



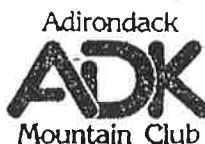
ADIRONDACK MOUNTAIN CLUB  
814 Goggins Road, Lake George, NY 12845-4117

BYLAWS

Approved 3/11/00

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ADIRONDACK MOUNTAIN CLUB, INC.  
814 Goggins Road, Lake George, NY 12845-4117

## BYLAWS

### ARTICLE I

#### Name/Corporate Office

##### Section 1. Name

As defined in the Certificate of Incorporation, this corporation is called  
ADIRONDACK MOUNTAIN CLUB, INC.  
This corporation shall also be known as ADK.

##### Section 2. Office

The principal office of the corporation shall be in Warren County, New York. The corporation may also have offices at such other places within or outside of this state as the Board of Directors (Board) may from time to time determine and the business of the corporation may require.

##### Section 3. Books

There shall be kept at the office of ADK, books of account of the activities and transactions of ADK; including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members, of the Board and of the Executive Committee.

### ARTICLE II

#### Seal

The seal of ADK shall be:



### ARTICLE III

#### Purpose

The Adirondack Mountain Club, Inc. (ADK), as set forth in its Certificate of Incorporation, is dedicated to the protection and responsible recreational use of the New York State Forest Preserve, parks and other wild lands and waters. ADK, founded in 1922, is a member-directed organization committed to public service and stewardship. ADK employs a balanced approach to outdoor recreation, advocacy, environmental education and natural resource conservation.

### ARTICLE IV

#### Membership

##### Section I. Eligibility

- 1.1. Classes: The voting membership of ADK shall be divided into the following classes:
  - a. Individual: 18 years of age and older.
  - b. Family: Maximum of any two adults, 18 years of age or older, at the same domicile, each of whom shall be a voting member.
- 1.2. Conditions:
  - a. Any eligible person interested in furthering the purposes of ADK may, upon payment of the dues set by the Board, become a voting member of the corporation.
  - b. A member may be temporarily suspended from the membership or expelled from membership for violation of the Bylaws of ADK or for conduct prejudicial to the best interests of ADK as determined by the Board, provided charges in writing are proffered against such member, a copy thereof served upon such member, and an opportunity afforded such member for a hearing before the Board.
  - c. Chapter members who affiliate with another chapter shall pay an annual sum as may be fixed by said chapter, for the sole use of said chapter.

##### Section 2. Member Rights

All members shall have the right to vote at all meetings of the membership, hold office, participate in the benefits of ADK, and receive notices or reports issued by ADK.

##### Section 3. Chapter Members

- 3.1. Chapter members shall be those members of ADK who have elected to join a Chapter.
- 3.2. Chapter members may elect to transfer to membership-at-large or another chapter upon request.

##### Section 4. Members-at-Large

- 4.1. Members-at-large shall be those members who have not elected to join a Chapter.
- 4.2. Members-at-large may elect to transfer to chapter membership upon request.

## Section 5. Dues

- 5.1. The Board shall establish a schedule of dues for membership in ADK, with such membership dues classes as it may deem desirable.
- 5.2. Dues shall be paid to ADK.
- 5.3. Each Chapter shall be entitled to a portion of ADK membership dues collected from members of that Chapter, as established by the Board. (See also Article VIII: Section 4.3.)
- 5.4. The procedure to change dues shall be:
  - a. The Board shall approve a resolution notifying the membership of the recommended change.
  - b. The membership shall be provided written notice of such proposal. Publication in the official magazine of ADK shall be deemed equivalent to a written notice.
  - c. The Board shall consider the proposal for ratification not less than sixty (60) days after written notice is given to the membership.

