

<u>Original Article III</u>	<u>Revised/Draft Article III</u>	<u>Considerations</u>
<b><u>ORIGINAL ARTICLE III – TENURE OF OFFICE OF THE TRUSTEES</u></b>	<b><u>REVISED ARTICLE III – TENURE OF OFFICE OF THE TRUSTEES</u></b>	
<p>The Trustees hereunder shall hold office until their successors are duly elected or appointed and qualified as hereinafter provided. Only persons who are residents of or owners of real property in the Town of Orleans shall be eligible to hold the office of Trustee. Any Trustee who ceases to be such a resident or owner shall cease to be a Trustee hereunder provided that no person shall be deemed to have notice of such a change of residence or ownership unless a certificate of such change shall be recorded with said Barnstable Registry of Deeds. Any Trustee may resign by written instrument signed and acknowledged by such Trustee and duly recorded with said Deeds. If a Trustee shall die, resign or for any other reason cease to be a Trustee hereunder before his term of office expires a successor may be appointed by the remaining Trustees to fill such vacancy provided that in each case the said appointment and the acceptance in writing by the Trustee appointed are so recorded. No such appointment shall be required so long as there are two Trustees in office. Upon the appointment or election of any succeeding Trustee and the recording of such appointment or a certificate of such election the title to the trust estate shall thereupon and without the necessity of any conveyance be vested in said succeeding Trustee jointly with the remaining Trustee or Trustees. Reference to the Trustee shall mean the Trustee</p>	<p><b><i>Eligibility to Serve as a Trustee</i></b> : Trustees must be residents or owners of real property in the Town of Orleans. For the purposes of this Article, a Trustee shall be considered an owner of real property held in the name of the Trustee’s spouse or held by the Trustee’s family trust.</p>	<ul style="list-style-type: none"> <li>• Some suggested need to clarify process if/when trustee is no longer eligible to be a trustee.</li> </ul>
<p>or Trustees for the time being hereunder. Of the original Trustees Malcolm M. Dickinson and Osborne Earle shall hold office until the annual meeting of the Members of the Trust in 1971, Reginald L. Higgins and Malcolm R. Hobbs shall hold office until the annual meeting in 1972, and Arthur B. Nichols, Laurin C. Peterson and Orin Tovrov shall hold office until such annual meeting in 1973.</p>		

	<p><b>Tenure of Office</b> : Trustees are elected for terms of one, two or three years at the Annual Meeting and may be elected for up to four (4) three-year terms, or a maximum of twelve (12) years. Any incumbent Trustees as of the date of the filing of the Amendment and Restatement of this Declaration of Trust with the Barnstable County Registry of Deeds whose years of service exceed these new limits may continue to serve as Trustees through the end of their current terms. Trustees' terms shall be staggered so that approximately one-third of the terms expire each year. Trustees shall hold office until their successors are duly elected or appointed.</p>	<ul style="list-style-type: none"> <li>• Some pros and cons regarding "term limits" (turnover can be good);</li> <li>• Some suggest 3 3-yr terms;</li> <li>• Others ok with 4 3-yr terms;</li> <li>• Some suggest ok to come back after a "break".</li> </ul>
<p><u>09/01/1977 AMENDMENT</u>  <i>Barnstable County Registry of Deeds Book 2585, Book 227</i></p>	<p><b>Election of Officers</b> : The Officers of the Trust are elected annually by the Trustees in accordance with the Policies &amp; Procedures established and maintained by the Board of Trustees (see Article VI).</p>	<ul style="list-style-type: none"> <li>• One suggestion includes info similar to "Rules of Procedure" re specific Officers to be elected;</li> <li>• Election s/be at the Annual Meeting or asap afterwards; only 1 office/person .</li> </ul>

