

ORLEANS CONSERVATION TRUST

Retirement, Resignation, Removal, and Replacement of Trustees Policy Adopted March 27, 2014

Retirement of Trustees: When a Trustee retires from the Board, he or she may be interested in continuing to support the activities of the Trust in a different capacity, perhaps as a member of a Committee or working on a special project (e.g., periodic fund-raising efforts for land purchases). The former Trustee may work with the Trust's Director and with appropriate Committee chairs and Board members to help define a meaningful role, tailored to the interests of the individual and current opportunities within the Trust.

Resignation of Trustees: 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.

If a Trustee resigns, the Board of Trustees or a representative thereof shall make reasonable efforts to meet with the Trustee who has resigned in order to discuss the reasons for his or her resignation. If the effective date of the resignation has passed and there is mutual desire on the part of the Board and the Trustee for the Trustee to be reappointed, and provided that there is an open seat, the Board may, by a two-thirds majority vote, reappoint the Trustee to serve until the next Annual Meeting. Subject to the limits on tenure outlined in the Declaration of Trust, this reappointed Trustee may then be considered for election as a Trustee at the next Annual Meeting.

Removal of Trustees: All Trustees have a "duty of care" to act in the best interests of the Orleans Conservation Trust. Any Trustee may be removed for cause by the affirmative vote of three-quarters of the Trustees at any meeting of the Board of Trustees for failure to maintain such "duty of care" to the Trust. This may include failure to participate, non-performance of duties, physical or mental incapacity, or conduct that is detrimental to the best interests of the Trust.

Replacement of Trustees: If a Trustee resigns, is removed or is otherwise unable to serve, the other Trustees may, by a two-thirds majority vote, 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.

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 should be recorded in the minutes of the next meeting of the Board of Trustees and shall be duly recorded in a timely manner with the Barnstable County Registry of Deeds and the Barnstable Land Registry District.