## Section 6. Meetings of the Membership

- 6.1. Annual Meetings:
  - a. The Board shall set the date, time, and place of such meeting.
  - b. The secretary shall cause to be mailed to every member in good standing at each member's address as it appears on the membership roll book of the corporation a notice stating the time and place of any annual, regular, or special meeting. Said notice shall be mailed at least ten (10) days, but not more than fifty (50) days, prior to the meeting. If notice is mailed by other than first class mail, it shall be mailed at least thirty (30) days, but not more than sixty (60) days, prior to the meeting. The location of special meetings shall be set by the Board, or if called by a petition. may be set in said petition.
  - c. Publication in the official magazine of ADK and the mailing of the same shall be deemed equivalent to a written notice, if such magazine is mailed in conformance with Section 6.1.b.
- 6.2. Special Meetings:
  - a. May be called by the President.
  - b. Must be called upon request of a majority of the Board.
  - c. Must be called if a petition so requesting is signed by at least 500 members of ADK.
  - d. Notice of a special meeting shall be given in conformance with sections 6.1.b and 6.1.c of this article, and shall also state the purpose or purposes for which the meeting is called. No other business but that specified in the notice may be transacted at a special meeting.
- 6.3. Proxies: At all meetings of the membership, each member shall be entitled to cast his or her vote in person or by an official written proxy that must bear the member's signature.
- 6.4. Quorum: A quorum for the transaction of business at any meeting of the

membership shall be constituted by the presence of 100 members, or one-tenth of the total membership, whichever is less, in person or by proxy. However, a lesser number may adjourn the meeting for a period of not more than ten (10) weeks from the date originally scheduled. The secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called.

- 6.5. Majority: All matters brought to vote shall be decided by a simple majority vote of the members present in person or by proxy.

## ARTICLE V

### Board of Directors

#### Section 1. Membership of the Board

- 1.1. The primary responsibility for the governance of ADK is vested in the Board, which shall be composed of the Directors and Officers of the Club.
- 1.2. Chapters and members-at-large are entitled to elect Directors to the Board based upon size (as of September 30 of the year prior to the commencement of the term):
- |    |                 |                 |
|----|-----------------|-----------------|
| a. | 25-999          | one Director    |
| b. | 1,000 —1,999    | two Directors   |
| c. | 2,000 and above | three Directors |
- Any change in the ratio of members to Directors shall not shorten the term of any current Director.
- 1.3. For the purposes of Section 1.2., members-at-large shall be treated as a single chapter.
- 1.4. A chapter may elect up to two alternates for each Director allowed. Alternates may also be elected officers of the Chapter, i.e. Chapter Chair or President. Whenever a Chapter Director is unable to attend a meeting, the elected alternate may attend in his or her stead.
- 1.5. Individuals serving as Directors shall receive no compensation for serving in this role.
- 1.6. Directors elected from the members-at-large shall be elected by the general membership in odd-numbered years to serve for terms of two (2) years' duration. Nomination and election procedures shall be as stated in Article VI: Section 3. Terms shall begin on the first of the year following the election. When appointed by the Board to fill a vacancy, the appointed Director shall serve the remainder of the unexpired term. The time spent filling a vacancy shall not be counted against any other term limitation as established in Article V: Section 1.9.
- 1.7. Directors elected from Chapters shall be elected by their respective Chapters to serve for a term of two (2) years. Terms shall begin on the first of the year following the election. When appointed by the Chapter to fill a vacancy, the appointed

Director shall serve the remaining portion of the unexpired term. The time spent filling a vacancy shall not be counted against any other term limitation as established in Article V: Section 1.9.

- 1.8. Whenever a Director becomes an ADK Officer, the individual shall resign from the position of Director.
- 1.9. No Director shall serve on the Board in excess of six (6) consecutive years as a Director. Following six consecutive years on the Board, that Director's position shall be vacated and the person shall not be eligible to serve in the capacity of Director until one year shall have passed.
- 1.10. Directors and alternates must be members of ADK who are not in the employ, full or part-time, of ADK.
- 1.11. All administrative and program committee chairs are ex officio, nonvoting members of the Board.

