

By-Laws & Resolutions Advisory Committee
October 18, 2024 Meeting
Grey Room and Microsoft Teams

Present: Chair Lora Pangratz and Committee members Keith Kaiser, Camila Rogers, and Joe Peloso were present. August Flentje participated via Teams. Steve Jacobs, Board Director and Board Liaison, was present. Bob Hillegass attended as a guest. The meeting began at 1:15 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 September 13, 2024 meeting were approved.

PUBLIC COMMENTS: There were no public comments.

CHAIRPERSON'S REPORT: Chairperson Pangratz reported that she reached out to Ocean Pines administration about meeting dates for January to July 2025. She requested that the Ocean Pines administration post the agenda for the bylaws committee meeting to the website and provide a TEAMS link for virtual meeting participation. She attended in person the Board of Directors meeting on September 28, 2024. She wrote a draft Annual Report for committee review. She planned to attend the future monthly Directors meetings.

BOARD LIAISON'S REPORT: The Board Liaison reported that he spoke to counsel about the unnumbered F resolution relating to convenience fees. Counsel is still looking at the issue, and he does not know yet if the resolution will be on the agenda for the next Board meeting. He believes the golf committee prepared an annual report for consideration by the golf committee. He noted that the committee operates in its own way and is focused on the golf course.

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

UNFINISHED BUSINESS:

The Committee discussed C-14 (Racquet sports). Chairperson Pangratz explained that the Board completed the second reading and rescinded the C-14 resolution and eliminated the committee. The Bylaws Committee noted that the governance tracker would be updated to reflect the rescission of C-14.

The Committee discussed the fact that it would continue to monitor the status of the unnumbered F resolution relating to convenience fees and await Board action.

The Committee discussed updating resolutions relating to the Golf Committee (C-11), the Aquatics Committee (C-15) and ARC (C-02). Those resolutions would be marked as reviewed with no changes on the governance document given that those committees had not responded to our second inquiry pursuant to the review procedures.

The Committee discussed M-09 (Search Committee). Proposed changes had been prepared by Mr. Kaiser and a near final version was sent to the Committee for final review on September 14, 2024. The Committee discussed how the draft should refer to the Secretary of the Board of Directors in the resolution. The Board Liaison suggested that the resolution should use a consistent term throughout, and if possible, use the term in the bylaws. The Committee agreed to use the term Association Secretary. The Committee voted to send the corrected document to the Board for consideration.

NEW BUSINESS:

The Committee discussed the draft election committee report for the 2024 Board of Directors election. The Election Committee recommended coordination with the Bylaws and Resolutions Committee to make certain changes to governing documents governing elections with respect to the eligibility date and/or date of the annual meeting (as the time for the election was too short) and observable count requirements. The Board Liaison observed that these changes would require changes to the Bylaws. The Board Liaison suggested sending an email to the Elections Committee Chair to flag that these changes would require a referendum and initiative by the Board. We could offer to assist in drafting if the Board requested it, but should not take action until requested by the Board. The summary prepared by the Election Committee in its draft report would be most helpful to explaining the issues.

The Committee then reviewed the draft annual report of the By-Laws & Resolutions Advisory Committee. The Committee discussed the activities of the past year and agreed to note that the governance tracker had been added to our minutes for visibility purposes as part of subsection 3. The Committee discussed referencing that new counsel has been proactive in providing feedback, but decided this did not fit into the report given that it is an improvement rather than a problem encountered. The Committee discussed the importance of having Teams for virtual meetings. The Committee discussed language needed in Section 5 regarding the election process and related resolutions. The Committee discussed Section 6 and the number of resolutions requiring review in the upcoming year to ensure accuracy and awareness by the Board and the advisory committees of upcoming needs. The Committee debated how to present these upcoming needs for review to the Board. Chairperson Pangratz planned to revise the draft and share it with the Committee for approval before the deadline.

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 3:02 p.m.

The next meeting is November 8, 2024.

August Flentje
Minutes recorder

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 10/18/2024 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 Total Number on File 34 <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	
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	
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	10/18/2024, No Response from C02, considered reviewed.
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	

NOTE: The below yellow highlighted areas denotes the updates/changes made at the 10/18/2024 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:
General and Administrative Resolutions				
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>			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 <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. 6/21/2024, C04 incorporated recommended changes 9/13/2024, C04 to submit to BOD for 1st Reading

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.