Procedures for Introducing, Approving, Maintaining, and Repealing Resolutions of the Board of Directors

Table of Contents

Procedures.pdf .................................................................................................................................................. 2
Format.pdf .................................................................................................................................................... 6
Cover and Signature Sheet.pdf .................................................................................................................... 8
Policy Resolution Flow Chart.pdf .............................................................................................................. 10
Non-Policy Resolutions Flow Chart.pdf ................................................................................................... 11
WHEREAS, Article 9, of the Articles of Incorporation states, “The affairs of this Association shall be managed by a Board (of Directors)...” and

WHEREAS, Article 7, Section 7.1 (c) of the Bylaws states the Board of Directors shall have the power to “exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Community Constitution; and

WHEREAS, Article 7, Section 7.2 (a) of the Bylaws states it shall be the duty of the Board of Directors to “cause to be kept a complete record of all its acts and corporate affairs...”; and

WHEREAS, there is a need for the Board of Directors to keep a record of the actions and decisions taken in the performance of its duties in addition to posting the approved documents on the Association’s website; and

WHEREAS, motions were made, seconded and unanimously approved by the Board of Directors at its meeting of July 23, 2007 “to create a Book of Resolutions” and to “accept the Book of Resolutions as the index stands”;

NOW, THEREFORE, BE IT RESOLVED THAT a Book of Resolutions be created containing copies of the governing policies and procedures adopted by the Board of Directors arranged in an orderly and indexed system as set forth below and that procedures be established for introducing, approving, maintaining, and repealing resolutions of the Board.

1. **Classification of Resolutions.** Resolutions adopted by the Board of Directors shall be classified as follows:
   a. **Policy Resolutions.** (P) Resolutions that affect owners’ rights and obligations.
   b. **Administrative Resolutions** (A). Resolutions that address the internal operations of the Association (For example: operating procedures, collection procedures and where board meetings will be held).
   c. **Special Resolutions** (S). Resolutions that apply a policy or rule to an individual situation. (For example: a decision about an alleged rule violation or authorization of a lawsuit).
   d. **General Resolutions** (G). Resolutions which involve routine events (For example: adoption of the annual budget or approval of a contract).

2. **Book of Resolutions Format.** The Book of Resolutions shall contain a section for each of the classifications listed in paragraph 1. Each Resolution shall contain the effective date of the Resolution and the date of the latest revision. When a Board Resolution is repealed in its entirety, the number and title of the Resolution shall remain in the index of the Book of Resolutions with the date of repeal. Resolutions that are superseded and are no longer in effect shall be retained separately for historical and legal purposes.

3. **Resolution Format.** Resolutions to be considered by the Board should be drafted in a standard format following the attached format guide and example (See Attachment 1).
4. **Procedures for Introducing, Approving, and Repealing Resolutions**

a. **Policy Resolutions**

- **Notice and First Consideration.** The Board of Directors shall make a good faith effort to provide each Member with at least thirty (30) days prior notice of a proposed Community Code or Rule. To this end, a proposed Policy Resolution, including amendment to or the repeal of an existing Resolution, shall require consideration by the Board of Directors during at least two open meetings of the Board. The proposal shall appear on the agenda of each meeting of the Board of Directors at which it is to be considered. Copies of the proposal shall be distributed to each member of the Board of Directors and to the Parke at Ocean Pines Community Association, Inc. in the board packet that is released to Board members and the membership before each meeting. Member comments on the proposal will be accepted during the open forum section of any Board meeting at which the proposal is on the agenda. The Board may make revisions to the proposed Resolution at the first meeting at which it is considered, or at any subsequent meeting, but the proposed Resolution cannot be adopted at the first meeting at which it is considered. After the first consideration the proposed Policy Resolution will be posted for residents’ comment. The comment period will be at least two weeks in duration.

- **Adoption.** At any open meeting of the Board of Directors subsequent to the first meeting at which a proposed Policy Resolution has been introduced, the Board may adopt the Resolution, including amendments duly proposed and voted on, provided the proposed Resolution is included in the published agenda and public comments are permitted before the Resolution is acted upon.

- **Effective Date.** Any Policy Resolution requires a minimum of 30 days after adoption before it can become final and binding upon members. The passage of 30 days will allow members to exercise their right to call a meeting and disapprove the Resolution.

- **Certification and Filing.** After the adoption of a Resolution, if the Board directs the Resolution to be filed with the Clerk of Records in the County Records Depository, the General Manager will attach a certification statement (see attachment 2) to the adopted Resolution. The President or Secretary will sign the statement and the signature will be notarized. The signed and notarized certification statement should be completed by the effective date of the Resolution and the certified Resolution shall be filed in the Depository without undue delay.

b. **Administrative, Special and General Resolutions**

- **Notice.** Copies of a proposed Administrative, Special or General Resolution shall be distributed to each member of the Board of Directors at least 48 hours in advance and made available to The Parke at Ocean Pines Community Association, Inc. members with the notice of the agenda that is released to the membership before each meeting.