## Section 2. Responsibilities of the Board

- 2.1. Act for ADK's interest in any way consistent with its Certificate of Incorporation and Bylaws.
- 2.2. Adopt ADK's budget, authorize capital expenditures, approve banking relationships, provide for an annual audit, and as necessary, make provision for bonding of the Treasurer.
- 2.3. Only the Board at a regular or special meeting shall establish ADK policies. This provision shall not prevent the officers or duly constituted committees of ADK from taking a position in its behalf in connection with pending legislation, constitutional amendments, or litigation relative to matters affecting the objectives of ADK as declared in its Certificate of Incorporation, Bylaws, or Mission Statement, provided always that the position taken shall be consistent with the broad policy of ADK as declared either in its Certificate of Incorporation or in a prior specific action taken by the Board. Such actions taken shall be reported to both the Board and Executive Committee at their next meeting.
- 2.4. The Board shall establish the procedures to be used in all elections.
- 2.5. The Board may delegate certain of its responsibilities to the Executive Committee.

## Section 3. Meetings of the Board of Directors

- 3.1. Regular: Regular meetings may be held at such date, time and place within or outside of the State of New York as the Board may fix. Such meetings require at least ten (10) days' notice to each member of the Board, at such date, time, and place as the President may set.
- 3.2. Special: Special meetings of the Board may be called at any time by the President or, in case of the President's absence or inability to act, by the Vice President, or

upon the written request of a majority of the Board members. Such meetings require at least ten (10) days' notice to each member of the Board, at such date, time, and place as the President may set.

- 3.3. Notice: Publication of any notice in the official magazine of ADK shall be deemed equivalent to a written notice, if mailed in conformance with the requirements of Sections 3.1 and 3.2.
- 3.4. Quorum: A quorum for the transaction of business at any meeting of the Board shall be constituted by the presence of a simple majority.
- 3.5. Majority: Except as may otherwise be provided for herein or by law, all matters brought to vote shall be decided by a simple majority vote of the Board members present in person.
- 3.6. Action by the Board without a Meeting: The Board may take action without a meeting as provided for in the Not-for-Profit Corporation Law.

## **Article VI**

### **Officers**

#### **Section I. Officers**

- 1.1. Elected Officers: The President, Vice-President, and three Associate Vice Presidents shall be elected by the membership in odd-numbered years to serve for a term of two (2) years, or until their successors are elected. An elected officer may serve up to three (3) terms in an office and for no more than ten (10) consecutive years as an elected officer.
- 1.2. Secretary and Treasurer: The Secretary and Treasurer shall be nominated by the President and approved by the Board for a term of two (2) years. They shall serve for no more than ten consecutive years.
- 1.3. Employment: Officers other than the Executive Director and Counsel must be members of ADK who are not in the employ, full or part-time, of ADK.
- 1.4. Executive Director:
  - a. The Executive Director shall be an officer of the corporation and shall be appointed by the Executive Committee with the approval of the Board.
  - b. The Executive Director shall be an ex officio member of all committees (except the Nominating Committee and Executive Committee) and shall have no vote at either committee or Board meetings.
  - c. The Executive Director shall be an employee-at-will and shall serve at the pleasure of the Board.

- 1.5. Counsel:
  - a. The Counsel shall be an officer of the corporation and shall be appointed by the Executive Committee with the approval of the Board.
  - b. The Counsel shall be an ex officio, nonvoting member of the Executive Committee.
  - c. The Counsel shall be an employee-at-will and serve at the pleasure of the Board.

