
Exhibit "A"

Section 2.5 Vacancies; Forfeiture of Office; Filling of Vacancies.

- (a) *Vacancies.* The office of a Councilmember shall become vacant upon his/her death, resignation, disability, suspension or removal from office in any manner authorized by law, or by forfeiture of his/her office.
- (b) *Forfeiture of Office.*
- i) *Forfeiture by disqualification.* A Councilmember shall forfeit his/her office if at any time during his/her term s/he:
 - (a) ceases to maintain his/her permanent residence in the Town.
 - (b) otherwise ceases to be a qualified elector of the Town.
 - ii) *Forfeiture by absence.* A Councilmember shall be subject to forfeiture of his/her office, in the discretion of the remaining Councilmembers, if s/he is absent without good cause from any three regular meetings of the Council during any calendar year or if s/he is absent without good cause from any three consecutive regular meetings of the Council, whether or not during the same calendar year.
 - iii) *Procedures.* The Council shall be the sole judge of the qualifications of its members and shall hear all questions relating to forfeiture of a Councilmember's office, including whether or not good cause for absence has been or may be established. The burden of establishing good cause shall be on the Councilmember in question; provided, however, that any Councilmember may at any time during any duly held meeting move to establish good cause for the absence of him/herself or the absence of any other Councilmember from any past, present or future meeting(s), which motion, if carried, shall be conclusive. A Councilmember whose qualifications are in question, or, who is otherwise subject to forfeiture of his/her office, shall not vote on any such matters. The Councilmember in question shall be entitled to a public hearing(s) on request regarding an alleged forfeiture of office. If a public hearing is requested, notice thereof shall be published in one or more newspapers of general circulation in the Town at least one week in advance of the hearing. Any final determination by the Council that a Councilmember has forfeited his/her office shall be made by a majority of the Council by resolution. All votes and other acts of the Councilmember in question prior to the effective date of such resolution shall be valid regardless of the grounds of forfeiture.
- (c) *Filling of vacancies.* A vacancy on the Council shall be filled as follows:
- i) If less than six months remain in the unexpired term, the vacancy shall be filled by a nomination of the Mayor, filed with the Town Clerk, and made within 30 calendar days following the occurrence of the vacancy. The Council shall have fourteen calendar days from the date of nomination to object to the Mayor's nomination. Should a Councilmember object with the nomination shall be considered at the next regularly scheduled Town Council meeting. Should there be no objection, the Mayor's nomination shall be confirmed without any further action by the Mayor or Council at the next regularly scheduled Council meeting. Should there be no objection, the Mayor's nomination shall be confirmed without any further action by the Mayor or Council at the next regularly scheduled Council meeting. ~~subject to confirmation by the Council.~~
 - ii) If six months or more remain in the unexpired term, the vacancy shall be filled by a nomination of the Mayor, filed with the Town Clerk, and made within 30 calendar days following the occurrence of the vacancy. The Council shall have fourteen calendar days from the date of nomination to object to the Mayor's nomination. Should a Councilmember object with the nomination shall be considered at the next regularly scheduled Town Council meeting. Should there be no objection, the Mayor's nomination shall be confirmed without any further action by the Mayor or Council at the next regularly scheduled

Council meeting, subject to confirmation by the Council. The nominee shall fill the vacancy until the next regularly scheduled election as described in Article 5, at which time an election shall be held to fill the vacancy. ~~However, if the the Mayor's nominee cannot be confirmed, after an objection is made and a Special Call Meeting is held, Council is unable to confirm a nominee,~~ a special election to fill that vacancy shall be held ~~no later than 90 calendar days~~ at the next regularly scheduled municipal election following the occurrence of the vacancy.

- iii) If the Mayor's position becomes vacant, the Councilmember that is serving as Vice-Mayor at the time the Mayor's seat becomes vacant shall complete the term of Mayor. The vacancy thus created on the Council shall be filled in the manner that the vacancy of a Councilmember is generally filled under this Article. The Council shall then appoint a new Vice-Mayor. If the elected Mayor shall be returned to office, s/he shall automatically resume the duties of the office for the remainder of the term for which elected, and the Vice-Mayor shall be returned to complete the balance of his/her term as a Councilmember. The appointment of the person to complete the term of the Vice- Mayor shall be automatically rescinded. If the term of the Councilmember serving as Mayor during the vacancy, who was previously Vice-Mayor, expires prior to the expiration of the prior Mayor's term, then there shall be a special election for the seat occupied by the Mayor to complete the remainder of the original term of the Mayor at the time of the election for said Councilmember's seat.
- iv) A vacancy in Seats 1—6 shall be filled by any qualified elector of the Town.
- v) Persons filling vacancies shall meet the qualifications specified in this Article.
- vi) If no candidate for a vacancy meets the qualifications under this Article for that vacancy, the Mayor shall make a nomination, filed with the Town Clerk. The Council shall have fourteen calendar days from the date of nomination to object to the Mayor's nomination. Should a Councilmember object to the nomination, the nomination shall be considered at the next regularly scheduled Town Council meeting. Should there be no objection, the Mayor's nomination shall be confirmed without any further action by the Mayor or Council at the next regularly scheduled Council meeting. ~~Council shall appoint a person qualified under this Article to fill the vacancy.~~
- vii) If a vacancy occurs as the result of the resignation of a Councilmember or the Mayor, who is seeking a higher or alternative office, is required under law to resign and forfeit the remainder of their term, irrespective of the effective date of the resignation, at the moment that the Councilmember or Mayor tenders their resignation to the Town Clerk their seat shall be exclusively filled by qualified electors at the next regularly scheduled municipal election.
- viii) Notwithstanding any quorum requirements established in this Charter, if at any time the full membership of the Council is reduced to less than a quorum, the Mayor shall make the necessary nominations, filed with the Town Clerk. The Council shall have fourteen calendar days from the date of nomination to object to the Mayor's nomination. Should a Councilmember object to any of the Mayor's nominees, the nominations shall be considered at the next regularly scheduled Council meeting. Should there be no objection, the Mayor's nomination shall be confirmed without any further action by the Mayor or Council at the next regularly scheduled Council meeting.
- ix) In the event that all members of the Council are removed by death, disability, recall, forfeiture of office and/or resignation, the Governor shall appoint interim Councilmembers who shall call a special election within not less than 30 calendar days or more than 60 calendar days after such appointment. Such election shall be held in the same manner as the first elections under this Charter; provided, however, that if there are less than six months remaining in any of the unexpired terms, such interim Council appointee(s) by the Governor shall serve out the unexpired terms. Appointees must meet all requirements for candidates provided for in this Article.

(Res. No. 16-1379, § 2, 6-7-2016; Res. No. 18-1532, § 2, 4-3-2018)