

# **POLICY AND PROCEDURE III REMOVAL OF OFFICERS AND DIRECTORS**

## **SECTION 1. PURPOSE.**

The purpose of this P & P is to establish a policy on how and when to address the removal of officers and directors as directed by the East Haddam Land Trust, INC. (EHLT) by-laws: Article 4, Section 7.

## **SECTION 2. PERSONS CONCERNED.**

The provisions of this policy and procedure shall apply to officers and directors of the Board of the EHLT.

## **SECTION 3. ACTIONS AND REMOVAL OF OFFICERS.**

Any officer of the Board of Directors may be removed from that office by a majority vote of the remaining members of the Board. Removal from any office of the Board of Directors shall not constitute removal from the Board of Directors unless addressed in a separate action as provided for herein. See Section 4.

The following issues shall be grounds for removal of an officer.

1. Failure to attend at least fifty percent (50%) of meetings within any six-month period. Family emergencies and short-term health and work issues are suitable excuses for absences and such absences cannot be used toward the percentage of meetings missed.
2. Failure to maintain membership in the organization.
3. Long-term health issues.
4. Violations of the conflict of interest policy.
5. Gross misconduct and/or criminal conduct that causes harm to the EHLT or its reputation or its ability to function properly as an organization.

## **SECTION 4. ACTIONS AND REMOVAL OF DIRECTORS.**

Any director of the Board of Directors may be removed by a majority vote of the remaining members of the Board.

The following issues shall be grounds for removal of a director:

1. Failure to maintain membership in the organization.
2. Failure to attend at least fifty percent (50%) of meetings within any twelve-month period. Family emergencies and short-term health and work issues are suitable excuses for absences and such absences cannot be used toward the percentage of meetings missed.
3. Long-term health issues causing frequent absences and that contribute to problems establishing quorums.
4. Violations of the conflict of interest policy.

5. Gross misconduct and/or criminal conduct that causes harm to the EHLT or its reputation or its ability to conduct its mission.

## **SECTION 5. REPLACEMENT OF DIRECTORS OR OFFICERS**

Any vacancy created by the removal of an officer or director shall be filled as indicated in the by-laws of the EHLT.