## Section 2. Officer Responsibilities

- 2.1. President:
  - a. The President is the chief volunteer leader of ADK, and provides overall guidance to ADK's volunteer leadership, consistent with ADK's mission, policies, and public service goals. The President is directly accountable to ADK's membership.
  - b. The President shall preside at all meetings of ADK, of the Board, and of the Executive Committee.
  - c. The President shall be an ex officio member of all committees (except the Nominating Committee and Executive Committee) and shall have no vote at committee meetings.
  - d. The President shall appoint chairs for all committees, except for the Nominating Committee.
- 2.2. Vice President:
  - a. The Vice President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of, the President.
  - b. The Vice President shall perform such duties as from time to time may be delegated by the President.
- 2.3. Associate Vice Presidents: The Associate Vice Presidents shall perform such duties as from time to time may be delegated by the President.
- 2.4. Secretary:
  - a. The Secretary shall maintain the minutes of all Member, Board, and Executive Committee meetings.
  - b. The Secretary shall have custody of the seal of the corporation, and affix and attest the same to documents when duly authorized by the Board.
  - c. The Secretary shall ensure proper notice is given of all meetings for the Membership, Board, and Executive Committee.
  - d. The Secretary shall perform such duties as from time to time may be delegated by the President.
- 2.5. Treasurer:
  - a. The Treasurer shall have oversight of the financial affairs of ADK, and provide periodic reports to the Executive Committee and Board.
  - b. The Treasurer shall ensure that an audit is commissioned and presented on an annual basis to the Board.



- 2.6. Executive Director: The Executive Director shall be the principal administrative officer of ADK, charged with effectuating the mission of the organization.
- 2.7. Counsel: Responsibilities and duties of the Counsel shall be as determined by the Executive Committee.

### Section 3. Nomination and Election of Officers and Member-at-Large Directors

- 3.1. Elections: The Board shall establish the procedures to be used in all elections, including the appointment of tellers.
- 3.2. Nominations:
  - a. The Nominating Committee shall provide a slate of officer and member-at-large Director candidates in accordance with the established Board policy.
  - b. Additional nominations for Officers and Member-at-Large Directors may be made. Such nominations must be in writing and, signed by at least one hundred (100) members, with no more than fifty (50) from a single Chapter. Such nominations must be filed in accordance with the established Board policy.
- 3.3. Inspection and Reporting of Elections:
  - a. In the event of a contested election, the tellers, who shall not be members of the Board shall act as Election Inspectors and shall certify the results of the election to the Executive Director.
  - b. In the event of an uncontested election, the Secretary shall cast one vote on behalf of the slate and shall so certify the results of the election to the Executive Director.

### Section 4. Removal, Resignation, or Filling of Vacancies

- 4.1. Removal: An Officer may only be removed from office pursuant to the Not-For-Profit Corporation Law.
- 4.2. Resignation: An officer may resign at any time by giving written notice to the Board, the President, or the Secretary of ADK. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, the President, or the Secretary. Acceptance of the resignation shall not be necessary to make it effective.
- 4.3. Vacancies: Any vacancy in an officer position, other than the Executive Director or Counsel, shall be filled for the balance of the term of office by nomination by the President subject to approval by the Board. The time spent filling a vacancy shall not be counted against any other term limitation as established in Section 1 of this Article.

## Article VII

### Committees

#### Section 1. Establishment

- 1.1. Program Committees: Program Committees are responsible for effectuating the mission of ADK. The President may establish additional program committees subject to approval of the Board. Once created, such committees may be dissolved only by the Board.
- 1.2. Administrative Committees: The following are established as Standing Committees:
  - a. Administrative Executive
  - b. Nominating
  - c. Finance
  - d. Bylaws
  - e. Human Resources Development
  - f. Membership and Development
- 1.3. Committee Charters: All committees must submit a charter to the Board for approval. Each charter is to establish a review period and will be resubmitted to the Board within this established period.
- 1.4. Working Groups: The President may create and appoint ad hoc working groups for special projects or issues. Such working groups will automatically dissolve at the end of the term of the appointing President, unless continued by the in-coming President.

#### Section 2. Executive Committee

- 2.1. Membership: The membership of the Executive Committee shall consist of the elected and appointed officers of the Club, the Executive Director, and three Directors elected by the Board from among the Directors to serve two-year terms. The Counsel shall be an ex officio, nonvoting member of the Committee.
- 2.2. Responsibilities: The committee shall act for the Board and in the best interests of ADK, in accordance with the Certificate of Incorporation, the Bylaws of ADK, and the Executive Committee Charter.

