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[www.ozarklandtrust.org](http://www.ozarklandtrust.org)

**Join us for Ozark Land Trust's Annual Meeting Week Online...an Auction, a Premiere Video Event and a Zoom Annual Members Meeting!**

Greetings, OLT Members and Friends!

As we welcome you to this year's Ozark Land Trust Annual Meeting, we want to share some very exciting news about our present and future -- we're going virtual. AND we're planning to be with you in-person, across the Ozarks. How can we do both, you ask? Read on!

Because of the public health challenges facing us right now, and to respect the safety of our OLT family, our Board of Directors believe the best way to engage with you for our Annual Meeting is through a Zoom meeting on **Saturday, September 12, at 10 am**. But on Friday, September 11, at 10 am, we're going to convene a very brief, outdoor and distanced, in-person members meeting just to vote to allow the membership to hold virtual meetings. Once that vote is concluded, we'll pause the meeting for all other business until we resume virtually Saturday at 10 am. **You do not need to attend on September 11 to participate on September 12.**

On Saturday, we'll elect new and renewing board members, offer a resolution about membership recommended by the Board, give you updates on our activities, listen to your thoughts and suggestions, and more. The agenda, resolution and explanatory materials, and the Zoom login, are included in this packet.

But that's not all for the weekend! From September 7-12, **our first OLT Online Auction** will offer a variety of outdoor items experiences in Missouri and Arkansas. Among the great items are a home-cooked game dinner at the home of a very special OLT friend, guided fishing, hiking and birding, artwork, photography and more! See more details in our e blasts and Facebook page.

And on the evening of Friday, September 11, we'll be **premiering our new OLT Video**, hosted by longtime Missouri environmentalist and former Department of Natural Resources Director Steve Mahfood. See what we've been doing, visit with our landowner partners, and hear about our plans for the future.

So what's the "in-person" part about? **In keeping with our new motto, Conservation Close to Home, we are coming to YOU in 2021!** We're planning THREE opportunities to meet you in person across our region...in Arkansas, Southwest Missouri and the Columbia-St. Louis area. We'll visit our protected properties, followed by a reception with you, our steadfast supporters. Stay tuned for details.

Through 36 years, 30,000 acres and innumerable protection and restoration projects, we couldn't do any of it without you, our terrific supporters and partners. So join us the week of September 7-12 and celebrate OLT and conservation across the Ozarks!

Sincerely,

Jim Reeves  
President

Larry Levin  
Executive Director

**For RSVP info and to register for the OLT Online Auction, see the Schedule and Agenda on the back of this page!**

**Ozark Regional Land Trust Annual Meeting Week  
Auction, Premiere Video and Annual Meeting  
September 7-12, 2020**

ALL THE INFO IN THIS PACKET WILL APPEAR ON OLT'S WEBSITE AS WELL. [WWW.OZARKLANDTRUST.ORG](http://WWW.OZARKLANDTRUST.ORG)  
RSVP FOR FRIDAY AND SATURDAY MEETINGS TO [Roxann.Holloway@ozarklandtrust.org](mailto:Roxann.Holloway@ozarklandtrust.org) or 314 443 6036

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**OLT's First-Ever Online Auction, Monday, September 7-Saturday, September 12**

*Bid on exciting items like:*

- A home-cooked game dinner at the home of Missouri Department of Conservation Director Sara Parker Pauley
- Guided Birding, Hiking and Fishing Experiences Across the Ozarks
- Ziplining and More in Northwest Arkansas
- Ozark and Nature Art/Photography

Register for the Auction at <https://secure.qgiv.com/event/oltauction/> and download the Givi App for iPhone or Android to bid. If you register before September 7, you'll receive a \$10 rebate off any item you win! (You can also register directly on the Givi app after downloading by searching for Ozark Land Trust)

**OLT Premiere Video: Friday, September 11 at 7 pm.** Visit our Ozark Land Trust Facebook Page to Watch! Learn about our work, our landowner partners, and the future of OLT.

