

MEETING

By-Laws & Resolutions Advisory Committee July 6, 2018 East Room in Community Center

Present – Bob Hillegass, Marty Clarke, Jeff Knepper, Audrey Wahl and Jim Trummel were in attendance. Liaison Ted Moroney was not present. Having a quorum, chair Marty Clarke called the meeting to order at 12:00 PM (noon).

The agenda for the meeting was unanimously approved.

The minutes of the June 1, 2018 meeting were unanimously approved.

Public Comments: No Association members were present.

UNFINISHED BUSINESS:

M-09 Questions: A question from Director Trendic regarding director election signs posted by committee members had been previously answered.

C-Resolutions status: The status of amendments to the C-Resolutions before the Board is unclear and further consideration is deferred until after the next Board meeting.

Worcester County HOA Depository and C-Resolutions: Consideration of whether amended C-Resolutions should be filed in the HOA Depository is deferred until further action on the resolutions.

Amendments to the Authority paragraphs of B-05, B-06, F-04, and M-05: The Authority paragraphs of these resolutions have been outdated by amendments to referenced documents. The committee recommends the following amendments to Authority paragraphs:

B-05: Authority. The Charter of the Association requires Directors and officers to disclose a financial or other interest in contracts or transactions of the Association. The Charter authorizes the Board of Directors to establish committees and appoint the members of those committees. The By-Laws of the Association authorize the Board of Directors to establish conditions of employment for employees of the Association.

B-06: Authority. The Charter of the Association states that the Association may indemnify a representative of the Association, in addition to Directors and officers, in connection with a proceeding to the fullest extent of the Corporations and Associations Article of the Annotated Code of Maryland.

In addition, it is recommended that paragraph 6 of B-06 be amended to read as follows:

6. Approval of Indemnification. Indemnification shall be made only for specific proceedings and after a determination that it is permissible under the law. Indemnification shall be approved in accordance the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Association.

F-04: See comments under New Business.

M-05: Authority. The Annotated Code of General Public Laws of Maryland and The Code of Public Local Laws of Worcester County Maryland have laws defining “dangerous dogs” and dogs “running at large”, including the responsibility for apprehension of such animals.

Note: Amendments to the Authority paragraphs of resolutions throughout these minutes remove specific governing document references in order to avoid future incorrect references should the referenced document be amended in a manner that only repositions the relevant provision.

Governance documents review: The Governance Documents Review sheets were updated. The updated sheets, with changes highlighted, are attached to these minutes.

B-08: The Committee reviewed a revised draft of resolution B-08 -Director and Officer Ethics and Conduct which had been forwarded by Director Horn. Chair Marty Clark will prepare a recommended Authority paragraph generic in format, which does not reference specific By-Laws sections and send to Director Horn. Also, he will recommend that attorney review be documented by signature of the Association attorney on any draft of B-08 approved by the Board.

Jim Trummel commented that he does not consider himself to be the legal guru of the By-Laws as was mentioned at the past Board meeting.

NEW BUSINESS

F-03 Financial Reserve Accounts: The Committee received a draft of amendments to resolution F-03 Financial Reserve Accounts from the Budget and Finance Advisory Committee. The draft has not had a first reading at the Board. The Committee comments are as follows:

Amend Authority to read:

Authority. The By-Laws of the Association state that the Board shall establish appropriate reserve accounts.

Jim Trummel questioned why the resolution did not indicate that casino impact grant funds were applied to the Roads Maintenance Reserve account? Marty Clarke responded that the County had advised that the Association casino impact grant funds were not limited to Ocean Pines roads.

F-04 Delinquent Assessments: The Committee received a draft of amendments to resolution F-04 Delinquent Assessments from the Budget and Finance Advisory

Committee. The draft has not had a first reading at the Board. The Committee comments are as follows:

Amend Authority to read:

Authority. The Declarations of Restrictions of the Association and the Charter (collectively, Governing Documents) authorize the levying of an annual charge on Association members. These Governing Documents authorize the Association to collect interest from the date of delinquency of unpaid charges, to file liens that encumber real property of the members, and to use all lawful means of collecting unpaid charges, including publishing the names of delinquent lot owners and suspending their recreation/amenity privileges.

In paragraph 3.a.(4) the by date should be **October 31**.

Jim Trummel noted that paragraph 3.b only refers to foreclosure in subsequent years, but efforts to collect in subsequent years go beyond foreclosure. Also, reference is made to recommendations coming from the review meeting in paragraph 3.a(6). In the most recent review report dated March 2, 2018 the review committee indicated that its role is to review the collection process, not individual accounts. Although the draft amendment to 3.a(6) recognizes this approach, an amendment to 3.b should be considered.

The Committee unanimously approved adjournment at 2:20 PM.

Jim Trummel
Minutes Recorder

NOTE: The below highlighted areas denotes the updates/changes made at the 7/6/2018 C-04 Committee Meeting.