#### Section 3. Nominating Committee

- 3.1. Membership:
  - a. Membership of the Nominating Committee shall consist of three Directors elected, from the Board in accordance with the committee charter and established Board policy.
  - b. These Directors shall designate a chair of the committee. The designated chair will select the remaining four members, two of whom shall be current ADK committee chairs, and two of whom shall be current chapter chairs. No two committee members shall be from the same chapter.

- 3.2. Responsibilities: The committee members shall complete their responsibilities in providing a slate of nominations for the elected officers and members-at-large Directors as provided for within the charter of the committee and established Board policy.

#### Section 4. Finance Committee

The President shall appoint a chair subject to approval of the Board. The committee shall operate in accordance with its charter.

#### Section 5. Bylaws Committee

The President shall appoint a chair subject to approval of the Board. The committee shall operate in accordance with its charter.

#### Section 6. Human Resources Development

The President shall appoint a chair subject to approval of the Board. The committee shall operate in accordance with its charter.

#### Section 7. Membership and Development Committee

The President shall appoint a chair subject to approval of the Board. The committee shall operate in accordance with its charter.

### **ARTICLE VIII**

#### Chapters

##### Section 1. Purpose

ADK and its Chapters work in partnership to provide opportunities for ADK members to participate in all facets of ADK and Chapter governance, programs, and activities. Each provides resources and opportunities that enhance the capabilities, vitality, and influence of ADK and the Chapters in seeking to achieve ADK's mission.

##### Section 2. Chapter Status

- 2.1. Status: Chapters are subdivisions of ADK, and are subject to all provisions of its Certificate of Incorporation, Bylaws, and Board policies and procedures.
- 2.2. Programs and Activities: A chapter's activities and programs shall be consistent with ADK's Certificate of Incorporation, Bylaws, and Board policies and procedures.
- 2.3. Establishment of a Chapter: Whenever at least twenty-five members of ADK desire to form a Chapter, they shall apply in writing to the Board, stating their purpose and the proposed name of the chapter. If such application is approved by the Board, the applicants may proceed to organize as a Chapter.

- 2.4. Dissolving a Chapter:
- a. A Chapter's status as a Chapter of ADK may be terminated by the Board, when the Board determines that a Chapter's actions or activities are inconsistent with or injurious to ADK's Certificate of Incorporation, Bylaws, or Board policies and procedures.
  - b. When a Chapter's status is terminated, members of that Chapter shall be given the opportunity to transfer to another Chapter or become members-at-large.
  - c. Fund balances of a terminated Chapter shall be transferred to ADK. Pending dissolution of any Chapter, ADK may demand that the Chapter transfer to ADK any fund balance currently held by the Chapter unless prohibited by law.
- 2.4. Merging Chapters: Chapters may merge in accordance with the procedures established by the Board.

### Section 3. Chapter Structure

- 3.1. Chapters shall be unincorporated associations organized under the Certificate of Incorporation and Bylaws of the Adirondack Mountain Club, Inc., and as such will create and maintain a chapter charter that at a minimum, will:
- a. Establish the chapter's name.
  - b. Provide for chapter officers and ADK Director(s) and alternate Directors.
  - c. Provide for the establishment of a bank account.
  - d. Provide for an annual meeting for its membership.
  - e. Provide for programming, outings, or some form of activities.
- 3.2. Chapters that were separately incorporated as of the effective date of these Bylaws shall be permitted to retain their existing status, provided such status does not jeopardize ADK's tax-exempt, not-for-profit corporation status under federal or state law, and provided such entity is operated in accordance with the ADK Certificate of Incorporation, Bylaws, and Board policies and procedures.