	<p><b><i>Nomination and Election of Trustees :</i></b> There shall be at least five (5) and not more than thirteen (13) Trustees. Trustees shall be elected or re-elected at a duly called meeting of the Members. At the meeting for the election of Trustees, the candidates recommended by the Nominating Committee and approved by the Board shall be presented to the meeting by the Board of Trustees. The nomination and election of Trustees shall be governed by the Policies &amp; Procedures established and maintained by the Board of Trustees. These Policies &amp; Procedures include the nomination and election of Trustee candidates by Members of the Trust.</p>	<ul style="list-style-type: none"> <li>• Some concerns re 5 Trustees as too few (not understanding that there is no intention to go that low); some suggest minimum 7 or 9 or 11; max of 15 or more; or max set annually by members at Annual Meeting.</li> <li>• Some looking for "independent" Nom Comm; others ok w/ some Board members on Nom Comm (to clarify needs).</li> <li>• One suggestion very specific re composition of Nom Comm.</li> <li>• Another suggestion to remove Board approval of Nom Comm slate before it goes to members vote; members then elect slate or individual candidates from this list.</li> <li>• Some looking for candidate nominations separate from Nom Com (ahead of Annual Mtg, or from floor)</li> <li>• Others against noms from floor.</li> <li>• One suggestion: each member can nominate one candidate for Nom Comm and 1 for Trustee; much detail about Trustee election process (suggested to be in DOT instead of Pols &amp; Procs).</li> <li>• With regard to ballots: typical that absentee ballots have "cloak of confidentiality"; votes s/be counted privately - not known to those on Board (yet at earlier Annual Meetings, voting was by show of hands?).</li> <li>• Trustees s/be elected by members (not Trustees).</li> <li>• Consider geographic distribution of Trustees when considering candidates.</li> <li>• How best to consider sitting Trustees as candidates vs new ones?</li> <li>• Limit nominees who are already involved w/ numerous other organizations - risk they take control.</li> </ul>
<p>There shall be no more than thirteen nor less than five Trustees of the Orleans Conservation Trust. Commencing with the 1977 Annual Meeting, there shall be elected three Trustees beyond the original number of seven Trustees which new Trustees shall, in the year 1977, be elected for terms of one year, two years, and three years respectively.</p>		

	<p><b><i>Resignation, Removal and Retirement of Trustees</i></b> : Any Trustee may resign at any time by submitting a letter of resignation to the President of the Trust by mail, email, telefax or any other means commonly accepted at the time of submittal. All such resignations shall be effective immediately upon receipt, unless otherwise specified in the terms of the resignation. Resignations are final upon submittal and shall not be revocable, amendable or conditional except that if the resignation is to take effect at a specified future date, the Trustee may unconditionally withdraw the resignation at any time prior to the effective date by notice in writing to the President of the Trust.</p>	<ul style="list-style-type: none"><li>• One suggestion - resignation must have written or electronic signature; effective 30 days after submittal; can be rescinded until then.</li><li>• Another suggestion regarding Trustee resignations highly simplified; removal for cause requires 3/4 vote.</li><li>• Resignation s/not be accepted until Board reviews.</li><li>• A member replacing Trustees "mid-term" -sitting Trustee can't fill vacancy w/out first resigning and then being voted back onto the Board.</li><li>• Another member "removing for cause" - "at a meeting specifically called for said purpose"</li></ul>
--	--	---

	<p>Any Trustee may be removed for cause by the affirmative vote of three-quarters of the Trustees at any meeting of the Board in accordance with the guidelines established by the Board's Policies &amp; Procedures.</p> <p>If a Trustee resigns, is removed or is otherwise unable to serve, the other Trustees may, by an affirmative vote of two-thirds of the Trustees at any meeting of the Board, appoint a replacement Trustee to serve until the next Annual Meeting. No such appointment shall be required as long as there are five (5) sitting Trustees. This replacement Trustee may then be considered for election as a Trustee at the next Annual Meeting.</p> <p>Recording Changes in the Board Composition: All changes in the composition of the Board, whether due to the election, appointment, resignation, retirement or removal of Trustees shall be duly recorded in a timely manner with the Barnstable County Registry of Deeds and the Barnstable Land Registry District, and with the Public Charities Division of the Office of the Attorney General in the Commonwealth of Massachusetts.</p>	<ul style="list-style-type: none"> <li>• One suggestion to check Robert's Rules re removal of Trustees (3/4 vote)</li> </ul>
		<ul style="list-style-type: none"> <li>• <b>NEW SECTION:</b> Suggestion for new section in Article III on "Meeting Minutes" - requiring Trustees to maintain minutes of meetings and make copies available to members if requested.</li> </ul>
		<ul style="list-style-type: none"> <li>• <b>NEW SECTION:</b> Another suggestion to add a new section naming Standing Committees: Comm on Trustees and Officers (Nominating); Budget and Finance; Fundraising and Membership; Investment; Public Relations; Land Acquisition and Land Mangement.</li> <li>• Trustees can appoint additional non-standing committees as need arises.</li> </ul>