

**BYLAWS OF THE MID-HUDSON CHAPTER
ADIRONDACK MOUNTAIN CLUB, INC.**

Adopted October, 2014

ARTICLE I NAME

1. This organization shall be named the MID-HUDSON CHAPTER OF THE ADIRONDACK MOUNTAIN CLUB, hereinafter referred to as the "Chapter".

ARTICLE II ORGANIZATION

1. This Chapter, formed in 1947 as a chapter of the Adirondack Mountain Club, Inc., shall be regulated by and subject to the Articles of Incorporation and Bylaws of the Adirondack Mountain Club, Inc., hereinafter referred to as the "Club".

ARTICLE III OBJECTIVES

1. The objectives of the Chapter are to promote and support the work and activities of the Club in conservation, education, recreation, and advocacy.

2. The Chapter shall further promote and support conservation, education, recreation, and advocacy in the Mid-Hudson region.

ARTICLE IV MEMBERSHIP

1. Eligibility. Membership in the Chapter shall be open to all Club members who elect to join the Chapter.

2. Affiliate Members. Members of other chapters who wish to become Affiliate members of this Chapter may do so upon application to the Club.

3. Dues. Dues shall be paid to the Club. Dues of Affiliate members shall be set by the Chapter and passed through by the Club to the Chapter.

4. Voting. Chapter members and Affiliate members who are 18 years of age or older shall be voting members of the Chapter. They may hold any elective or appointive office in the Chapter except where restricted by Club rules.

ARTICLE V OFFICERS AND APPOINTIVE POSITIONS

1. Officers. The Officers of this Chapter shall be: Chair, Vice-Chair, Secretary, Treasurer, two Chapter Directors, and Club Director(s) who shall be elected from the voting membership of the Chapter at the Annual Meeting. The number of Club Directors shall be determined by the Club as provided by Article V of the Club Bylaws made effective in 2000. These Officers shall conduct the day-to-day business of the Chapter, and together they shall constitute the Executive Committee, which shall meet as needed to discuss policy issues and present the same to the Board.

2. Appointive Positions. Appointive positions shall consist of the Chairs of the Standing Committees and the Chairs of *Ad Hoc* Committees. The Chair shall nominate all Committee Chairs, subject to confirmation by the Board. Committee Chairs shall aid in the everyday running of the Chapter and manage certain functions.

3. Board of Trustees. The Officers and the Chairs of the Standing Committees shall constitute the Board of Trustees, hereinafter referred to as the "Board", and shall each have one vote at Board meetings.

4. Alternate Club Directors. Two Alternate Club Directors shall be elected at the Annual Meeting. An Alternate Club Director shall attend Club Board meetings whenever a Club Director is unable to attend.

5. Terms. The terms shall be for two years, beginning on January 1, or in the case of Chairs of Standing Committees beginning upon appointment as provided in Article VI, Paragraph 1 of these Bylaws, ending on December 31 of the second 1/9/19

calendar year. No person holding elective office shall serve on the Board in an elective position for more than six consecutive years. Such person shall then not be eligible to serve in an elective position until one year shall have passed. No person except an Alternate Club Director shall hold more than one elective office at one time.

6. Vacancies. A vacancy in an elective position may be filled by election at any Board meeting. The Chair, subject to confirmation by the Board, may fill a vacancy in an appointive position.

7. Duties of Officers.

a. Chair. The Chair is chief administrative officer of the Chapter, and shall preside at all meetings of the Chapter and the Board. The Chair shall be a member of all committees, and shall in general supervise all activities of the Chapter.

b. Vice-Chair. The Vice-Chair shall exercise any function of the Chair in the Chair's absence and shall perform such other duties as may be assigned to the Vice-Chair by the Chair and the Board.

c. Secretary. The Secretary shall keep all records of the Chapter except those under the jurisdiction of the Treasurer and the Committee Chairs, shall record proceedings of all Chapter business meetings, shall keep the minutes of the Board, and shall conduct necessary correspondence.

d. Treasurer. The Treasurer shall receive all Chapter revenue, deposit all dues and fees, be custodian of all Chapter funds, pay all bills, and keep proper records pertaining to his/her designated function. The Treasurer shall prepare and submit periodic financial reports to the Board, as well as an annual financial statement including a projected annual budget to the membership, and shall oversee all tax matters. The Treasurer shall arrange for a yearly audit of the Chapter's financial records.

e. Club Director. The Club Director(s) shall serve as liaison between Chapter and Club.

f. Chapter Director. The Chapter Directors shall provide general counsel to the Board.

g. Additional Duties. The Officers shall have such additional duties as shall be determined by the Board.

8. Duties of Appointive Positions. Those serving in appointive positions shall report to the Board, attend Board meetings, recruit assistance to carry out the objectives of their positions, and shall further the Chapter's objectives.

