



BYLAWS
of the
NEW YORK CHAPTER, INC.
of the
ADIRONDACK MOUNTAIN CLUB, INC
(2019)

ARTICLE I: NAME

The name of this organization is: New York Chapter, Inc. of the Adirondack Mountain Club, Inc. ("Corporation").

ARTICLE II: OBJECTIVES

The objectives of the Corporation are to support the work and activities of the Adirondack Mountain Club, Inc. ("Club") and like-minded organizations; to promote and engage in outdoor, educational and recreational activities, such as hiking, camping, skiing and trail clearance; to support conservation and environmental programs and goals; to operate the New York Chapter of the Club ("Chapter") and a camp in the New York City metropolitan area ("Camp Nawakwa").

ARTICLE III: MEMBERSHIP

Section 1. The Corporation has two classifications of membership:

1. Chapter Membership
 - a) Family: Maximum of any two adults, 18 years or older, at the same domicile, each of whom shall be a voting member of the Club and vote on issues which pertain to Chapter business only.
 - b) Individual: 18 years of age or older who shall be a voting member of the Club and vote on issues which pertain to Chapter business only.
 - c) Affiliates: ADK Club members who have chosen another as their main Chapter, but who wish to associate with the New York Chapter and participate in its Chapter activities. Affiliates pay an Affiliate fee as determined by the Board of Directors ("BOD").
2. Camp Nawakwa Member ("Nawakwan")
 - a) Individual: 18 years of age or older who shall be a voting member of the Club and vote on issues which pertain to Chapter and to Corporation business. This classification of member has completed the Qualifying, Orientation and Safety Activities and has been approved by a majority of the BOD present.

Section 2. To be admitted as a member of the Chapter a person must:

1. Submit a written Application Form to the Club;
2. Pay the applicable Club dues; and
3. Select the New York Chapter as his or her preference.

Section 3. Becoming a Camp Nawakwa Member may be attained by one of the following ways:

1. By selecting the New York Chapter when signing up for Club Membership, paying the Club annual dues, submitting a Camp Nawakwa Application Form and paying the Application Fee, successfully completing the Qualifying, Orientation and Safety Activities, and being voted in by the BOD; or
2. By filling out a Camp Nawakwa Application Form, paying the Application Fee, successfully completing the Qualifying, Orientation and Safety Activities, being voted in by the BOD and paying the Club annual dues as a New York Chapter Member or Affiliate.

Both categories above are known as "Applicants" and neither are granted Nawakwan rights nor unlimited Camp Nawakwa access until successfully completing the Qualifying, Orientation and Safety Activities and being voted in by the BOD. Applicants may participate in the number of registered Camp Nawakwa activities as determined by the BOD.

Qualifying, Orientation and Safety Activities: An Applicant will need to complete the Qualifying, Orientation and Safety Activities to become familiar with Camp Nawakwa procedures, safety issues and Palisades Interstate Park regulations. All these activities must be completed prior to being granted access to Camp Nawakwa at other than registered events. The current

Qualifying, Orientation and Safety Activities and their details, as determined by the BOD, are published in the Policies and Procedure Manual and annually in the *Trail Marker* and on the Chapter website.

The BOD reserves the right to grant or deny requests for extensions of Applicant status.

Section 4.

1. Chapter members are granted all rights and privileges of the Club.
2. Membership in the Chapter does not automatically entitle a member to the use of Camp Nawakwa facilities. The BOD shall have the power to determine requirements and/or activities for Camp Nawakwa access.
3. Nawakwans are Chapter members or Affiliate members who have paid the Application fee and also completed Qualifying, Orientation and Safety activities as determined by the BOD. Upon majority vote of the BOD present, and payment of applicable dues, an Applicant will be admitted to membership as a Nawakwan.
4. In addition to the rights and privileges of the Club, Nawakwans shall enjoy the right of access to Camp Nawakwa and its activities. Only Nawakwans shall enjoy the right to vote on issues related to Camp Nawakwa.
5. By a two-thirds vote of the BOD present, the BOD shall determine the Qualifying, Orientation and Safety activities.
6. By a two-thirds vote of the BOD present, the BOD shall have the power to implement the Qualifying, Orientation and Safety activities, if any, which are requirements for access to Camp Nawakwa.
7. The BOD shall circulate such changes in the *Trail Marker* and on the Chapter website in a timely manner.