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**OLT Annual Meeting: Friday, September 11 at 10 am (in person) and Saturday, September 12 at 10 am (online)**

**Friday, September 11 at 10 am: At the Covered Pavilion, Stacy Park, 9750 Old Bonhomme, Olivette, MO 63132**

**\*We'll convene our Annual meeting in person so that we can vote to allow virtual members meetings. This will be a very short meeting, and the virtual meeting resolution is the ONLY item on the agenda. You do NOT need to be present on Friday to join us virtually on Saturday. After the vote on the virtual meeting resolution, the meeting will be continued to 10 am Saturday.**

**Saturday, September 12 at 10 am on Zoom: You can login and join the meeting virtually or you can call in.**

**ZOOM INFO:**

<https://us02web.zoom.us/j/81611905897?pwd=bSsyQnJbjZHWmJWRVJLdkNIQWREQT09>

Meeting ID: 816 1190 5897

Passcode: 525837

One tap mobile

+16465588656,,81611905897#,,,,,,0#,,525837# US (New York)

+13017158592,,81611905897#,,,,,,0#,,525837# US (Germantown)

Other Phone Numbers:

646 558 8656 US (New York), 301 715 8592 US (Germantown), 312 626 6799 US (Chicago),

669 900 9128 US (San Jose), 253 215 8782 US (Tacoma), 346 248 7799 US (Houston)

10:00-11:30 am: Questions that morning. Contact Larry at 314 420 0460 Roxann at 314 443 6036

**Annual Meeting – Jim Reeves, President**

- Welcome
- ORLT Update - Staff reports
- Financial Report
- Introduction of New Board Member Candidate John Klevorn
- Election of New and Returning Board Members
- Discussion and Vote on Recommended Bylaw Amendment on Election of Board Members, Creation of a Members Advisory Committee, etc (Info enclosed)
- For those who missed it, a Special Replay of OLT's New Video!

## **Action Items for the September 11-12, 2020 Ozark Land Trust Annual Members Meeting**

**Friday, September 11, 10 am, at Stacy Park, 9750 Old Bonhomme, Olivette, MO 63132: Voting on Virtual Member Meeting Resolution**

**Saturday, September 12, 10 am on Zoom: Voting on Board Elections and Election Process/Members Advisory Resolution**

**Board Elections on September 12:** Four nominees below but if others are added, **we will send email notice and post on the OLT website ([www.ozarklandtrust.org](http://www.ozarklandtrust.org)).** Each to be voted on individually.

--**R. John Klevorn, III.** John is a Member of the Lewis Rice law firm. He represents clients in corporate and real estate law, and has extensive experience in other areas as well. John is a Graduate of St. Louis University School of Law and of the University of Missouri-Columbia. He has also been involved as a board member with The Haven Club, a fundraising organization for Our Little Haven.

--**Mark Curtis**, who has served an interim appointment the past year, is being recommended for his first three-year term. Mark lives in Rogers, Arkansas. He had a substantial career in financial management and Investment, and in recent years has turned his attention to community planning and conservation. He has served as chairman of the Benton County Planning Board and of the Benton County Board of Appeals. A native of the Upper Midwest, Mark owns and manages a tree farm in Wisconsin Dells, WI. He also continues to remain active in his lifelong passion, the sport of curling, and helps bring others to the sport as well (Yes, there is curling in Northwest Arkansas!).

--An additional three-year term for each of **Lois Wyman** and **Harvard Muhm**.

### **Summary of Proposed Resolutions, Recommended to the Members by the Board of Directors**

**1. Resolution 1. “Virtual Members Meetings and Notice for Members Meetings.”** The bylaws do not currently permit member meetings in a virtual manner. This resolution would allow that to occur. The other item in this resolution clarifies the bylaw provision relating to notice for member meetings, indicating that OLT may notify members with either digital or print communications, based on which information is in OLT’s possession. **This resolution will be voted on in-person on Friday, September 11, beginning at 10 am, at the Pavilion at Stacy Park, 9750 Old Bonhomme, Olivette, MO 63132.**

