

**OCT Declaration of Trust - Article V
with Summary of Member Comments - May/August 2014**

Article V- Meetings of the Members of the Trust		
Original Article V - Mtgs of Members	Revised Article V - Mtgs of Members	Considerations
There shall be an Annual Meeting of the Members of the Trust during each calendar year beginning with the year 1971, at such time and at such place as the Trustees shall determine, for the purpose of electing Trustees hereunder.	<u>Meetings of the Members of the Trust:</u> An Annual Meeting of the Trust shall be held each year at a time and place determined by the Board of Trustees.	<ul style="list-style-type: none"> • Are there other means for the Board to poll members on certain issues (beyond the Annual Meeting and Special Meetings)? Suggestion that Board consider using electronic capabilities for polling members on appropriate issues/topics. • Seems that Annual Meetings are the only times that members can communicate with the Board; suggestions from members should be allowable and desirable.
At each such Annual Meeting, the Members shall elect or re-elect by ballot by majority vote individuals to act as Trustees for those whose terms of office expire at that meeting. Each such new or re-elected Trustee shall serve for a term to expire at the third Annual Meeting of the Members after the meeting at which the Trustee is elected or re-elected.		
There shall be as many Special Meetings of the Members of the Trust as the Trustees shall determine, but the Trustees shall call a Special Meeting when requested by ten or more Members. At such meetings, the Members may advise the Trustees on questions of policy or on any other such matters placed before them by the Trustees, and may take such other action as is permitted them under this instrument.	A Special Meeting of the Trust may be scheduled if requested by either (i) A resolution of a majority of the Board of Trustees, or (ii) A written request for a Special Meeting signed by at least 25 members of the Trust. The Special Meeting called under (ii) above should be scheduled so as to provide a reasonable amount of time for the Trustees and those who requested the meeting to prepare for a productive meeting, but generally should be set no later than six (6) months from the date of the request.	<ul style="list-style-type: none"> • Length of time before a requested Special Meeting is held is too long – suggest changing from 6 months to 4 months.
A written notice stating the place, day, hour and purpose of each Meeting of the Members of the Trust shall be mailed to each Member at his or her address appearing on the records of the Trust at least ten (10) days before the date of such meeting.	<u>Notification:</u> Notice of all meetings of the Members of the Trust and any matters to be voted upon shall be sent to all Members at least 30 days prior to the meeting. The meetings shall also be publicly advertised.	<ul style="list-style-type: none"> • Suggestion for “Written notice of all meetings of the Member of the Trust...” • Group suggestion that public advertisement be no later than 10 days prior to the meeting
Members at any such meeting may vote in person or by proxy.	All Trust members may vote in person at the meeting or by absentee ballot on any and all resolutions to be voted on, including the election of Trustees.	<ul style="list-style-type: none"> • Group suggestion – in line with suggested changes to Article III – add to the end of the sentence “... including the election of Trustees and the members of the Nominating Committee.”

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	<p><u>Treasurer's Report:</u> The Annual Meeting will also include an annual report by the Treasurer.</p>	
<p>A quorum at any Meeting of the Members of the Trust shall consist of one-third of the Members qualified, and present in person or by proxy.</p>	<p><u>Quorum:</u> A quorum of the membership is required to conduct official business at any meeting of the Members of the Trust called by the Board. A Member shall be considered a Voting Member by participating at the meeting in person or by valid quorum proxy/ absentee ballot. Only Voting Members shall be counted toward the quorum. For purposes of this Article, a quorum shall be met if the number of Voting Members is equal to or greater than the lesser of 15% of all Members qualified to vote, or 110.</p>	<ul style="list-style-type: none"> • Quorum should probably be 10% rather than 15% but 110 is OK • Amend quorum to be 150. • Town Meeting quorum is 5%; concern that 110 for OCT quorum w/be too high. • Need to confirm who is a member before we determine appropriate quorum. • Group suggestion – “Only Members in attendance shall be counted toward the quorum.” Then “a quorum shall be met if the number of Members in attendance is equal to or greater than the lesser of 10% of the Members qualified to vote of 90 members.” • Caution not to lower quorum requirements beyond proposed changes – all organizations have a “silent majority”. Enabling a small group of active members to formulate policies and procedures or change Board representation can only be deemed as negative for the OCT.
	<p>Before calling a meeting of the Members to order, the Clerk shall verify the number of Voting Members, as defined above. If a quorum is not achieved, an informal meeting may proceed, but no official business or voting may be conducted. A different quorum is required under Articles X and XI for other voting purposes. See the respective Articles for specific quorum requirements.</p>	<ul style="list-style-type: none"> • Would be helpful to have OCT President “declare the quorum” when the Annual Meeting (or Special Meeting) begins. • Group suggestion – in concert with view expressed above, Clerk counts members in attendance to determine quorum.
	<p><u>Voting:</u> As defined in Article IV, Members of the Trust may vote in person at the meeting or by quorum proxy / absentee ballot. Members shall be afforded the opportunity to cast an absentee ballot on any and all resolutions to be voted on at any duly called meeting of Members to elect Trustees or any any Special Meeting, except as provided for in Articles X and XI. A simple majority of those voting shall be required to elect new Trustees.</p>	<ul style="list-style-type: none"> • Group suggestion – adds reference to election of Nominating Committee at Annual Meeting (in keeping w/ earlier suggestion). • Group suggestion also to allow voting between meetings by U.S. Mail or email (reference is to email, not electronic ballots). • Group suggestion – “Signed absentee ballots shall be valid only when they have been validated by the Nominating Committee and in a timeframe that allows the meeting to proceed as scheduled.”

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	<p>A proxy shall be valid for quorum purposes only when said proxy is accompanied by a completed absentee ballot and an absentee ballot shall be valid only when accompanied by a completed quorum proxy. In order to count toward the quorum and the vote, quorum proxy / absentee ballots must be received by the Orleans Conservation Trust for validation no later than the posted deadline for receipt of completed quorum proxy / absentee ballots for the Members' meeting.</p>	<ul style="list-style-type: none"> • Section on proxies is unclear and unacceptable. A proxy is a proxy. When a person trust you with his or her proxy, he or she knows that you know how he or she want you to vote for known issues as well as unexpected matters that may surface. If there is concern that people may claim they hold proxies when they don't, OCT could ask members who will be away to inform OCT of designated proxies ahead of time. Suggest reverting to original DOT language. • Should clarify limitations on proxy voting since they are only valid on items that have not been amended during the meeting. Will proxies be tied to specific votes – or “any” voting? • Clarification regarding purpose/use of proxies (ie, voting for Trustee candidates, voting for amendments to DOT, being “counted” as “present” at Annual Meeting) • Far too restrictive if members can't “nominate from the floor” (if proxies are tied to specific votes and not open to any voting at the meeting itself) • Proxy votes don't take into account “new business”
	<p>Further guidance regarding voting procedures and the planning for and conduct of the Annual Meeting and any Special Meetings is outlined in the Board's Policies & Procedures.</p>	<ul style="list-style-type: none"> • Do we follow “Roberts Rules of Order” (for the conduct of Annual or Special Meetings)?
<p><u>9/1/1977 Amendment (Barnstable County Registry of Deeds Book 2585, Page 227):</u> Each of such new or re-elected Trustee shall serve for a term to expire at the third Annual Meeting of the Members after the meeting at which such Trustee is elected, except for two of the additional Trustees who are being elected in the year 1977 who in that year shall be elected for terms of one year and two years respectively.</p>		