Section 5.

1. Persons who are members in good standing of the other Club Chapters may apply for Affiliate membership in the New York Chapter. The BOD shall determine the amount of Affiliate dues.
2. Members of the New York Chapter may be transferred to the Affiliate list by officially notifying the Club of their enrollment as members of another Chapter. Affiliate members of the Chapter may be transferred to the Chapter membership list by officially notifying the Club of their desire to be so transferred.
3. Members of the New York Chapter may apply for Affiliate membership in any other Chapter accepting Affiliate members without altering their status as New York Chapter members.

Section 6.

Termination of Club membership terminates membership in the Chapter and in the Corporation, including Camp Nawakwa. In accordance with Club policy, a person who fails to pay membership fees and dues is no longer a member and also loses all rights of membership including Camp Nawakwa access privileges.

Section 7.

By a vote of two-thirds of the full BOD, a member may be temporarily suspended from the Chapter and/or Corporation membership or expelled from the Chapter and/or Corporation membership for violation of the Bylaws of the Corporation and/or the Club or for conduct prejudicial to the best interests of the Chapter or Corporation as determined by the BOD, provided charges in writing are proffered against such members, a copy thereof served upon such member, and an opportunity afforded such member for a hearing before the BOD.

Section 8.

Guests: Nawakwans may bring guests to a limited number of activities and outings. The number is determined by the BOD.

Section 9.

No person shall be denied membership in the Corporation of the Chapter by reason of race, color, religion, gender, sexual orientation, or national origin.

ARTICLE IV: OFFICERS

Section 1.

The Officers of the Corporation shall be: Chair, Vice-Chair, Secretary and Treasurer. All Directors and Officers must be Nawakwans. Only Directors and Officers may vote at BOD meetings.

Section 2.

The duties of the officers shall include, but not be limited to, the following:

The Chair shall be the Executive Officer of the Corporation and shall preside at all meetings of the Corporation and of the BOD. The Chair, by and with the consent of the majority of the BOD present, shall appoint and remove committees and committee leaders as shall be necessary for the efficient administration of the Corporation.

The Vice-Chair shall assume the duties of the Chair in the event of absence, resignation, death or disability of the latter.

The Secretary shall keep the minutes of all meetings of the Corporation and of the BOD, attend to the correspondence of the Corporation, and be responsible for the Chapter and Nawakwa membership roster. The Secretary's records shall be available for inspection of the Auditing Committee and BOD. When directed to do so by the BOD, the Secretary shall furnish copies of any resolutions and transcripts of the minutes of the BOD of the Corporation and the Chapter, duly certify under his/her hand, to such persons as may be designated by the Board of Directors. The Secretary shall conform and update the Bylaws as a result of changes from Referendums.

The Treasurer shall keep reasonably complete books of account, which shall be available for inspection by the Auditing Committee and the BOD. The Treasurer shall be the custodian of all monies and assets of the Chapter and the Corporation, as well as of all securities, insurance policies, leases and other instruments of the Chapter and the Corporation, which shall be kept in a safe deposit vault to be selected by the BOD. In the event of the absence or disability of the Treasurer, the BOD shall appoint someone to act as temporary custodian of all monies, securities, insurance policies, leases and of the instruments of the Chapter and the Corporation, who shall have access to the safe deposit box and who shall be bonded in like manner as the Treasurer.

All checks, drafts and other evidence of withdrawal of funds drawn on Chapter or Corporation funds shall be signed by the Treasurer, or, in the event of the Treasurer's absence or disability, by one other of the two Signatories who have been so authorized by the BOD. Any member, officer, director or committee collecting Chapter or Corporation funds shall remit them to the Treasurer promptly.

At each regular meeting of the BOD, the Treasurer shall present a statement of cash receipts and disbursements for the period from the first of the fiscal year to the end of the month preceding the month during which such meeting is held. A balance sheet, income statement and such other financial statements may be rendered as deemed appropriate.

ARTICLE V: BOARD OF DIRECTORS AND STANDING COMMITTEES

Section 1.