- **Adoption.** Such Resolutions may be considered and adopted with or without amendments provided the proposed Resolution is included in the published agenda and public comments are permitted in an open forum before the Resolution is acted upon.

- **Effective Date.** An Administrative, Special or General Resolution will become effective upon passage by the majority of Directors present at a meeting at which there is a quorum.

- **Filing.** After the approval of the Resolution the President and Secretary will sign the approved Resolution.

c. **Adoption by the Board of Directors.** If a proposed Resolution or action on an existing Resolution is adopted, it shall be properly signed and then recorded in the Board Minutes. Utilizing the monthly “Board Highlights” the Secretary of the Association shall provide the Association members a summary of the action taken by the Board of Directors and the effect of such action.
d. **Filing of the Resolution.** After a Resolution becomes final, it shall be filed in the Book of Resolutions maintained by the Secretary of the Association and posted on the Association’s website.

e. **Process Flow Charts.** Attachment 3 and Attachment 4 are flow charts mapping the procedures for introducing, approving, and repeating Policy Resolutions and for Administrative, Special and General Resolutions respectively.

5. **Required Action.** The General Manager will have the responsibility for ensuring that any action required by the passage of the Resolution will be communicated to affected parties and placed into action.

6. **General.**

   a. **Amendment.** Any provision set forth in this Book of Resolutions may be altered, modified, or revoked at any time by a resolution of the Board of Directors following the procedures for adopting that resolution. All amended resolutions shall be filed in the Book of Resolutions maintained by the Secretary of the Association and posted on the Association’s website.

   b. **Compliance.** All Members, Residents, their family members, guests, invitees, employees, and tenants shall comply with the provisions of the Book of Resolutions.

   c. **Consistency.** The Board of Directors is responsible for the periodic review of all Resolutions in the Book of Resolutions. The Covenants Committee shall assist the Board by reviewing all Resolutions and any changes to existing Resolutions for consistency with the Association’s Declarations of Restrictions, By-laws, Articles of Incorporation, and applicable OPA governing documents or Maryland law.

   d. **Duration.** Unless specified in the Resolution, Resolutions remain in effect until repealed or amended. Any Resolution due to expire shall be brought to the Board of Directors by the Secretary for consideration. If, at the meeting when the expiring Resolution is reviewed, there is a need for continuance of the action and there are no proposed amendments of a substantive nature, the Board of Directors may re-adopt the Resolution.

   e. **Enforcement.** The Association or any Member shall have the right to enforce, by any proceeding at law or in equity, all provisions of the Book of Resolutions. Also, any resident shall have the right to request the Association to enforce all provisions of the Book of Resolutions. Failure to enforce any of the provisions shall not waive any rights to do so at some other time. A waiver must be authorized in writing by the Board and shall be limited to the particular provision being waived.

   f. **Inspection.** A copy of the Book of Resolutions shall be maintained in the Association offices and be available to any member of the Association or the duly authorized agent of such member at any reasonable time. A reasonable fee may be charged for providing copies. Copies of Resolutions will also be made available on the Association website.

   g. **Legal Review.** Legal review of proposed Resolutions or amendments thereto is not required before adoption by the Board of Directors. The General Manager and/or the Covenants Committee may recommend that the advice of Counsel be obtained prior to Board action on a Resolution.

   h. **Remedies available.** The remedies set forth in the Book of Resolutions shall be in addition to all other remedies whether available at law or in equity, and all such remedies, whether or not set forth in the Book of Resolutions, shall be cumulative and do not exclude any other statutory or judicial remedies.

   i. **Responsibility.** The Secretary shall be responsible for maintaining the Book of Resolutions and providing Members notice of any additions or changes.
j. **Severability.** The invalidity of any part of the Book of Resolutions shall not impair or affect in any manner the validity, enforceability or effect of the balance of the Book of Resolutions.

k. **Violation of other laws.** All Federal, State, or Local statutes and regulations pertaining to the ownership, occupation or use of this Association are applicable to all Members, Residents, their family members, guests, invitees, employees, and tenants and may, at the discretion of the Board, be enforced under the Book of Resolutions.

APPROVED – The Parke Board of Directors at the meeting of the Board held on 05/06/2015.
Sample Resolution

The Parke at Ocean Pines
Community Association, Inc.

