

Orleans Conservation Trust
Trust Policies and Procedures

Approved 1-13-15

These Policies and Procedures, established and periodically amended by the Board of Trustees of the Orleans Conservation Trust (“OCT” or “the Trust”), are intended to codify and clarify the organization of the Trust and the operational procedures to be followed by the Trustees in carrying out their responsibilities as required by the Declaration of Trust dated April 18, 1970 and as subsequently amended.

These Policies and Procedures shall remain in effect until amended or revoked by the Trustees.

Section 1. Offices of the Trust

The principal office of the Trust shall be located in the Town of Orleans, Massachusetts at an address designated by the Trustees.

A mailing address, local telephone number and email address will be established and maintained to facilitate communication within the Board, with Trust members and with the general public.

The Director of the Trust shall serve as an ex-officio non-voting member of all committees.

Section I: Duties of Officers

President

The President shall be the chief executive officer of the Trust and shall preside at all meetings of the Members and Board of Trustees.

He or she shall appoint the Chair of all such committees as the Board of Trustees deems necessary for the proper operation of the Trust and shall be an ex-officio member of all committees, except Nominating. He or she shall perform such duties as usually pertain to such office or as may be assigned to him or her from time to time by the Board of Trustees. He/she, a designated alternative, or the

Treasurer shall receive all monies due or belonging to the Trust, sign all notes authorized by the Board of Trustees, and sign checks drawn on funds of the Trust.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall preside at all meetings of the Members and Board of Trustees, and shall perform other such duties as may be requested by the Board of Trustees. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time-to-time may be assigned by the President or the Board of Trustees.

Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Trust; receive and give receipts for monies due and payable to the Trust from any source whatever, and deposit all such monies in the name of the Trust in such banks, trust companies, or other depositories as shall be approved by resolution of the Board of Trustees, and he/she shall in general perform all the duties ordinarily incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees. He/she, in collaboration with the President, may designate another Board member or Trust employee to perform some of these administrative tasks.

ADD: The Treasurer shall also be responsible for assuring that all federal, state and local financial reports and forms required to be completed by the Trust are filed and shared with the Board in a timely fashion.

Clerk/Secretary

WITH: The Clerk/Secretary, with the help of professional assistance as needed, shall keep the minutes of the meetings of the Board of Trustees, circulate the minutes to the Board for subsequent approval by the Board, make corrections as appropriate, and file the minutes for future reverence. The Clerk shall also see

that all notices are duly given and documents are recorded on a timely basis with the Barnstable County Registry of Deeds and the Barnstable Land Registry District in accordance with the provisions of the Declaration of Trust, or as required by law. He/she shall be custodian of the Trust records, including a register of the post office addresses of each member and donor, and in general perform the duties ordinarily incidental to the office of Clerk and such other duties as from time to time may be assigned by the President or the Board of Trustees.

Section 3. Committees

The Board of Trustees shall authorize such committees as it deems necessary and define the charges thereof. The President shall appoint Trustees as chairs, and committee assignments will be made by the President in consultation with the committee chairs, and considering the preferences of the Trustees. Members of each committee will serve through the next Annual Meeting.

All committee appointments must be approved by the Board of Trustees, and in certain cases, the President, in consultation with the chair, may appoint specially qualified persons to serve on any committee. Any vacancies during the year shall be filled by appointment by the President for the balance of the term.

Each committee shall have at least three members, and a majority of the whole committee shall constitute a quorum, and the act of the majority of members present at a meeting at which a quorum is present shall be the act of the committee. Committee meetings, except the Nominating Committee, shall be open to any Trustee with the prior consent of the chair. Committees shall meet as deemed necessary by their chair.

Meetings of committees and of the Board may be held by telephone conference so long as all members of the committee or Board participating in the meeting can hear each other. Participating in a meeting by telephone shall constitute a presence at the meeting.

The committee chair shall report back to the Board on committee proceedings and any topics requiring Board input or action.