### Section 4. Chapter Finances

- 4.1. Annual Statement: Each Chapter shall ensure that an Annual Statement or Report, to include a Balance Sheet and Statement of Income and Expense, is completed and filed with ADK's administrative offices by the end of the first quarter following the end of the Chapter's fiscal year.
- 4.2. Financial Affairs: Each Chapter shall be responsible for its own finances and shall ensure that an appropriate accounting system or record of the Chapter's financial affairs is maintained, kept current, and made available for inspection by ADK at all times.

- 4.3. Dues: Each Chapter shall be entitled to a portion of all ADK membership dues collected from the members of that Chapter, to be paid by ADK on a monthly basis, as determined by the formula established by the Board. The procedure to change said formula shall be:
- a. The Board shall approve a resolution notifying Chapters and membership of the recommended change.
  - b. The Chapters and membership shall be provided written notice of such proposal.  
Publication in the official magazine of ADK shall be deemed equivalent to a written notice.
  - c. The Board shall consider the proposal for ratification not less than one hundred twenty (120) days after written notice is given.

#### Section 5. Chapter Membership

- 5.1. Any person accepted for membership in ADK qualifies for membership in a chapter.
- 5.2. Chapters shall be entitled to prescribe additional qualifications and prerequisites for Chapter activities consistent with the ADK Certificate of Incorporation, Bylaws, and Board policies and procedures.

### ARTICLE IX

#### Finances

##### Section 1. Fiscal Year

ADK's fiscal year shall be the calendar year.

##### Section 2. Depositories

Funds of the corporation may be deposited from time to time to the credit of the corporation with depositories selected by the Board.

##### Section 3. Signatories

All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the corporation shall be signed by the designated individual or individuals. actual or facsimile, in the manner that shall be determined by the Board.

##### Section 4. Audit

The accounts of ADK shall be audited each year by an independent certified public accountant.

##### Section 5. Compensation

Directors, and elected and appointed officers (except for the Executive Director and Counsel) shall serve without compensation, but reasonable expenses may be reimbursed. No employee of the corporation shall receive any funds from the corporation or any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered to it and reimbursement for expenses incurred in the performance of such services.

Section 6. Investments

The funds of ADK may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

**ARTICLE X**

Indemnification

ADK may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by the Not-For-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that the person, or the person's testator or intestate was a director, officer, employee, or agent of ADK., against judgments, fines, amounts paid in settlements, and reasonable expenses, including attorneys' fees. The Board may purchase insurance for such purpose if it is deemed desirable to do so.

**ARTICLE XI**

Corporate Status

ADK is a non-stock, not-for-profit corporation, organized and operated exclusively for charitable, conservation, education, and recreation purposes. Specific restrictions apply to the distribution and use of ADK assets as set forth in the Certificate of Incorporation and Bylaws.

**ARTICLE XII**

Construction

Section 1. Conflict

If any conflict exists between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.

Section 2. Notice

Notice required under any provision of these Bylaws shall be deemed to be given on the date it is mailed or otherwise sent.

**ARTICLE XIII**

Adoption, Amendment, and Repeal

Section 1. Adoption, Amendment, or Repeal

The power to adopt, amend, or repeal the Bylaws shall be vested exclusively with the members.

Section 2. Amendment

The Certificate of Incorporation and Bylaws may be amended in the following manner:

- 2.1. Any proposed change must be approved at a regular or special meeting of the Board by a two-thirds vote of the Board members present and voting at such meeting.
- 2.2. Any change so approved shall be submitted to the membership for a majority vote following procedures established by the Board, as required by law, and by the Bylaws (Article IV: Section 6.)
- 2.3. In the event that the Board shall fail to approve any proposed change to the Certificate of Incorporation or Bylaws submitted to it, the proposed change must be submitted to the membership for vote if a petition is filed in support of said amendment carrying the signatures of not less than five hundred (500) members of ADK. The same procedure must be followed as if such amendment had been approved by the Board.

**ARTICLE XIV**

Effective Date

These Bylaws shall take effect on July 1, 2000, at which time the prior Bylaws of ADK shall be of no further force and effect. All Officers, Directors, and Executive Committee members shall remain in office as of said effective date until expiration of their current terms.