RESOLUTION NUMBER YYYYMMDD

Title of Resolution
Book of Resolutions Reference Number, e.g. P-01

WHEREAS, Article 9, of the Articles of Incorporation states, “The affairs of this Association shall be managed by a Board (of Directors)...” and,

WHEREAS, Article 7, Section 7.1 (c) of the Bylaws states the Board of Directors shall have the power to “exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Community Constitution; and,

WHEREAS, the Board of Directors wishes to establish standards for the operation and governance of the Association that serve as guiding principles for both volunteer leaders and members of the Association; and,

WHEREAS, the Board has determined that it is in the best interests of the Association and the Association's members to adopt Title of Resolution

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby adopts Title of Resolution, as a guide to the relationship between the Association and its members.

Body of Policy
ON LAST PAGE OF RESOLUTION -

FOR ADMINISTRATIVE, SPECIAL AND GENERAL RESOLUTION INCLUDE THE FOLLOWING CERTIFICATION STATEMENT –

Supersedes (name) Policy approved by the Board of Directors on (date)

Approved by The Parke Board of Directors at the meeting of the Board held on (date),

____________________________________  _____________________________
President                                      Date

____________________________________  _____________________________
Secretary                                     Date

FOR POLICY RESOLUTIONS --

Attach the Certification Statement and take appropriate action and add the two following statements to the last page of the Resolution

Supersedes (name) Policy approved by the Board of Directors on (date)

Approved by The Parke Board of Directors at the meeting of the Board held on (date).

ADDITIONAL Formatting INFORMATION

The Resolution Number is the year month day that the resolution is approved by the board. If more than one resolution is approved on the same date, starting with an A, add an alpha letter after the day.

The document should be a Word Document and for ease in editing and revising it is important to be consistent with the Page Layout.

Margins – Normal – 1 inch top/bottom right/left

Alignment - Left Justified

Font Calibri (Body) 11

Spacing – single

Body of policy should be in traditional Outline format with 2 space indentation when required.

Footer page # of # -bottom right hand corner
THE PARKE AT OCEAN PINES
COMMUNITY ASSOCIATION, INC.

Policy Resolution Number YYYYYMDD
TITLE OF RESOLUTION

THIS POLICY RESOLUTION YYYYYMDD, RESOLUTION NAME is made, effective as of (DATE) by THE PARKE AT OCEAN PINES COMMUNITY ASSOCIATION, INC. (“Association”).

RECITALS

A. Whereas, The Parke at Ocean Pines Community Association, Inc. is a Maryland non-stock corporation located in Worcester County, Maryland; and

B. Whereas, the Bylaws of The Parke at Ocean Pines Community Association, Inc. were adopted pursuant to the Parke at Ocean Pines Community Constitution recorded among the Land Records for Worcester County, Maryland, on April 10, 2000 at Liber 2837, Folio 295, et seq.; and

C. Whereas, the Board of Directors approved the Policy Resolution No. YYYYYMDD, RESOLUTION NAME, during an open Board of Directors Meeting held on (DATE).

NOW, THEREFORE, the policy is hereby adopted as follows:

See adopted Policy Resolution No. YYYYYMDD, RESOLUTION NAME attached hereto.
CERTIFICATION

I, NAME, hereby certify that I am the President of The Parke at Ocean Pines Community Association, Inc., that I am authorized to make this certificate, and that the foregoing Policy Resolution YYYYMMDD of The Parke at Ocean Pines Community Association, Inc. was approved by a majority of the Board of Directors at a regularly scheduled Board of Directors meeting of the Association in accordance with the Bylaws.

The Parke at Ocean Pines Community Association, Inc.

By: ____________________________________________

President

State of Maryland ) ss:

I, a Notary Public in and for the State of Maryland, do hereby certify, that on this day of , 20 , the President of the Parke at Ocean Pines Community Association, Inc. personally appeared before me in said State, such person being personally well-known to me as, or proved by the oath of credible witnesses to be, the person who signed the foregoing instrument as President and attorney-in-fact for the Parke at Ocean Pines Community Association, Inc. and acknowledged the foregoing instrument to be his act and deed, on behalf of the Parke at Ocean Pines Community Association, Inc.

[Seal]

Notary Public

My commission expires:
Explanatory Note:

Time from First Notice to Final Adoption must be at least thirty (30) days.

Provision is made for residents to comment at Board meetings and via posting on the website between the time of First Notice and when the Proposed Resolution appears as new Business.

If Resolution does not pass nor pass as amended, the Board will decide on subsequent action, if any, e.g. refer to committee, solicit more comments, or any other action the Board deems appropriate.
Explanatory Note:

Residents may comment during the open forum at the beginning of the Board meeting.

If Resolution does not pass nor pass as amended, the Board will decide on subsequent action, if any, e.g. refer to committee, solicit more comments, or any other action the Board deems appropriate.