Other Committees may be formed, as required, to help support day-to-day or periodic operations of the Trust.

Section 4: Standing Committees

Finance and Investment Committee

The Finance and Investment Committee include the Treasurer and at least two other non-officer members of the Board of Trustees. The primary responsibility of this committee is to oversee the investment of all funds held by the Trust for whatever purpose, and provide oversight for the preparation of the annual budget and on-going monitoring of budget-to-actual performance during the fiscal year. The committee is responsible for overseeing major expenditures and for allocating the use of financial assets.

Nominating Committee

The Nominating Committee, following the process outlined in the Declaration of Trust, shall be responsible for all aspects of the nomination and election process of Trustees. Further direction for the nominating and election process can be found in the Trustees' policy on *Nomination, Vetting and Election of Trustees*.

Fundraising and Membership Committee

The Fundraising and Membership Committee shall be responsible for all fundraising and membership initiatives in support of the work of the OCT, including input and guidance into development of the membership and annual fund appeals, direct mail, personal solicitation and events. Additionally, the Committee will help plan and implement other campaigns to solicit funds from OCT members, corporations, foundations and community members, and to monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

Governance Committee

The Governance Committee leads the Board in periodically reviewing and updating the Board's statements of its roles and areas of responsibility, including recommendations related to the Declaration of Trust and Policies and Procedures. Moreover, they shall conduct an orientation program for new Trustees, evaluate Trustee and Committee performance, recognize exceptional Trustee service, and recommend to the Board the dismissal of Trustees, should it ever become necessary.

Land Acquisition and Management Committee

The Land Acquisition and Management Committee shall be responsible for the oversight and guidance in all land acquisition and in the management of lands acquired, including consideration of the parcel's size, location, access, and any resource values in making recommendations to the Board relative to acquiring or managing a property already held by the Trust.

The committee, in conjunction with the Fundraising and Membership Committee, will assist in developing an appropriate plan for acquisition of new properties that require financing.

Communications and Marketing Committee

The Communications and Marketing Committee shall direct the overall comprehensive marketing and communications strategy for OCT, including overseeing a consistent and active communications program for all stakeholders. The committee will contribute expertise to assist staff in developing communication vehicles and initiatives, including web presences such as electronic/social media, newsletter, public relations, website and printed materials.

Personnel Committee

The functions of the Personnel Committee include drafting and/or revising personnel policies for board approval, reviewing job descriptions, establishing a salary structure, and annually reviewing staff salaries, and reviewing the benefits package.

Section 4. Other Board-Level Considerations

Legal Counsel and Other External Advisors

As noted in the Declaration of Trust (Article VI), the Board of Trustees has the power to “obtain advice of counsel and to rely thereon, and to employ such other persons, agents, brokers, managers, accountants, or advisors as they may deem advisable.”

Under normal circumstances, initial contact with any such external advisors would be made by the President by resolution and approval by two-thirds (2/3) majority vote of the Trustees in office. On-going relationships, such as with a tax accountant or an investment advisor, would not need prior approval unless warranted by circumstances.

Section 5. Other Relevant Policies and Procedures

The Board shall adopt other individual Policies and Procedures relevant to the smooth operation of the Trust. Current individual Policies and Procedures and their approval dates are:

Cash Receipts and Disbursements Procedures	App. 10/30/13
Conflict of Interest Policy	App. 6/12/14
Conservation Restriction Amendment Policy	App. 8/20/08
Document Retention and Destruction Policy	App. 10/30/13
Endowment Fund Policy	App. 2/21/13
Investment Policy	App. 4/17/13
Investment Procedures + Amendment	App. 10/30/13
Memorial Benches, Rocks and Trees Policy	App. 1/19/12
Nominating, Vetting And Election of Trustees Policy	App. 1/13/15
Retirement, Resignation, Removal & Replacement Policy	App. 3/27/14
Vistas and Vegetation Policy	App. 7/14/00
Whistleblower Policy	App. 10/30/13