

**By-Laws & Resolutions Advisory Committee**  
**March 8, 2024**  
**Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Pam Ferinde, August Flentje (via Teams), and Camilla Rogers. Steve Jacobs, Board Director and Board Liaison, was present but arrived late. Guests included Jim Trummel, past Committee Chair (via Teams) and Bob Hillegass. The chair called the meeting to order at 12:59 pm.

**APPROVAL OF AGENDA:** The agenda was approved.

**APPROVAL OF MINUTES:** The minutes of the February 9, 2024 meeting were approved.

**PUBLIC COMMENTS:** Jim Trummel requested to know the source of a draft of amendments to C-01. Mr. Jacobs would know that information. It may have been edits that were initially considered in late 2022-early 2023 but had not received a first reading.

**CHAIRPERSON'S REPORT:** The Chairperson reported that she attended in person the OPA Directors mtg. on February 17, 2024. She took steps to get the agenda for this meeting and approved minutes for the January meeting for the web site. She attended the Ocean Pines Work Group for the Spring Kick-Off Expo. Meetings were held on February 6, 2024 and February 28, 2024. The next meeting will be March 21, 2024. The event will be on Saturday April 20, 2024 from 3-7pm in White Horse Park. The rain date is April 27, 2024. She intends to submit an application for a second term on the Committee and to remain chairperson after our Board Liaison signs the application. It will then be included in the March OPA Directors mtg for final approval. She requested final RSVP for the volunteer appreciation dinner.

**BOARD LIAISON'S REPORT:** The Board Liaison report was provided at the end of the meeting. He advised that he has not seen anything new on C-01 (Committee General)

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

**UNFINISHED BUSINESS:**

Chairperson Pangratz provided an update on the Ocean Pines Expo. She presented a proposed sign for the Committee table for review by the Committee.

The Committee discussed B-08 (Director Ethics and Conduct). The proposed resolution was presented for a 1st reading at the February 17, 2024 Ocean Pines Directors meeting. The Board voted to table consideration of this resolution. The Committee concluded it could be taken off the agenda for the Committee. The Chairperson reported that a majority of the Directors do not think this needs to come before the By-Laws and Resolutions Committee for any input at this time. No further action is needed, and B-08 can be removed from the tracker, but the B-08 designation would remain reserved given the prior existence of this resolution.

The Committee discussed C-01 (Committee General). Chairperson Pangratz reported that no action from the Committee is needed at this time, until a first reading of redlines is done by the OPA Board of Directors.

The Committee discussed B-01- Book of Resolutions. Chairperson Pangratz reported that no action from the Committee is needed at this time.

#### **NEW BUSINESS:**

The Committee discussed the new candidate application that was released by the Election Advisory Committee. The Committee reviewed the form and the announcement relating to the election. The Committee discussed the fact that the linked application document differs from the approved application attached to the signed resolution, M-09 (Election Search Committee). The Committee discussed advising Elections Committee chair of this discrepancy.

**GOVERNANCE DOCUMENT REVIEW:** The Committee reviewed the governance document. The updated governance document that reflects this review is attached to these minutes. The Committee discussed the need for review of M-02 (Amenity Policies) and the status of the amenity manual being prepared by the General Manager. The Committee further discussed the need to correct the candidate application form, and the need to update M-09 (Election Search Committee) to reflect current law. The Committee will attempt to draft a revised M-09, based on the outstanding charging document.

#### **MEETING CONCLUSION:**

The meeting adjourned at 2:24 pm.

The next meeting is April 12, 2024.

August Flentje  
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 3/08/2024 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	May-24	
Articles of Amendment and Restatement <i>Responsible: Board</i>	4/24/2013	Apr-13	TBD	
Declaration of Restrictions <b>Total Number on File 34</b> <i>Responsible: Board</i>				<b>Note: For informational purposes, the OPA has total of 34 Declaration of Restrictions on file.</b>
Snow Hill Depository <i>Responsible: Board</i>			TBD	
<b>Board Resolutions</b>				
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	
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. 2/9/24: C04 Liaison to resubmit to BOD 3/8/24: C04 Chair to confirm B08 was a previously signed and approved resolution in the past, if not, this entry will be deleted.
<b>Committee Plus Two Board Resolutions</b>				
C-01 Committee General <i>Responsible: Board</i>	9/9/2020	Sep-20	<b>Sep-22</b>	4/11/22 C-04 Chair advised resolution was discussed at the 3/25/22 Executive Council Mtg. A subcommittee was formed to propose amendments. No timeframe for proposal was established. At the 7/15/22 meeting the C-04 Committee will review this resolution and forward any suggested changes or recommendations, in a Charging Document, to the Board Liaison. 7/15/22, C-04 Chair will issue a Charging Document to the Board Liaison, to remind the Board that this resolution is due for review in September 2022. 9/16/22, New Board Liaison to submit charging document at a Board Mtg. for approval or comments . 12/16/22, Awaiting Board Charge for redline document from Executive Council work group. 1/13/23, C-04 Chair to discuss with EC Chair <b>2/10/2023, Charging document created to ask about annual Resolution review inclusion in the annual report. <u>Awaiting BOD feedback.</u></b>
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	5/2/2020	Jul-22	Jul-24	
C-03 Budget and Finance Committee <i>Responsible: C-03 Chair</i>	11/20/2021	Jan-24	Jan-26	

