To: Board

From: Larry Levin

Re: Resolutions

Date: August 7, 2020

Dear Friends: The following resolutions are referred to in Jim’s email to the Board regarding an August 17 Special Meeting.

The first one calls for allowing virtual members meetings and slightly tweaks the notice provisions for members meetings to give more flexibility in using which kinds of address info we have on hand for various members. This is the resolution that would be voted on in person.

The second one is similar to the resolution we discussed at our July 7 special meeting, with a few tweaks discussed at that meeting, including.

\*Reducing the period for members to recommend Board members from 120 to 90 days.

\*Reducing Interim Appointments to two as was suggested by several of you.

\*Removing Vacancy procedures for Board members, as was suggested by several of you.

\*Changing the voting percentages for adding Board members; this has been the subject of discussion by the Executive Committee, and we will have an opportunity to discuss this at the Special Meeting.

\*Beefing up the structure of the members advisory committee and referring to our landowner partners as part of the group to be included for that advisory committee.

I look forward to discussing these with you at our Special Meeting on Monday, August 17, at 6 pm. Please let me know if you can attend, as Jim will be on vacation this coming week. Thanks! Larry

RESOLUTION OF THE BOARD OF DIRECTORS OF OZARK REGIONAL LAND TRUST DBA OZARK LAND TRUST (OLT): VIRTUAL MEMBERS MEETINGS AND NOTICE FOR MEMBERS MEETINGS

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

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:

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) 51 percent 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 30 days before the Election Meeting;

(b) 75 percent for Interim Appointments, and

 (c) 75 percent 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 30 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.