

BY-LAWS AND RESOLUTIONS ADVISORY COMMITTEE
MEETING MINUTES
EAST ROOM-COMMUNITY CENTER
FEBRUARY 14, 2012

The meeting was called to order at 9:10 am by the Chairman Jim Trummel. Present in addition to the chairman were Committee members Jill Odierno and Nelson Fenwick and Board Liaison Dave Stevens.

There were no Association members present.

The agenda for the meeting was approved.

Resolutions for Review: Note: Resolutions are reviewed for current accuracy on an interval of two years from the date adopted by the Board or last revision by the Board.

- a. Resolution F-03, Financial Reserve Accounts, was incorrectly on the agenda as being due for review. It had been entered in the minutes of November 8, 2011 as having been reviewed.
- b. Resolution F-04, Delinquent Assessments, has been due for review. However, a review by the Committee has been delayed until the March 1st date by which a committee established by F-04 is to make any recommendations regarding the Association delinquency policy. F-04 involves policy established by the Board. The Resolution was referred to Board Liaison, Dave Stevens, for consideration by the Board. It was noted that the Resolution calls for liens to be filed by October 30, but recent Association practice has been to file liens in November or later.
- c. Committee chairs were previously asked to review the "C" classification resolution applicable to their committee. It has been noted that the Golf Advisory Committee has been removed from the Association website listing of committees. The Board will be asked to clarify the status of the Golf Advisory Committee and the C-11 Resolution for that Committee.

Association Charter:

- a. The most recent draft of Article THIRD was discussed. See Attachment 1 to these minutes. Among the discussion items were:
 - (1) Leave the current paragraph 8 unchanged.
 - (2) A change to the wording of the current paragraph 9 was agreed to and will be incorporated into the next draft.
 - (3) Leave the current paragraph 10 unchanged.
 - (4) Separate the current paragraph 11 into two paragraphs as indicated on the attachment to these minutes.
 - (5) Include the previously reviewed replacement for the current paragraph 7 (annual charge) in Article THIRD. There had been some consideration of separating Article THIRD into two articles, one for Association Purposes and a separate article for Association Powers with annual charge one of the Powers. The separation of Article THIRD into two articles has been discarded.

Jill Oderino will revise the draft of Article THIRD for consideration at the March meeting.

b. Jim Trummel briefly reviewed Article SIXTH. This article establishes the Association as non profit and non stock. Also included are provisions regarding distribution of Association assets in the event of dissolution and Association participation in political campaigning and influencing legislation. There was limited discussion due to time constraints.

c. Article SEVENTH (member voting) was not discussed due to time constraints.

There were no Association member comments.

The meeting was adjourned at 10:45 am. The next meeting is March 13, 2012.

Jim Trummel
Chairman

Charter Amendment

Article III. Purpose

The purpose for the Corporation is to act as a Homeowners Association and to exercise and enjoy all of the powers, rights, and privileges conferred upon a non-stock corporation and/or Homeowners Association, and to engage in any other lawful activity permitted by the laws of the state of Maryland as set out more specifically in the clauses as follows:

1. To further and promote the community welfare of property owners in the residential community known as "Ocean Pines" (hereafter sometimes referred to as the "Subdivision"), located in Worcester County Maryland, as contained in the Declarations and Restrictions as recorded in the land records of Worcester County Maryland, as amended from time to time.
2. To administer and enforce covenants and restrictions applicable to the Subdivision, or any portion thereof, and any other restrictive covenants that have heretofore or may hereafter be recorded in respect of the Subdivision or any part thereof, and for preserving the architecture and appearance of the Subdivision.
3. To own, manage, maintain, rebuild, operate, improve, and repair and/or beautify all streets, rights of way, all parks, common areas, bulkheads and waterways designated on the Subdivision plats and pedestrian easements within the Subdivision, and all other community features of such land in the Subdivision as may be conveyed.
4. To provide for the payment of taxes, annual fees, and other charges, if any, that may be levied by any governmental authority upon any area in the Subdivision or conveyed to the Association.
5. To enforce taxes, annual fees, charges, easements, restrictions, conditions, covenants, and servitudes existing upon and created for the benefit of the property over which the Association may have jurisdiction; to pay all expenses incidental thereto; to enforce the decisions and rulings of the Association; and to pay all expenses in connection therewith.
7. Provide, establish and maintain police and fire protection for persons and property within the subdivision in cooperation with the county and state authorities of Maryland.
8. Establish and enforce rules and regulations for the subdivision known as Ocean Pines and all persons and property therein.

(Agreed that Old Paragraph 6 should be stricken completely)

Old #8. "To acquire by gift, purchase, or other means, to own hold, enjoy, lease, operate, maintain, convey, sell, lease, transfer, mortgage, or otherwise encumber, or dedicate for public use, real or personal property in connection with the business of this Association.

-I think that this is trying to say that the Association is allowed to own property as long as it is for some "Association" type purpose. But, the way that it is written is confusing because of the "public use" aspect of it. I don't know why "public use" is in there. Owning/maintaining/managing real property is a lawful purpose of a Corporation and I am not sure why we would want to go much further. I would like some input on this one before I draft it or mess with it at all.

Old #9. "To expend the monies collected by the Association from assessments or charges, and other sums received by the Association, for the payment and discharge of all proper costs, expenses, and obligations incurred by the Association in carrying out all or any of the purposes for which the Association is formed."

This was originally my #7 but is appropriate here:

- *"The Association shall have the power to levy and collect upon the members of the Association and administer, invest, and expend on behalf of the Association the following: fees, dues, assessments, annual charges, late charges, liens, charges imposed on behalf of any governmental entity, all charges and fees allowable by law in the State of Maryland, and other funds paid to or otherwise donated to the Corporation. This power shall be fully assignable."*

Old #10. "To borrow money and give, as a security (therefore)sp, a mortgage or other security interest in any or all real or personal property owned by the Association, or a pledge of monies to be received under paragraph 7 above, and to assign and pledge its right to make assessments and charge and its right to claim a lien (therefore)sp.

- I think that this only needs to be changed to the extent that it says "The Association shall have the power to borrow money and give as a security therefore a mortgage or other security interest in any and all real or personal property owned by the association or a pledge of monies to be received under the preceding paragraph #____."

Old #11. "To do any and all lawful things and acts, and to have any and all lawful powers which a corporation organized under Maryland law may do and have, and in general to do all things necessary and proper to accomplish the foregoing purposes, including the specific power to appoint any person or corporation as its fiscal agent to collect all assessments and charges levied by the Association and to enforce the Association's liens for unpaid assessments and charges or any other lien owned by the Association.

I would just split these two.

First-

"That the Association shall have the power to appoint any person or corporation as its fiscal agent to collect all assessments, and charges levied by the Association and to enforce the Association's liens for unpaid assessments and charges or any other lien owned by the Association."

"That the Association shall have the power to do any and all lawful things and acts, and to have any and all lawful powers which a corporation organized under Maryland law may do and have and in general do all things necessary and proper to accomplish the foregoing purposes and powers, recognizing that this is not an exhaustive list and that the Association is not limited to the foregoing enumerated purposes and powers."