The BOD of the Corporation shall consist of the four officers and six directors (seven directors if there are two Club Directors at any time). A majority of the BOD shall constitute a quorum.

Section 2.

The BOD shall have final authority over Chapter and Corporation finances, including budgets and approval of reasonable expenditures, not to exceed \$10,000.00; approve the formation or dissolution of committees; make rules with respect to the Corporation's property and Camp Nawakwa; provide for the bonding of the Treasurer; authorize any audits of the Corporation's books; and act for the Corporation's interest in any way consistent with these Bylaws.

Section 3.

In the event that Acts of God, including, but not limited to, fire, storms, or blizzards, threaten to cause permanent and irreparable damage to Camp Nawakwa real property if immediate repairs were not promptly performed, the BOD shall have authority to approve any expenditures necessary to prevent permanent destruction or irreparable damage to Camp Nawakwa real property.

Section 4.

The BOD shall call at least six meetings per year. Special meetings may be called by the Chair upon giving five calendar days' notice to each Board members. All regular and special meetings shall be held in Manhattan, New York City, unless a majority of the Board decides otherwise. Some meetings may be held by teleconference. The BOD, by two-thirds consent, may vote by mail, e-mail, or telephone on certain issues that may require resolution between meetings of the BOD.

Section 5.

The Club Director(s), formerly known as Governor(s), shall be the main liaison between the Chapter and the Club. All Club Directors shall be voting members of the BOD.

Section 6.

A member of the BOD may be a member of or chair any committee. Committee Chairs are invited and encouraged to attend all meetings of the BOD.

Section 7.

The following committees are deemed "Standing Committees" (permanent committees that meet regularly) which are representative of the core programs and activities of the Corporation.

- Nominating Committee
- Membership Committee
- Camp Nawakwa Committee
- Education and Conservation Committee
- Trails Committee
- Hikes and Outings Committee
- Archives Committee
- Audit Committee

The creation or abolishment of Standing Committees or "Temporary Committees" (committees created for a limited period of time to accomplish a specific purpose) must be approved by a majority vote of the BOD after study and evaluation by the Bylaws Committee, if any. The initial Mission, scope, charter and composition of each such committee shall be established by the BOD. The Chair of each such committee may also present recommendations for changes or additions to the scope of each such committee.

ARTICLE VI: ELECTIONS

Section 1.

The Officers and Directors of the Corporation and Club Directors and their alternates shall be elected as follows:

By the July meeting the BOD shall appoint a Nominating Committee (of three people) and "Election Tellers" (comprised of a chief teller and two assistants), none of whom shall be a member of the BOD. The *Trail Marker* which includes August shall contain a nominating form. The Nominating Committee must receive the completed form by September 1st. The Nominating Committee shall select one or more candidates for each office to be filled, including any candidate nominated by petition by more than five percent of Chapter members. The Nominating Committee shall then prepare the election ballot containing nominations, allowing space for any write-in candidates. No member of the Nominating Committee shall be designated to serve as a candidate for any office. The list of candidates to be voted on shall be published in the October *Trail Marker*, and the Election results shall be finalized within two weeks of the Election. The results of the election will be published on the Chapter's website and posted in the next *Trail Marker*.

Elections will take place at the Annual Meeting of the members held on the third Saturday of October, at a time and place determined by the BOD. As per the New York Not-For-Profit Corporation Law, "Directors shall be elected by a plurality of the votes cast at a meeting of the members entitled to vote in the election."

In addition to publishing the list of candidates in the October Trail Marker, official notice of the Annual Meeting will be given upon no less than 10, and no more the 50, days' notice by mail or other method authorized under the law to all members. A Proxy Form will be included in this mailing. This Official Notice will indicate the time and place of voting. Members who attend the meeting may vote in person or by use of the Proxy Form and members who do not want to or are not able to attend the meeting will be allowed to vote by use of the Proxy Form. In-person voting will use anonymous paper ballots and the Proxy Form will identify the proxy and be signed by the member.

Pursuant to the Adirondack Mountain Club bylaws, Family Membership is for a maximum of two eligible adults living together, so those with Family Membership will receive no more than two Proxy Forms in the mail. Additional information about how to vote by proxy will be included on the Proxy Form.