**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
By-Laws	8/9/2008	Aug-08	TBD	
Articles of Amendment and Restatement	9/12/2013	Sep-13	TBD	
Declaration of Restrictions				
Snow Hill Depository			Jun-18	To be reviewed at the 8/3/18 Bylaws & Resolution Committee Meeting
<i>Responsible: Board</i>				
Board Resolutions				
B-01 Book of Resolutions	9/16/2008	Dec-09	Oct-18	
<i>Responsible: Board</i>				
B-02 Rules of Order for Board Meetings	11/19/2008	Dec-08	Oct-18	
<i>Responsible: Board</i>				
B-03 Meetings of Association Members	11/19/2008	Dec-08	Oct-18	
<i>Responsible: Board</i>				
B-04 Agenda Development for Board Meetings	11/19/2008	Oct-17	Oct-18	
<i>Responsible: Board</i>				
B-05 Conflicts of Interest	11/19/2008	Dec-08	Oct-18	Pending the Ethic Motion as of the 9-29-17 Board Meeting
<i>Responsible: Board</i>				
B-06 Indemnification Policy	11/19/2008	Dec-08	Oct-18	
<i>Responsible: Board</i>				
B-07 Petitions	11/19/2008	Dec-08	Oct-18	
<i>Responsible: Board</i>				
Committee Resolutions				
C-01 Committee General	5/20/2009	May-09	Apr-19	
<i>Responsible: Board</i>				
C-02 Architectural Review Committee	12/17/2008	Apr-18	Apr-20	Consider moving this item to the M series of the resolutions at the 7/6/2018 meeting.
<i>Responsible: C-02 Chair</i>				
C-03 Budget and Finance Advisory Committee	11/19/2008	May-18	May-20	Note: No response was received from C-03 Chair regarding the request to review the C-03 Document.
<i>Responsible: C-03 Chair</i>				
C-04 By-Laws and Resolutions Advisory Committee	12/17/2008	Nov-16	Nov-19	
<i>Responsible: C-04 Chair</i>				
C-05 Clubs (Food & Beverage) Advisory Committee	12/17/2008	Dec-16	Apr-19	
<i>Responsible: C-05 Chair</i>				
C-06 Communications Advisory Committee	12/17/2008	Apr-18	Apr-20	
<i>Responsible: C-06 Chair</i>				
C-07 Strategic Plan Advisory Committee	4/24/2013	Jan-18	Jan-20	
<i>Responsible: C-07 Chair</i>				
C-08 Elections Committee	1/19/2011	Feb-17	Sep-18	Consider moving this item to the M series of the resolutions at the 7/6/2018 meeting.
<i>Responsible: C-08 Chair</i>				
C-09 Executive Council Committee	5/20/2009	Sep-17	Sep-19	
<i>Responsible: Board President</i>				
C-10 Environment and Natural Assets Advisory Committee	5/20/2009	Jan-17	Jan-19	
<i>Responsible: Chair C-10</i>				

NOTE: The below highlighted areas denotes the updates/changes made at the 7/6/2018 C-04 Committee Meeting.

**Ocean Pines Association
By-Laws and Resolution Advisory Committee**

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	3/10/2010	Oct-16	Jun-18	C-04 Board Liaison to review status with the C-11 Committee and advise the C-04 Committee at the April 6, 2018 Meeting.
C-12 Marine Activities Advisory Committee <i>Responsible: C-12 Committee Chair</i>	5/20/2009	Jul-17	Jul-19	
C-13 Recreation and Parks Advisory Committee <i>Responsible: C-13 Committee Chair</i>	6/17/2009	Mar-18	Mar-20	
C-14 Racquet Sports Advisory Committee <i>Responsible: C-14 Committee Chair</i>	9/27/2014	Jan-17	TBD	This Committee is no longer active.
C-15 Aquatics Advisory Committee <i>Responsible: C-15 Committee Chair</i>	6/17/2009	Nov-17	Nov-19	
Financial and Budgetary Resolutions				
F-01 Investment Guidelines <i>Responsible: Board</i>	3/24/2016	May-18	May-20	
F-02 Annual Budget Development <i>Responsible: Board</i>	11/19/2008	May-18	May-20	
F-03 Financial Reserve Accounts <i>Responsible: Board</i>	12/17/2008	Jul-18	Jul-20	
F-04 Delinquent Assessments <i>Responsible: Board</i>	6/17/2009	Jul-18	Jul-20	
General and Administrative Resolutions				
M-01 Compliance Procedures <i>Responsible: Board</i>	12/16/2009	Dec-09	May-18	Deferred to the 9/7/19 Bylaws & Resolution Committee Meeting
M-02 Amenity Policies <i>Responsible: Board</i>	4/30/2015	Apr-15		Placed on hold pending direction from the Board.
M-04 Maintenance of Lots <i>Responsible: Board</i>	2/17/2010	Feb-10	May-18	Deferred to the 9/7/19 Bylaws & Resolution Committee Meeting
M-05 Animal Control <i>Responsible: Board</i>	2/17/2010	May-17	May-19	
M-06 Elections and Referendums <i>Responsible: Board</i>	4/24/2013	Mar-17	Mar-19	
M-07 Bulkhead and Waterway Maintenance <i>Responsible: Board</i>	6/16/2010	Jul-17	Jul-19	
M-08 Association Manuals (Includes a Total of 8 manuals) <i>Responsible: Board</i>	7/20/2011	Nov-17	Nov-17	Architectural Review Committee Guidelines, Employee Handbook, OPA Emergency Operations Plan, OPA Financial Management Procedures Manual, OPA Financial Management Policy Manual, OPA Job Descriptions Manual, Employee Safety Manual and General Manager's Policy Instructions.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	4/29/2017	Aug-17	Aug-18	