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 3/08/2024 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:
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>	10/20/2018		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	
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	10/10/2018	Apr-22	Apr-24	
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Jan-23	Jan-25	
C-10 Environment and Natural Assets Committee <i>Responsible: Chair C-10</i>	10/27/2017	Mar-24	Feb-26	11/10/2023, C04 Chair notified C10 Chair 3/8/24: No feedback from C10 chair received. Resolution considered reviewed.
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	5/2/2020	Jul-22	Jul-24	
C-12 Marine Activities Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Dec-23	Dec-25	
C-13 Recreation and Parks Committee <i>Responsible: C-13 Committee Chair</i>	10/10/2018	Oct-23	Oct-25	
C-14 Racquet Sports Committee <i>Responsible: C-14 Committee Chair</i>	12/19/2020	Jul-23	Jul-25	
C-15 Aquatics Committee <i>Responsible: C-15 Committee Chair</i>	10/10/2018	Jul-22	Jul-24	
<b>Financial and Budgetary Resolutions</b>				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-23	May-24	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	Nov-22	Nov-24	
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	10/17/2020	Mar-23	Mar-25	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/1/2019	May-23	May-24	
F-05 Abatement of Annual Charges <i>Responsible: Board</i>				This resolution was rescinded by the Board on March 28, 2015
F-XX Convenience Fee Resolution <i>Responsible: Board</i>				3/18/23, BOD returned to Budget and Finance committee for further consideration 5/12/2023, C4 Chair to determine if already filed in official Book of Resolutions 9/8/2023; C03 considering the issue 12/8/23; C-04 advised the B&F committee that it did not recommend the document be converted into a Resolution, but rather include in the Financial Policy manual. Returned to B&F. 3/8/24: No feedback received on this issue.



NOTE: The below yellow highlighted areas denotes the updates/changes made at the 3/08/2024 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:
<p>M-08 Association Manuals (<i>Includes a Total of 8 manuals</i>)</p> <p><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</i></p> <p style="text-align: right;"><i>Responsible: Board</i></p>	7/20/2011	Feb-23	Feb-25	
<p>M-09 Search Committee</p> <p style="text-align: right;"><i>Responsible: Committee Chair, GM and Board</i></p>	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 style="background-color: yellow;">3/8/24: C04 to draft redlines for submission to BOD</p>

**By-Laws & Resolution Advisory Committee's - Governance Document**  
**Definition and Procedures for Updating the Committee's Governance Document**  
**Approved: December 3, 2021**

**Purpose of the Governance Document Form:**

This form was designed by the By-Laws and Resolutions Advisory Committee for the committee's use to ensure that all resolutions are reviewed on a timely basis and in a consistent manner.

**Definitions and Procedures are as follows:**

- 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**" may normally be the same dates. This applies whenever the Board approves either a new Resolution or approves changes to an existing Resolution.
  - 2.a). The exception to Item 2 above, is when the responsible "entity" has advised the By-Laws and Resolutions Advisory Committee that they have reviewed their resolution and no changes are required. 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". The exceptions are the following resolutions: F-02, F-04, M-01 and M-06. They are to be reviewed every 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 30 days from the above request (Item A), the By-Laws and Resolutions Advisory Committee Chair will issue a second request to the Committee Chair, with copies to both that Committee's Board Liaison and our Board Liaison. This second request will inform them of the importance of the resolution review process and advise them if no response is received within 30 days, we will consider the lack of response as their authorization for our committee to consider their review process completed. The By-Laws and Resolutions Advisory Committee will then at their next scheduled meeting update the Governance Document. The new "**Last Review Date**" will be that meeting date and the next "**Scheduled Review Date**" will be determined as listed above in Item 3.
  - C). In cases where an acknowledgement is not received within 60 days from the responsible "entity" that their review process has been conducted, the following notation will be placed in the **Comments Section** of the Governance Document form. A sample of that notation to be placed in the comments section is as follows:  
*"C-04 received no response from C-07 regarding our request(s) for them to review their Resolution.  
On 9/17/21, C-04 changed last review date from Jan-18 to Sep-21 and scheduled the next review date."*
  - D). In the case of a Board responsible resolution, the C-04 Chair will continue to follow-up with the Board liaison until we get an appropriate response.
  - E). One of our committee's goals is to keep all committee resolutions up to date, but the Board resolutions are operating or policy procedures requiring a closed loop on review requests.