Those who come to vote in person will need to sign in and their names will be checked against the "Official Roster of Members" for the New York Chapter (that is, the official Main Club listing of current New York Chapter members). "Poll Workers" (members who will oversee the sign-in process and the official list of voting members, none of whom shall be a BOD member or a nominee for the BOD) will be designated to handle the sign-in. A Proxy Form which is sent in will be disregarded if the same member then votes in person at the meeting.

Tallying will follow after the close of voting. Both the in-person-votes, and the proxy-votes will be counted. After the accurate count is certified by the temporary Tally Committee, the Secretary will vote the proxy votes, and the results will be announced. Election results will be posted on our website and will also be published in the next Trail Marker

Section 2.

The terms of Officers and Directors shall be two years. Terms of all Officers and Directors shall begin on January 1st. Officers and Directors shall be eligible for re-election.

The number and term of office of the Club Directors and alternates elected by the Chapter shall be in accordance with the Bylaws of the Club. A Chapter may elect up to two alternates

for each Club Director allowed. Alternates may also be elected officers of the Chapter Whenever a Chapter's Club Director is unable to attend a meeting, an elected alternate may attend in his or her stead, when and as approved by the Chair.

In the event of the resignation or death of a two-year member of the BOD prior to the mailing of the ballots for an annual election with one year of the term remaining, the Nominating Committee shall place on the ballot the name of a new nominee as successor to such member of the BOD to serve for one year. In the event of the resignation or death of a two-year term member after the mailing of the ballots for the annual election, with one year of the term remaining, the BOD shall elect a successor to serve for the unexpired term.

Unless excused by the Chair or by the BOD, absence of any Officer or Director for three successive regular meetings of the BOD shall be deemed a resignation and the office declared vacant. A successor shall be appointed in the manner above specified.

ARTICLE VII: REFERENDUM

Section 1.

Notice of any BOD resolution with respect to (a) any extraordinary expenditure, or (b) any special assessment against Nawakwans shall be mailed/emailed to them within thirty days of passage.

If within four weeks of mailing such notice, a petition signed by five percent of Nawakwans (and/or Chapter members on non-Camp Nawakwa matters) is received by the Secretary requesting a referendum on any such resolution, the BOD shall order a poll of Nawakwans (or Chapter members, if applicable). Ballots for such a poll shall be sent within two weeks after the regular BOD meeting directly following receipt of the petition by the Secretary. If a majority of Nawakwans (or Chapter members, if applicable) who voted approves the resolution, the resolution becomes effective. If no petition is received within that four-week period, the BOD resolution shall be in full force and effect.

Section 2.

Five percent of the Nawakwans (and/or Chapter members on non-Camp Nawakwa matters) may, at any time, petition the BOD to pass a resolution, which resolution shall be set out in full in the petition. Such petition shall be sent to the Secretary. If such a resolution is passed by the BOD at its regular meeting following the receipt of the petition, it shall be subject to referendum in the usual way. If such a resolution is not passed by the BOD at its regular meeting directly following the receipt of the petition, the BOD must submit the same within two weeks thereafter to a referendum of the applicable members. If a majority of at least ten percent of the total Nawakwans (or Chapter members on non-Camp Nawakwa matters) votes in favor of the resolution, it shall be in full force and effect.

Section 3

All resolutions affecting the Bylaws of the Chapter and the Corporation shall be referred to the Bylaws Committee, if any, for study and evaluation.

Section 4

Notice of referendum results shall be given to the members as soon as practicable and will be included in the next issue of the Trail Marker and published on the Chapter website.

ARTICLE VIII: MEETINGS

Section 1.

There shall be an Annual Meeting of the membership each and every year in accordance with Chapter 35 of the Consolidated Laws of New York "Not- for-Profit Corporation Law."

Section 2.

The BOD shall set the date, time and place of such a meeting.

Section 3.

The Annual Meeting and Special Meetings of the membership may be called by the Chair upon no less than 10, and no more the 50, days' notice by mail or other method authorized under the law to all members. Special membership meetings may be called by a majority of the voting members of the Board upon no less than 10, and no more the 50, days' notice by mail or other method authorized under the law to all members. Special membership meetings may be called by a petition containing signatures of at least 10% of the Nawakwans in good standing; such meeting to take place within three weeks from the date of the petition. A quorum, as defined below, must be present in both annual and special membership meetings, except that an annual or special meeting called and adjourned because of lack of quorum, shall take place within the next two weeks with at least ten Nawakwans in good standing present.

