

MEETING

By-Laws & Resolutions Advisory Committee September 7, 2018 Administration Building Small Conference Room

Present – Bob Hillegass, Marty Clarke, Audrey Wahl and Jim Trummel were in attendance. Liaison Esther Diller and outgoing Liaison Ted Moroney were present at points during the meeting. 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 July 6, 2018 meeting were unanimously approved after motion by Bob Hillegass and second by Marty Clarke.

Chairman’s remarks: The chair gave welcoming remarks to new Liaison Esther Diller.

Public Comments: No Association members were present.

UNFINISHED BUSINESS:

C Resolutions: The chair will coordinate with the committee liaison regarding getting the previously submitted resolution amendments to a second reading before the Board. It is understood from liaison that there will be an ongoing review of advisory committees regarding responsibilities, continuation of advisory committees and potential combination of advisory committees.

Governance Document Review: The status of resolutions was reviewed using the Governance Document. The current review status, including changes made at the meeting, is as indicated on the attached Governance Review document.

Resolutions B-05, B-06 and F-04: The chair will review amendments with liaison in preparation to submit to Board for a first reading.

Steen Development: Jim Trummel commented that the Steen Development on the south end of Ocean Pines is marketing townhome construction and has been doing so for several months. Trummel commented that this development was the subject of an agreement between Steen and OPA dating from 2002 in which the development would be annexed into OPA. The agreement to annex was subsequently approved by OPA members in a member’s referendum. Trummel further commented that to his knowledge there has not been a Declaration of Restrictions recorded among the land records for the development and recommended that the status of the 2002 agreement be looked into. Ted Moroney asked that he be sent available information for him to review.

NEW BUSINESS:

F-02: The Committee discussed resolution F-02 Annual Budget Development and Monitoring paragraph 6.e which states: “**e. By February 28:** The Board of Directors approves budget.” The chair made the point that this is in conflict with By-Laws 5.14(a) which states, in relevant part: “The Board shall approve a budget for the ensuing year at least forty-five (45) days prior to the beginning of the fiscal year ...”.

Marty Clarke was of the opinion that the resolution provision is in conflict with the By-Laws and should be amended. Jim Trummel expressed the opinion that “By February 28” is not in conflict with the By-Laws provision of “...at least forty-five (45) days prior...”. After discussion, Marty Clarke moved that the resolution be amended to correspond to the By-Laws and Jim Trummel seconded the motion. The question was called and the resulting vote was: Yes-1 (Clarke); No-0; Abstain-3 (Trummel, Hillegass and Wahl). The motion carried and the chair will prepare an amendment for Board first reading.

Prior to adjournment the chair commented that drafts of amendments to resolutions F-03 Financial Reserve Accounts and F-04 Delinquent Assessments had not been fully reviewed at the July Committee meeting, but would be on the agenda for review at the October meeting.

By unanimous agreement the meeting was adjourned at 2:05 pm.

Jim Trummel
Minutes Recorder

NOTE: The below highlighted areas denotes the updates/changes made at the 9/7/2018 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 <i>Responsible: Board</i>	8/9/2008	Aug-08	TBD	
Articles of Amendment and Restatement <i>Responsible: Board</i>	9/12/2013	Sep-13	TBD	
Declaration of Restrictions <i>Responsible: Board</i>				
Snow Hill Depository <i>Responsible: Board</i>			Jun-19	
Board Resolutions				
B-01 Book of Resolutions <i>Responsible: Board</i>	9/16/2008	Dec-09	Oct-18	
B-02 Rules of Order for Board Meetings <i>Responsible: Board</i>	11/19/2008	Dec-08	Oct-18	
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Dec-08	Oct-18	
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	11/19/2008	Oct-17	Oct-18	
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	Dec-08	Oct-18	Pending the Ethic Motion as of the 9-29-17 Board Meeting
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	Dec-08	Oct-18	
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Dec-08	Oct-18	
Committee Resolutions				
C-01 Committee General <i>Responsible: Board</i>	5/20/2009	May-09	Apr-19	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	12/17/2008	Apr-18	Apr-20	Consider moving this item to the M series of the resolutions at the 7/6/2018 meeting.
C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i>	11/19/2008	May-18	May-20	
C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i>	12/17/2008	Nov-16	Nov-19	
C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i>	12/17/2008	Dec-16	Apr-19	
C-06 Communications Advisory Committee <i>Responsible: C-06 Chair</i>	12/17/2008	Apr-18	Apr-20	
C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i>	4/24/2013	Jan-18	Jan-20	
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	1/19/2011	Feb-17	Sep-18	Consider moving this item to the M series of the resolutions at the 7/6/2018 meeting.
C-09 Executive Council Committee <i>Responsible: Board President</i>	5/20/2009	Sep-17	Sep-19	
C-10 Environment and Natural Assets Advisory Committee <i>Responsible: Chair C-10</i>	5/20/2009	Jan-17	Jan-19	

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**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		
M-02 Amenity Policies <i>Responsible: Board</i>	4/30/2015	Apr-15		
M-04 Maintenance of Lots <i>Responsible: Board</i>	2/17/2010	Feb-10	May-18	Deferred to the Bylaws & Resolution October 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 (<i>Includes a Total of 8 manuals</i>) <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	On hold until pending litigation is resolved.