

**By-Laws & Resolutions Advisory Committee
December 13, 2024 Meeting
Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Keith Kaiser and Joe Peloso were present. Camila Rogers participated via Teams. August Flentje was excused. Steve Jacobs, Board Director and Board Liaison, was present. Bob Hillegass attended as a guest. The meeting began at 1:00 pm.

INITIAL DISCUSSION: The Committee discussed whether the meeting should be recorded and determined it would record the meeting.

APPROVAL OF AGENDA: The agenda was approved.

APPROVAL OF MINUTES: The minutes of the November 8, 2024 meeting were approved.

PUBLIC COMMENTS: There were no public comments.

CHAIRPERSON'S REPORT: Chairperson Pangratz reported that she emailed OPA management about posting the December agenda and October minutes on the web site. She also watched a replay of the Board of Directors meeting on November 23, 2024.

BOARD LIAISON'S REPORT: The Board Liaison reported that the Board had the first reading of M-09 (Search Committee) at the November 23, 2024 meeting. Counsel provided some recommended edits to the resolution for review by this Committee and the Board. The unnumbered "F" resolution relating to convenience fees was pulled from the November agenda. He anticipates it will come up for first reading at the December 2024 Board meeting. Mr. Jacobs also noted that the ARC Committee has vacancies and is looking for volunteers to fill those positions. Several vacancies would be arising soon on the ARC Committee.

The Committee suspended Roberts Rules other than for voting to allow non-members to participate in discussion.

UNFINISHED BUSINESS:

The Committee discussed M-09 (Search Committee). As Mr. Jacobs noted, the first reading occurred at the November 23, 2024 Board meeting and a second reading was anticipated at the December meeting. The Board Liaison wanted to know if the Committee found acceptable counsel's proposed edits to M-09. The Committee discussed those proposed edits. The Committee acknowledged that there would be continuing tension with the By-Laws if a Search Committee is not formed under the draft resolution. Mr. Jacobs noted that this Committee had made several improvements to the resolution in its earlier review. The Committee discussed whether it needed more time to review the latest edits. Mr. Jacobs suggested the Board might wait until January to consider M-09 if more time was needed. Chair Pangratz proposed that we review in advance of the January meeting and discuss it at the Committee meeting in January 2025. The Committee voted to suspend consideration of M-09 until the January meeting.

NEW BUSINESS:

The Committee discussed B-04 (Agenda Development for Board Meetings) and C-09 (Executive Advisory Counsel). Review of this Resolution is due in January 2025. Committee member Kaiser did not see any obvious language in B-04 that needed to be change or conflicted with other documents. Mr. Hillegass saw no reason to make any changes to B-04 or C-09. There was discussion of the method to inform the Board that the Committee did not have any recommended changes. The Board Liaison indicated that if the Committee had

a vote and decided that no changes were needed, the Liaison could inform the Board of the Committee's determination. The Committee voted that no changes were required for B-04.

The Committee turned to C-09 (Executive Advisory Counsel). The Committee discussed if any changes were needed. Chair Pangratz observed that annual or periodic meetings of an Executive Advisory Counsel were not required by the resolution. She suggested that there were benefits from a regular meeting from her perspective. Other Committee members did not have concerns and noted that a meeting could be called in a variety of ways. The Committee voted to notify the Board that it did not recommend any changes.

The Committee discussed F-02 (Annual Budget). Chair Pangratz read the existing resolution to the Committee. The Board Liaison indicated that the Budget and Finance Committee may need to look at this and that the Board was unlikely to consider this draft for several months. The Chair may want to reach out to the Chair of the Budget and Finance Committee.

The Committee discussed M-08, which would be set for review in February 2025. The Committee discussed challenges in updating this resolution, but determined it did not need to further discuss at this time.

GOVERNANCE DOCUMENT REVIEW: The Committee reviewed the governance document and provided updates. The updated governance document is attached to these minutes.

MEETING CONCLUSION: The meeting adjourned at 2:08 p.m.

The next meeting is January 10, 2025.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 12/13/2024 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>	5/14/2021	May-22	N/A	9/13/2024, Review date requirement removed. No mandated review periodicity for By-Laws
Articles of Amendment and Restatement <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions <i>Total Number on File 34 Responsible: Board</i>				<i>Note: For informational purposes, the OPA has total of 34 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	Feb-23	Apr-25	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Jul-23	Jul-25	
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	1/27/2018	Jan-23	Jan-25	12/13/24: CO4 Reviewed with no recommended changes. Referred to BOD for their review.
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	May-23	May-25	
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Mar-23	Mar-25	
B-08 Director Ethics & Conduct <i>Responsible: Board</i>	7/27/2018	Jul-18		This Resolution was deleted by the Board at the 6/16/21 meeting.
Committee Plus Two Board Resolutions				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Apr-24	Apr-26	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	Oct-24	Oct-26	
C-03 Budget and Finance Committee <i>Responsible: C-03 Chair</i>	11/20/2021	Apr-24	Apr-26	
C-04 By-Laws and Resolutions Committee <i>Responsible: C-04 Chair</i>	9/15/2021	Oct-23	Oct-25	
C-05 Clubs (Food & Beverage) Committee <i>Responsible: C-05 Chair</i>			N/A	<i>This Advisory Committee was suspended by the BOD at the 9/9/2020 Board meeting.</i>
C-06 Communications Committee <i>Responsible: C-06 Chair</i>	9/15/2021	Nov-23	Nov-25	
C-07 Strategic Plan Committee <i>Responsible: C-07 Chair</i>	1/27/2018	Jan-24	Jan-26	

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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 Responsible: Board	1/4/2020	Nov-23	Nov-25	
M-02 Amenity Policies Responsible: Board	11/2/2019	May-24	May-26	
M-03 Recreation Facility Rules Responsible: Board			N/A	This resolution was rescinded by the board in September 2011 and the relevant content was added to resolution M-02
M-04 Maintenance of Lots Responsible: Board	5/19/2020	Dec-23	Dec-25	
M-05 Animal Control Responsible: Board	2/17/2010	Mar-23	Mar-25	
M-06 Elections and Referendums Responsible: M-06 Chair	2/5/2020	Apr-24	Apr-26	
M-07 Bulkhead and Waterway Maintenance Responsible: C12 Chair	6/16/2010	May-23	May-25	
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 Responsible: Board	7/20/2011	Feb-23	Feb-25	
M-09 Search Committee Responsible: Committee Chair, GM and Board	3/23/2022	Mar-22	Mar-24	<p>8/19/22, C-04 Committee has not received the M-09 report for the 2022 election. Board Liaison will see if the 6/30 report has been issued and advise C-04 Committee at the 9/16 meeting</p> <p>9/16/22 New Board Liaison to review recent changes in the Bylaws, at a Board Mtg, that necessitate changes to this resolution in order to obtain consistency with the Bylaws.</p> <p>12/16/22, New Liaison to conference with former Liaison to determine previous action taken</p> <p>1/13/2023, Liaison to reengage with BOD</p> <p>3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading.</p> <p>5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes.</p> <p>10/13/2023; C04 BOD Liaison to discuss with BOD</p> <p>3/8/24: C04 to draft redlines for submission to BOD</p> <p>5/10/2024, C04 reviewed redlines, more edits to come.</p> <p>6/21/2024, C04 incorporated recommended changes</p> <p>9/13/2024, C04 to submit to BOD for 1st Reading</p> <p>11/23/24: Completed 1st Reading by BOD</p>