Section 4.

The order and conduct of the BOD and committee meetings shall be governed by Robert's Rules of Order.

Section 5.

All actions at any membership or BOD meetings shall be by motion or resolution, reduced to writing and duly moved and seconded. The disposition of such motions or resolutions shall be in accordance with Robert's Rules of Order.

Section 6.

A quorum for the transaction of business at any annual or special meeting of the membership shall consist of ten percent of the total Nawakwans, except as provided in Section 3.

ARTICLE IX: FINANCES

Section 1.

The Chapter fiscal (accounting) year is the calendar year.

Section 2.

The finances of the Chapter and Corporation shall be classified into general funds and funds created for specific purposes. The accounts shall be kept in such a way as to reflect fairly the income and expenses. Additional funds for specific purposes may be created when deemed necessary or desirable by resolution of the BOD, which resolutions shall be subject to referendum as provided in Article VII.

Section 3.

Appropriation from one fund to another fund shall be made only by resolution of the BOD.

Section 4.

The surplus finds of the Corporation may be invested only in such securities as may be legal for investment by savings banks in the State of New York.

Section 5.

The Treasurer shall be bonded in an amount determined by the BOD from time to time.

Section 6.

In the event that no member can be found for this position, the BOD can vote to pay a non-member, preferably a CPA or an experienced accountant or bookkeeper, to fulfill this role. In such a case, the Treasurer would not be a member of the BOD.

Section 7.

The Audit Committee, consisting of a member or members who do not hold any Chapter or Corporation office, shall be appointed by the BOD to serve for the fiscal year. The Committee shall perform an annual compilation, review or audit (of assets, liabilities, income and expenses) with recommendations concerning Corporation finances to the Board. The Committee shall submit a written report to the Board. A member of the Audit Committee shall be the Compliance Officer.

ARTICLE X: PROPERTY

Title to all real and personal property of the Corporation shall be vested in the New York Chapter, Inc., of the Adirondack Mountain Club, Inc. Deeds, conveyances and leases which have been authorized by the Chapter and the Corporation and all contracts and other instruments which have been authorized by the Corporation of by the BOD, subject to the provisions of Article VII of these Bylaws, shall be signed by the Chair of the BOD and countersigned by the Treasurer.

ARTICLE XI: AMENDMENTS

Section 1.

The text of any proposed amendments to the Articles of Incorporation or to the Bylaws shall be referred to the Bylaws Committee, if any, for study, evaluation, action and referral to the BOD. All actions by the Bylaws Committee, if any, are reviewable by the BOD. The Board must approve any proposed amendments to the Bylaws or to the Articles of Incorporation by a two-thirds majority of the entire Board. All approved changes must be submitted to a vote by Nawakwans at a duly called meeting or other method authorized under the law and will become effective immediately after approval by the majority of Nawakwans voting provided that at least 10% of the Nawakwans voted.

Section 2.

Nawakwans reserve and retain the right to amend or repeal the existing Bylaws or to enact new Bylaws.

ARTICLE XII: MISCELLANEOUS

Section 1.

Notwithstanding Articles V and VIII herein and the laws governing notice of meetings, publication in the *Trail Marker* and/or on the Chapter website shall be considered official notice to members of general announcements, including but not limited to: election and referendum results, changes to Club or Chapter rules, policies, bylaws, or the certificate of incorporation, and advisories concerning and directives from Harriman State Park.

Section 2.

The Club Chapter, operating under the Corporation, shall abide by the Article of Incorporation and the Bylaws of the Club insofar as they relate to Chapter operating matters as distinguished from Corporate matters; the latter being exclusive province of the Corporation, including but not limited to the classes of members the Corporation shall have.

ARTICEL XIII: TRANSITION

As per Article XI, Section 1, these Bylaws shall take effect upon approval of the voting membership, at which time the prior Bylaws of the New York Chapter, Inc. of the Adirondack Mountain Club, Inc. shall be of no further force and effect. All Officers and Directors shall remain in office as of said effective date until the expiration of their current terms.