

MEETING

By-Laws & Resolutions Advisory Committee October 5, 2018 Administration Building Small Conference Room

Present – Bob Hillegass, Marty Clarke, Jeff Knepper and Jim Trummel were in attendance. 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 September 7, 2018 meeting were approved.

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. In addition, the chair will coordinate with the committee liaison regarding first reading amendments to B-05 Conflicts of Interest, B-06 Indemnification and M-05 Animal Control. It was noted that B-05 and B-08 consider conflict of interest somewhat differently and the differences should be reconciled by the Board.

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.

F-02 Budget Development: In addition to removing reference to By-Laws Sections 5.14 and 9.04 from Authority it is recommended to amend the approval date in paragraph 6.e. It is recommended that the By February 28 date be changed to “at least 45 days prior to the beginning of the fiscal year” as stated in the By-Laws. Note: HOA Act 11B-112.2 identifies several components which must be included in the annual budget.

F-03 Financial Reserve Accounts: The committee reviewed a red line draft from the Budget and Finance Advisory Committee.

a. It was noted that paragraph 3.c references “an acquisition cost of at least \$5000” to be a replacement expenditure. The Financial Management Policies Manual and Financial Management Procedures Manual use “over \$1000” as the applicable amount.

b. The Authority paragraph should be amended to remove the specific reference to a By-Laws section. The Authority paragraph states that the By-Laws “authorizes” the Board of Directors to “establish” appropriate reserve accounts. However, Section 8.03 of the By-Laws states that the Board “shall” establish such accounts. HOA Act 11B-112.2 requires that the annual budget include information on or expenditures for reserves.

F-04 Delinquent Assessments: The committee reviewed a red line draft from the Budget and Finance Advisory Committee.

a. It is recommended that the Authority paragraph be amended to remove specific references to By-Laws sections and Charter articles.

b. The Authority reference in Declarations of Restrictions to three years is now twelve years under the Maryland Code.

c. In the Authority reference to Articles of Restatement Article SEVENTH, 7 it is recommended that this be removed in its entirety. Suspension of rights is not directly related to the Purpose of establishing a policy for the collection of delinquent annual charges and is not addressed in the implementing steps of the resolution (paragraph 3).

d. Paragraph 3.a(4) date October 30 is not the end of the month. It is suggested that it be amended to October 31.

e. Paragraph 3.a.(6) of the red line draft redefines the purpose of the March review of the annual collections process by eliminating a case by case review. However, paragraph 3.b continues a foreclosure decision being based on recommendations from a March review of properties.

NEW BUSINESS:

Officer as Chair of an Advisory Committee: Jim Trummel noted, for discussion purposes, that the chair of the Budget and Finance Advisory Committee is the Association Treasurer. The By-Laws and applicable resolutions do not prohibit an Association officer or director from being a member or chair of a committee or ad hoc advisory body. The By-Laws provide that the Board shall define the primary duties of committees. During discussion, the following comments were made:

a. Having the Treasurer, as a member of the Association management and chair of the committee, may conflict with the oversight elements of the function of the committee as documented in resolution C-03 Budget and Finance Advisory Committee.

b. It was suggested that the Board review its expectations for operation of the Budget and Finance Committee and initiate amendments to C-03 if deemed necessary.

B Resolutions, Resolution M-08 Manuals and Resolution M-04 Maintenance of Lots: These resolutions are Board responsibility and were submitted to the Board for review. No response was received and the resolutions have been listed as reviewed, with a next review date in 2020, on the Governance Review Document.

By unanimous agreement the meeting was adjourned at 2:00 pm.

Jim Trummel
Minutes Recorder

NOTE: The below highlighted areas denotes the updates/changes made at the 10/5/2018 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	Oct-18	Oct-20	
B-03 Meetings of Association Members <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-04 Agenda Development for Board Meetings <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-05 Conflicts of Interest <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-06 Indemnification Policy <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-07 Petitions <i>Responsible: Board</i>	11/19/2008	Oct-18	Oct-20	
B-08 Director Ethics & Conduct <i>Responsible: Board</i>				
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	

NOTE: The below highlighted areas denotes the updates/changes made at the 10/5/2018 C-04 Committee Meeting.

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

Governance Document	Effective	Last Review Date	Scheduled	Comments
	Date		Review Date	
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	May-18	Oct-20	
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	Oct-20	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.