**2. Resolution 2. “Election Process/Members Advisory Committee.”**

**This resolution makes significant changes in our election and member participation provisions. Members are encouraged to read carefully. There are several notable provisions, including:**

- **The Board would select Board members, rather than members doing so. This would allow the Board to provide more certainty to prospective Board members about their selection, thereby attracting more prospective candidates and candidates that fill a specific Board need. Either 2/3 or 3/4 of the Board would be required to elect a Board member.**
- **Only two Interim Board members could serve at any time.**
- **The Members would have the new ability to nominate Board candidates for the Board’s consideration, for a period starting 90 days before the Annual Meeting.**
- **The Members would have a new Members Advisory Committee to have more regular interaction and participation in OLT. Members, including OLT Landowner Partners, could serve on this Committee. A Board member would serve as liaison, and a Chair of the advisory committee would be elected from among the membership to convene the group and determine its activities in conjunction with staff and Board. This resolution will be voted on at the Zoom (virtual) portion of the Meeting on Saturday, September 12, beginning at 10 am.**

**Resolution 1 Full Text:**

**RESOLUTION OF THE BOARD OF DIRECTORS OF OZARK REGIONAL LAND TRUST  
DBA OZARK LAND TRUST (OLT): VIRTUAL MEMBERS MEETINGS AND NOTICE FOR  
MEMBERS MEETINGS (To be voted on Friday, September 11, at 10 am at Stacy Park)**

Whereas, OLT's Board of Directors and professional staff has done a thorough review of its process for conducting members meetings and notice therefor; and

Whereas, they have concluded that in addition to conducting in-person members meetings, as is currently allowed, it would be beneficial to also allow meetings that can be conducted electronically, virtually and telephonically, to enable participation by the widest reach possible to members; and

Whereas, they recognize that notice to members for such electronic, virtual and telephonic meetings may take place in ways that are consistent with the information available to OLT in its records and data systems;

Now, therefore, do the Board of Directors approve for recommendation to the membership, at its Annual Membership Meeting scheduled for September 12, 2020 the following changes to the OLT bylaws:

1. Article II shall be modified by replacing Section A in its entirety to read as follows:

**A. Location and Date of Membership Meetings; Notice**

An annual membership meeting will be held (the "Annual Membership Meeting"). Special meetings of the membership may be called by the Board of Directors, or by fifty (50) or more Members. Annual and special meetings may be held in person, at the place or places designated by the Board of Directors. Annual and special Meetings may also be held in virtual manner, such as by videoconferencing or teleconferencing, as may be determined by the Board of Directors. Annual and special meetings may be held by a combination of in person and virtual manner as well, as may be determined by the Board of Directors.

Written, printed or digital notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than 5 nor more than 40 days before the date of the meeting, either personally or by mail or email, by or at the direction of the President, the Secretary or the Officers or persons calling the meeting, to each member entitled to vote at such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. If by digital notice, such notice shall be deemed delivered when sent. Notices may be sent by either or both of written/printed, or digital, methods, for any particular meeting, and the Corporation shall use good faith efforts to utilize which methods shall be used depending upon which information is available for members in its records and data files at any given time. The notice shall clearly state whether in person or virtual presence, or both, will be available and permitted for the meeting.

## **Resolution 2 Full Text:**

### **RESOLUTION OF THE BOARD OF DIRECTORS OF OZARK REGIONAL LAND TRUST DBA OZARK LAND TRUST (OLT): ELECTION PROCESS; MEMBERS ADVISORY COMMITTEE (To be voted on at the Zoom (virtual) portion of the Members meeting, on Saturday, September 12, beginning at 10 am)**

Whereas, OLT's Board of Directors and professional staff has done a thorough review of its election process for Board members; and

Whereas, they have concluded that the election of new directors by the Board of Directors would best serve OLT's ability to identify, recruit and retain directors that will enable the most effective leadership, management and sustainability for OLT; and

Whereas, they recognize that the role of the membership remains a critical and beneficial aspect of OLT's success, and have studied ways to create effective connections, outreach and collaboration among Board, professional staff and membership;