ARTICLE VI COMMITTEES

The Chapter's committees shall include Standing Committees and *Ad Hoc* Committees. The Chair shall nominate all Committee Chairs, subject to confirmation by the Officers. Meetings shall be called by the Committee Chair or by a majority of the membership of any committee

1. Standing Committees. The Standing Committees of the Chapter shall be Membership, Conservation, Outings, Programs, Publicity, Newsletter, and Trails. The Committee Chairs shall be nominated by the Chair no later than January 15 and shall be subject to confirmation by the Officers at a special meeting to be held prior to the next regular Board meeting. They shall appoint the members of their respective committees.

a. Membership. The Membership Committee shall seek applicants for membership, welcome members to the Club and Chapter, keep records of all members, report to the Board on membership, and shall serve as liaison to the Club Membership Committee.

b. Conservation. The Conservation Committee shall promote the Chapter and Club conservation policies and shall serve as liaison to the Club Conservation Committee.

c. Outings. The Outings Committee shall arrange Chapter sponsored outdoor recreational activities, prepare appropriate notices, and make and preserve records relating to said activities.

d. Programs. The Program Committee will organize monthly Chapter meetings and special programs and events for the Chapter.

e. Trails. The Trails Committee shall serve as liaison to the Club Trails Committee, the New York-New Jersey Trail Conference, the New York State Department of Environmental Conservation, and any other organization at the

discretion of the Trails Committee Chair and as approved by the Board, and shall be responsible for all Chapter trail maintenance.

f. Newsletter. The Newsletter Committee shall compile, edit, publish, and distribute a newsletter to Chapter members.

g. Publicity. The Publicity Committee will promote Chapter activities to the media and coordinate the activities of the Website.

2. Ad hoc Committees. The Chair may form *ad hoc* committees as may be deemed necessary, subject to approval by the Officers. *Ad hoc* Committee Chairs are not members of the Board by virtue of their position.

3. Nominating Committees. A Nominating Committee of at least three members shall be appointed by the Chair and confirmed by the Board, with written notification of said Committee to be provided to all members at least three months before the Annual Meeting. The Chapter Chair shall appoint 3 members of the Chapter to the committee. The Committee shall submit a slate of candidates to the members of the Chapter at least one month before the Annual meeting.

ARTICLE VII MEETINGS

1. Annual Meetings. The Annual Meeting of the Chapter shall be held not earlier than October 1 and not later than November 15 of each year for election of the Officers and Alternate Club Directors, for reports of Officers and Committee Chairs, and for general business. The Board shall determine the date, time, and place of such meeting, and written notice shall be sent to all members of the Chapter not less than one month before the occasion.

2. Chapter Meetings. Special Chapter meetings may be called by the Chair, or in the Chair's absence or inability to serve, by the Vice-Chair, and must be called upon the request of a majority of the Board or upon submission of a petition signed by 5% of the voting members of the Chapter. Three weeks written notice shall be given to all members of the time and place thereof. Regular Chapter meetings shall be held periodically as determined by the Board.

3. Board Meetings. Board meetings shall be held when deemed necessary, on the call of the Chair or of any two Officers.

4. Conduct of Meetings. All meetings shall be open to the membership. Meetings may be conducted informally. In the event consensus may not be reached through discussion, the Chair shall conduct the meeting according to the latest edition of Robert's Rules of Order.

ARTICLE VIII QUORUM AND MAJORITY

1. Quorum for Annual Meetings and Chapter Meetings. A quorum for the transaction of business at the Annual Meeting or a Chapter Meeting shall be the lesser of 40 members or ten percent of the voting members of the Chapter. A quorum for amendment to the Bylaws by written ballot shall be governed by Article XIII of these Bylaws.

2. Quorum for Board Meetings. A quorum for the transaction of business at a Board meeting shall be eight members.

3. Majority. A majority of the members present at a Chapter, Annual, or Board meeting shall have the authority to act, provided a quorum is present.

ARTICLE IX ELECTIONS

1. Nominations. The Nominating Committee shall present the slate of candidates for the election at the Annual Meeting of Officers and Alternate Club Directors, pursuant to Article VI, Paragraph 3 of these Bylaws. Additional nominations may be submitted in writing to the Nominating Committee prior to the Annual Meeting by any voting member of the Chapter, provided such nominations are signed by at least five voting members.

2. Vote. Elections shall be determined by majority vote cast at the Annual Meeting. A voting member unable to attend the Annual Meeting may vote by submitting a written proxy to the Secretary prior to the Meeting.

ARTICLE X CONFORMITY WITH ADIRONDACK MOUNTAIN CLUB LAWS

Any provision of these Bylaws shall be considered null and void if inconsistent with the Bylaws of the Adirondack Mountain Club, Inc.

ARTICLE XI TRAVEL EXPENDITURES

Travel expenses, incurred by Board members or designated persons in connection with Club activities, are to be reimbursed at the mileage rate determined by the Board, plus tolls, and in accordance with policy as determined by the Board. Reimbursement for food and lodging shall be subject to prior approval by the Board.

ARTICLE XII DISCRIMINATION PROHIBITED

In administering its affairs, the Chapter shall not discriminate against any person on the basis of race, creed, color, national and ethnic origin, sex, sexual orientation, marital status, age, or physical disability.

ARTICLE XIII AMENDMENT TO BYLAWS

These Bylaws shall be amended only by a majority vote of the voting members of the Chapter present at a Chapter or Annual meeting, provided a quorum is present and a written notice of the of the meeting and the proposed amendment has been submitted to all voting members at least one month in advance of the meeting. Mail ballots, as well as email ballots, may be used in lieu of a meeting, with a return of 20% of the ballots constituting the equivalent of a quorum. Any voting member or Chapter committee may propose amendments to these Bylaws providing the above procedures are followed.