

**By-Laws & Resolutions Advisory Committee**

**May 10, 2024**

**Grey Room and Microsoft Teams**

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Pam Ferinde, August Flentje, and Camilla Rogers (via Teams). Steve Jacobs, Board Director and Board Liaison, was present. Guests included Jim Trummel, past Committee Chair (via Teams) and Bob Hillegass. The chair called the meeting to order at 1:00 pm.

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

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

**PUBLIC COMMENTS:** None

**CHAIRPERSON'S REPORT:** Chairperson Pangratz reported that she attended in person the OPA Directors meeting on April 20, 2024. She took steps to get Committee materials placed on the website. She also attended the Ocean Pines Work Group for the Spring Kick-Off Expo event as well as the event itself on April 20, 2024. Committee member Kaiser assisted (he brought a monitor and shared website with people to show where they can find OPA governing documents and related material on the web site. Bob Hillegass also attended. On a future date to be determined, there would be a wrap up meeting to discuss how the event went and what could be improved for next year. There is a desire to make this an annual event. Keith observed that it would be important to have a CPI/Public Works/ARC table, since many questions related to that committee. He noted that many new Ocean Pines residents attended with general questions. The event had a large attendance.

**BOARD LIAISON'S REPORT:** The Board Liaison indicated that he would address various issues during the substantive discussion of unfinished business.

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

**UNFINISHED BUSINESS:**

The Committee discussed the Spring Kick-Off expo, as described above.

The Committee discussed the ARC Guidelines, which received a second reading and was passed at the April 20, 2024 meeting of the Board.

The Committee discussed C-01 (Committee General). Revisions received a second reading and the resolution was passed at the April 20, 2024 meeting of the Board.

The Committee discussed C-03 (Budget and Finance). Technical numbering corrections to this resolution received a second reading and was passed at the April 20, 2024 meeting of the Board.

The Committee discussed M-06 (Elections). The Committee discussed the fact that a second reading of M-06 was taken off the agenda at the April Directors mtg and rescheduled for a Special Directors mtg held on April 27, 2024. The Resolution was passed at that meeting and a contract for an elections company to handle both ballot and online voting was approved. That approval and contract will cover the current election cycle.

The Committee discussed the plan to establish a historical working group to keep track of 50 years of Ocean Pines history. The group would gather and maintain historical materials

**NEW BUSINESS:**

The Committee discussed C-14 (Racket Sports Advisory Committee), and the fact that at the April 20, 2024 Board meeting, the Board passed a motion to repeal this resolution and eliminate the Committee. The Committee discussed the need to remove this resolution from the governance document. The Committee also discussed whether the Board violated B-01 (Board Resolutions) in taking its action, as B-01 requires a first reading and notice at a meeting prior to rescinding a resolution. Thus, before a resolution can be repealed, it must be considered at two open meetings of board. The Committee discussed whether it would be appropriate to remind the board that they need to follow B-01 and that a second meeting is needed to repeal C-14. The Committee discussed whether it was possible the Board simply removed committee members rather than rescinded the Committee, but the Board agenda made clear the intent was a “move to repeal C-14 in its entirety” (Board Committee Materials p. 105). It was possible the motion orally put forward may have not effectuated this intent. The Committee discussed the need to explain that resolution was not repealed, and C-14 remains on the books, although the committee has been discharged/disbanded. If they want to eliminate C-14, B-01 requires additional process. The Board Liaison recommended that if the Committee was concerned about proper procedure, it should send letter making point that process not followed to eliminate C-14 entirely. The Committee Chair planned to draft a letter for the Committee’s review.

The Committee discussed M-09 (Search Committee). The Committee discussed red-lines that were prepared by Mr. Kaiser on the Committee and further redlines by Ms. Rogers. The Committee discussed the fact that by-laws changes required some revisions, but M-9 could not be eliminated because the Search Committee is provided for in the by-laws. The revisions proposed were to make formulation of the Search Committee each year discretionary, since there was not a Search Committee formed every year. Mr. Kaiser made edits along these lines. The Committee discussed the fact that the lack of a Search Committee not impact election. The revisions also made changes to language about the working of the candidate application process to reflect how it works today. The application form is a required attachment to M-09 as it is referenced elsewhere in the by-laws and resolutions. But the form on the Resolution needs to match the form being used on the Ocean Pines website. The Committee discussed the role of the Secretary in the application process, and whether applications could be submitted on line. Mr. Kaiser would make further edits to reflect the Committee’s discussion.

**GOVERNANCE DOCUMENT REVIEW:** The Committee reviewed the governance document. The updated governance document that reflects this review is attached to these minutes.

**MEETING CONCLUSION:**

The meeting adjourned at 3:15 pm.

The next meeting is June 7, 2024, but may be moved to June 21, 2024.

August Flentje  
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 5/10/2024 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>				<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	
<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.
<b>Committee Plus Two Board Resolutions</b>				
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	Jul-22	Jul-24	
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>	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	



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Ocean Pines Association  
By-Laws and Resolution Advisory Committee

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments:
<b>General and Administrative Resolutions</b>				
M-01 Compliance Procedures <i>Responsible: Board</i>	1/4/2020	Nov-23	Nov-25	
M-02 Amenity Policies <i>Responsible: Board</i>	11/2/2019	May-24	May-26	
M-03 Recreation Facility Rules <i>Responsible: Board</i>				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 <i>Responsible: Board</i>	5/19/2020	Dec-23	Dec-25	
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	Mar-23	Mar-25	
M-06 Elections and Referendums <i>Responsible: M-06 Chair</i>	2/5/2020	Apr-24	Apr-26	
M-07 Bulkhead and Waterway Maintenance <i>Responsible: C12 Chair</i>	6/16/2010	May-23	May-25	
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</i> <i>Responsible: Board</i>	7/20/2011	Feb-23	Feb-25	
M-09 Search Committee  <i>Responsible: Committee Chair, GM and Board</i>	3/23/2022	Mar-22	Mar-24	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 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. 12/16/22, New Liaison to conference with former Liaison to determine previous action taken 1/13/2023, Liaison to reengage with BOD 3/31/23, C-04 approved redlined candidate application form for submission to BOD for 1st reading. 5/12/2023, Board approved new form. Resolution needs to be updated with new form and ByLaw changes. 10/13/2023; C04 BOD Liaison to discuss with BOD 3/8/24: C04 to draft redlines for submission to BOD 5/10/2024, C04 reviewed redlines, more edits to come.

**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.