Now, therefore, do the Board of Directors approve for recommendation to the membership, at its Annual Membership Meeting scheduled for September 12, 2020 the following changes to the OLT bylaws:

1. Article III shall be modified by replacing Section A in its entirety to read as follows:

#### **A. Election**

Directors are elected at a regular Board meeting which, absent force majeure or special circumstances, shall be in April, May or June. In the event of force majeure or special circumstances that prevent such a meeting to occur during that period, the election shall occur at the next regular Board meeting, or a special meeting that may be called in whole or part for the purpose of such election, whichever is sooner. The Board meeting in this paragraph shall be the "Election Meeting."

All nominations to the Board must be made in advance of the Election Meeting at which Directors are to be elected. The nominee's name and credentials shall be presented to the Governance Committee (hereinafter defined), which will interview the candidate and determine his/her capabilities and acceptability for Board service. Those Directors intending to run for re-election shall also make their intentions known to the Governance Committee in advance of the Election Meeting. The Governance Committee will present a slate of Board nominees it recommends for election or re-election to the Board at the Election Meeting for consideration. Each Board nominee will be voted on individually. The membership shall be notified at least 90 days before the Election Meeting by email, other digital means or mail of their ability to submit names to the Governance Committee for nomination and review.

At any other Board meeting other than the Election Meeting, the Board is empowered to appoint a new Director to fill an interim appointment, following the recommendation of the Governance Committee (an "Interim Appointment"). There shall be a maximum of two Directors serving by Interim Appointment. The term of the Interim Appointment shall run from the time of the election by the Directors until the next Election Meeting.

2. Article III shall be further modified by deleting Section B .Vacancies

3. Article VII: Decision Making (Board of Directors) shall be modified by removing the first paragraph in its entirety and replacing it to read as follows:

**RESOLUTION OF THE BOARD OF DIRECTORS OF OZARK REGIONAL LAND TRUST  
DBA OZARK LAND TRUST (OLT): ELECTION PROCESS; MEMBERS ADVISORY  
COMMITTEE (cont)**

The acts of a majority (at least fifty-one percent (51%)) of the Directors present at a meeting at which a Director's Quorum is present shall be the acts of the Board, except where a larger number is required by law, the Articles, or these Bylaws, including the provisions of the following paragraph:

For election of Board members by the Board, the following requirements shall apply, subject to the Directors present and Quorum requirements of the previous paragraph:

- (a) Two-thirds for new Board nominees (whether nominations are submitted by Board, membership or others) who have been reviewed and recommended by Governance Committee at least 30 days before the Election Meeting; and existing Board members who have given the Governance Committee their intention to serve an additional term at least 60 days before the Election Meeting;
- (b) Three-quarters for Interim Appointments, and
- (c) Three-quarters for Board nominations from the floor or presented less than 30 days before the Election Meeting, and for existing Board members who have failed to give the Governance Committee their intention to serve another term at least 60 days before the Election Meeting.

4. Article VIII: Committees shall be modified to add a new Section D that shall read as follows:

New Paragraph D: Members Advisory Committee

A Members Advisory Committee will exist for the purpose of encouraging communications, collaboration and exchange of ideas between and among the Board, professional staff, membership and other volunteers, and the owners of land on which OLT holds conservation easements, to advance the Corporation's mission, strategic plans and goals, all in a manner consistent with these bylaws. Activities, events and other work of the committee will be determined from time to time by the committee, subject to approval by the Board and staff. The committee will be advisory only, and have no voting rights other than with respect to the committee's work, which shall be performed on a volunteer basis.

The President or Executive Committee will appoint a Board member to serve as Liaison to the Members Advisory Committee, for the purpose of ensuring ongoing dialogue between Board and the Committee. The members of the Committee will select a Chair to represent the Committee and attend Board meetings at their option. Board will determine, from time to time, the rules for participation by members in the committee. The Board and staff will inform the committee, through the Liaison and Chair, at least annually of the Corporation's activities, and the committee, through the Liaison and Chair, will in turn inform the Board and staff of its activities at least annually.