

**BY-LAWS AND RESOLUTIONS ADVISORY COMMITTEE
MEETING MINUTES
ADMINISTRATION BUILDING-CONFERENCE ROOM
MARCH 12, 2013**

The meeting was called to order at 9:30 am by the Chairman Jim Trummel. Present in addition to the chair was Committee member Nelson Fenwick.

No Association members were present for comment.

Charter: The chairman reviewed the status of the charter draft.

- a. The Association Counsel completed his review of the draft submitted by the Committee and returned a draft for consideration. This draft is now before the Board for its review and action. The Board has scheduled a special meeting, to be held prior to the April 24, 2013 regular meeting, for the purpose of reviewing the draft and voting to approve.
- b. The charter draft is posted on the Association website along with the current charter and an explanation of the differences between the draft and the current charter. Association members are encouraged to e-mail comments prior to April 17, 2013.
- c. One comment has been received and was reviewed by the Committee. The comment was in regard to powers of the Association. The chairman noted that the powers available to a Maryland corporation go beyond those enumerated in the charter. Section 2-103 of the Corporations and Associations Article of the Maryland Code contains general powers of a Maryland corporation that the corporation has whether or not they are set forth in its charter. Any question/comment received will be reviewed and forwarded to the Board prior to the April 24, 2013 special meeting.

Resolutions: The status of various resolutions actions was reviewed and discussed.

- a. A draft of a revised Resolution C-07 Comprehensive Planning Advisory Committee, prepared by the CPAC committee, was previously submitted to the Board. There has not been any action.
- b. Resolutions M-01 Compliance Procedures and M-04 Maintenance of Lots were submitted to the Board at the November Board meeting for Board comment regarding continuing adequacy of the resolutions. No comments have been received and the resolutions are considered to have been reviewed.
- c. The Chairman presented proposed amendments to Resolution M-06 Elections and Referendums Procedures. The proposed amendments are intended to address changes in the election procedures that occurred during the 2012 election. The proposed amendments were discussed and it was decided to submit them to the Board for review in accordance with Resolution B-01. The proposed amendments are attached to these minutes.

Committee Future: The Committee took note of the fact that a conclusion of the charter effort will bring to the end a period of about eight years in which the By-Laws have undergone a complete revision, the Book of Resolutions has been updated, and the charter also undergone a complete review. There was a discussion of what future activities are available for the Committee. No conclusions were reached and there will be further consideration of the topic.

The meeting was adjourned at 10:45 am.

Jim Trummel
Chairman

PROPOSED AMENDMENTS TO RESOLUTION M-06

1. Amend paragraph 5 (page 2) as follows:

Delete the introductory paragraph of 5 in its entirety and insert the following:

5. Candidate Applications. The process through which members qualify for a place on the ballot for the election of directors is contained in Section 5.02.

Delete sub-paragraphs 5.a and 5.b in their entirety and renumber 5.c and 5.d as 5.a and 5.b.

Reason for amending paragraph 5:

The amendment brings the resolution into compliance with the candidate application advisory of the Association Counsel dated April 4, 2012.

2. Amend paragraph 4.c of Attachment A (page A-1) as follows:

Delete sub-paragraph 4.c(2) in its entirety and insert the following:

4.c(2) Proxies, when included in voting packages, shall comply with Section 3.03. Proxies used for voting on issues included in a meeting notice shall be directed proxies. Only those proxy forms approved by vote of the Board of Directors are valid.

Delete sub-paragraph 4.c(3) in its entirety and renumber sub-paragraphs 4.c(4) through 4.c(6) to be 4.c(3) through 4.c(5).

Reason for amending paragraph 4.c:

The amendment simplifies the proxy provision. It is based on actions taken in preparation for the 2012 election. A proxy for quorum purposes was included in the voting package and was in a form approved by the Board of Directors.