

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

Present – Bob Hillegass, Marty Clarke, Jeff Knepper, Jim Trummel and Audrey Wahl 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 after the reference to resolution M-04 in Unfinished Business was corrected to read M-05.

The minutes of the November 2, 2018 meeting were unanimously approved.

PUBLIC COMMENTS: No Association members were present.

UNFINISHED BUSINESS:

C Resolutions: The Chair reported that the C Resolutions approved at the October 20, 2018 Board meeting were now in the signature cycle. However, it was noted that among the resolutions approved was resolution C-07. The amendment to this resolution had not been through the first reading. The Chair was to advise the Board president of this discrepancy.

Resolutions B-05, B-06 and M-05: A first reading of amendments to these resolutions was held at the December 1, 2018 Board meeting. The Chair will coordinate preparations for a second reading with the committee Board liaison.

2018 Committee Annual Report: The Committee Annual Report had been submitted prior to this meeting. Committee members did not have any further comments.

NEW BUSINESS:

F-03 and F-04 First Reading: These two resolutions were at first reading during the December 1, 2018 Board meeting. The committee has the following comments which will be forwarded to the Board president and the Budget and Finance Advisory Committee.

F-03 (Reserve Accounts):

a. It is recommended that the Authority paragraph be amended to a generic reference to the By-Laws rather than to a specific section reference.

b. The amendment to paragraph 3.c refers to acquisition costs of at least \$5000. This conflicts with provisions in both the Financial Management Procedures Manual and the Financial Management Policy Manual. These manuals refer to an amount of at least \$1000. Even if there is no conflict between documents, duplicating information can result in having to amend more than one document if there are any future amendments to the provision.

c. The use of “should” in the new paragraph 5.a.(4) regarding bulkhead maintenance leaves in question whether or not the provision will in fact be included in the reserve planning process.

d. It is recommended that “...approved by a two-thirds majority vote of the entire Board.” Be replaced with “...approved by the Board in accordance with the By-Laws.”

F-04 (Delinquent Assessments):

a. It is recommended that the Authority paragraph be amended to generic references to the Declarations of Restrictions an Article of Restatement. Note: Although the DR’s refer to three years for foreclosure on a lien, the Maryland Code has been revised to twelve years (Maryland Contract Lien Act).

b. The addition of an interest rate (20%) to paragraph 3.a.(1) is in conflict with section DR’s. The section DR’s authorize the Board to establish a delinquency interest rate, but do not establish a specific rate. The resolution cannot commit the Board to a specific rate.

c. It is recommended that the date in paragraph 3.a.(4) be amended to October 31, the end of the month, unless there is a specific reason to use October 30 as a lien filing date.

d. Paragraph 3.b. last sentence conflicts with the amendment to paragraph 3.a.(6). Paragraph 3.b indicates that foreclosure decisions shall be based on recommendations from the review conducted in paragraph 3.a.(6). The amendment to paragraph 3.a.(6) review eliminates the review of individual delinquencies. Paragraph 3.b only considers foreclosure in subsequent years.

Suggested Procedure Brochure: This item refers to preparing additional guidance to interested parties (committees and Board members) for the preparation of new resolutions or amendment of existing resolutions. Consideration of this topic is deferred to the next committee meeting.

GOVERNANCE DOCUMENT REVIEW: The status of resolutions was reviewed and changed where necessary. There are no outstanding review requests. The current review document, with changes made at the meeting highlighted, is attached to these minutes.

The meeting was adjourned at 3:00 PM on a unanimous vote after a motion by Bob Hillegass and second by Audrey Wahl.

Jim Trummel
Minutes Recorder

NOTE: The below highlighted areas denotes the updates/changes made at the 12/7/2018 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	Jan-18	Jan-20	
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>		Jul-18	Jul-20	
Committee Resolutions				
C-01 Committee General <i>Responsible: Board</i>	5/20/2009	Oct-18	Oct-20	
C-02 Architectural Review Committee <i>Responsible: C-02 Chair</i>	12/17/2008	Apr-18	Apr-20	
C-03 Budget and Finance Advisory Committee <i>Responsible: C-03 Chair</i>	11/19/2008	Oct-18	Oct-20	
C-04 By-Laws and Resolutions Advisory Committee <i>Responsible: C-04 Chair</i>	12/17/2008	Oct-18	Oct-20	
C-05 Clubs (Food & Beverage) Advisory Committee <i>Responsible: C-05 Chair</i>	12/17/2008	Oct-18	Oct-20	
C-06 Communications Advisory Committee <i>Responsible: C-06 Chair</i>	12/17/2008	Oct-18	Oct-20	
C-07 Strategic Plan Advisory Committee <i>Responsible: C-07 Chair</i>	4/24/2013	Oct-18	TBD	
C-08 Elections Committee <i>Responsible: C-08 Chair</i>	1/19/2011	Oct-18	Oct-20	
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	

UPDATED COPY - For review at the next C-04 By-Laws Resolutions Advisory Committee Meeting in 2019. Next meeting date to be determined.

NOTE: The below highlighted areas denotes the updates/changes made at the 12/7/2018 C-04 Committee Meeting.

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

Governance Document	Effective Date	Last Review Date	Scheduled Review Date	Comments
C-11 Golf Advisory Committee <i>Responsible: C-11 Committee Chair</i>	3/10/2010	Oct-18	Oct-20	
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	Oct-18	Oct-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	Oct-18	Oct-20	
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>Architectural Review Committee Guidelines, Employee Handbook, OPA Emergency Operations Plan, OPA Financial Management Procedures Manual, OPA Financial Management Policy Manual, OPA Job Descriptions Manual, Employees Safety Manual, and the General Manager's Policy Instructions.</i> <i>Responsible: Board</i>	7/20/2011	Nov-17	Oct-20	Board of Directors is currently working to simplify the language and shorten the content of the Employees Handbook. The status of the remaining manuals is unknown as of the C-04 Committee Meeting on 11/2/18.
M-09 Search Committee <i>Responsible: Committee Chair, GM and Board</i>	4/29/2017	Aug-17	Aug-18	

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