance required:

1. The principal problem encounter was meeting restrictions due to Covid-19. The Committee received significant support and assistance from Marketing and Public Relations Director Josh Davis in holding meetings on Microsoft Teams.
2. There are instances in which legal issues may affect recommendations made to the Board regarding resolutions or governing documents. It is recommended that a procedure be established in which consultation with counsel by the Committee can be accomplished in a timely manner.

Section 4. Request for items to be included in the next OPA budget:

If the current By-laws review continues forward to a referendum proposal, either stand alone or with the election of directors, provisions should be made for an attorney's review and referendum expenses.

Section 5. Recommendations for Board Action:

1. The Board should be aware that there will be three vacancies occurring on the Committee at the end of the next reporting period. Two vacancies will be for members ending their third term. One of the vacancies will be that of the Committee chair.
2. It is recommended that a methodology for, and the responsibility of informing the Association of changes in law, statutory or case, and regulations that affect Association operations be established. This includes informing committees of changes affecting their assigned responsibilities. Maryland HOA related law evolves over time and we need to ensure we keep up with those changes.
3. It is recommended that Board members become familiar with the process of amending resolutions as specified in Resolution B-01 Book of Resolutions and its attachment. This will ensure consistent and predictable handling of resolution amendment efforts.
4. It is recommended that procedures be established whereby Board members have reference to the authority for actions and the requirements for accomplishing actions at the time an action is approved.

Section 6. Recommendations for committee work in 2021-2022:

1. Continue By-laws review effort.
2. Continue the scheduled review of resolutions in order to maintain them in a current status.
3. Review the Association Charter to ensure consistency with state related HOA law or other potential local changes. The most recent review of the Charter was accomplished with the acceptance for filing by the State Department of Assessments and Taxation of an Articles of Amendment and Restatement on 10/24/2013.

NOTE: The below highlighted areas denotes the updates/changes made at the 9/17/2021 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 <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 <i>Total Number on File 33</i> <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>			Jun-19	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	1/4/2020	Jan-20	Jan-22	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	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 <i>Responsible: Board</i>	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 <i>Responsible: Board</i>	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 <i>Responsible: Board</i>	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 <i>Responsible: Board</i>	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 <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.
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 Resolutions				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Sep-20	Sep-22	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	May-20	May-22	
C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i>	10/10/2018	Oct-18	Oct-20	9/15/21, Board held first reading of the pending resolution changes.
C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i>	9/15/2031	Sep-23	Sep-23	9/15/21, Board held the second reading and approved the resolution changes. A minor change was made. The word "compliance" was replaced with the words "in accordance". The approved document is in the signature cycle.
C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i>	10/20/2018	Oct-18	N/A	<i>This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.</i>

NOTE: The below highlighted areas denotes the updates/changes made at the 9/17/2021 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-06 Communications Advisory Committee <i>Responsible: C-06 Chair</i>	9/15/2021	Sep-21	Sep-23	9/15/21, Board held the second reading and approved the resolution changes. The approved document is in the signature cycle.
C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i>	1/27/2018	Jan-18	Jan-23	9/17/21, Next review date was changed from Jan 20 to Jan 23 by the C-04 Committee. No response was received for previous requests to review this document.
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	10/10/2018	Oct-18	Oct-20	6/4/21, On hold until completion of the 2021 Election Report.
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Sep-17	Sep-21	
C-10 Environment and Natural Assets Advisory Committee <i>Responsible: Chair C-10</i>	10/27/2017	Mar-19	Mar-23	9/17/21, Next review date was changed from Mar 21 to Mar 23 by the C-04 Committee. No response was received for previous requests to review this document.
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. 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. 9/17/21, Waiting for a response from the C-12 Advisory Committee Liaison
C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i>	10/10/2018	Oct-18	Oct-23	9/17/21, Next review date was changed from Oct 20 to Oct 23 by the C-04 Committee. No response was received for previous requests to review this document.
C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i>	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.
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. 7/23/21, C-04 Chair to advise the C-15 Chair that this Resolution is due for review. 9/17/21, C-04 Chair to remind the C-15 Chair that this Resolution is due for review.
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-18	May-22	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	May-18	May-20	9/15/21, Board held first reading of the pending resolution changes.
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Oct-20	Jun-21	9/15/21, Board held first reading of the pending resolution changes.
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	May-21	May-22	

NOTE: The below highlighted areas denotes the updates/changes made at the 9/17/2021 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
General and Administrative Resolutions				
M-01 Compliance Procedures	5/2/2020	May-20	Mar-22	7/23/21, Currently on hold pending Court action to review OPA complaints. The Court cases are currently backlogged as a result of the COVID-19 issues. 9/17/21, Next review date changed from Jul 21 to Mar 22 to allow for additional time for the Court to clear their current backlog.
<i>Responsible: Board</i>				
M-02 Amenity Policies	11/2/2019	Nov-19	Nov-21	9/17/21, C-04 Chair to request Board to review this document.
<i>Responsible: Board</i>				
M-04 Maintenance of Lots	5/2/2020	May-20	May-22	
<i>Responsible: Board</i>				
M-05 Animal Control	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. 9/17/21, C-04 Board Liaison to follow-up with the General Manager.
<i>Responsible: Board</i>				
M-06 Elections and Referendums	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. 9/17/21, Remains on hold until the 2021 Election Report is received.
<i>Responsible: Board</i>				
M-07 Bulkhead and Waterway Maintenance	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.
<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 required changes to the Association Manuals to correct any possible inconsistencies between these manuals and our governing documents. 9/17/21, C-04 Chair to provide recommendations to the C-04 committee on how to proceed with this resolution at the next scheduled meeting on 10/15/21.
<i>Responsible: Board</i>				
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.