

In a little more than a year,

ADK will begin celebrating its centennial anniversary. This, in and of itself, is an achievement.

In 1921, several dozen people met in New York City, with a single, lofty goal in mind: To help the public gain access to the Adirondacks through trail-building. Just a year later, they took a major step toward achieving that goal by beginning construction on the Northville-Placid Trail under the banner of the newly formed Adirondack Mountain Club.

NOW, NEARLY A CENTURY LATER, it is time for ADK to build upon this steep history in order to meet present needs and prepare for a successful future.

For much of its existence, ADK has been a volunteer-led organization. Over time, as membership grew and the club took on new pursuits, the need for full-time staff increased, leading to a hybrid model that is not dissimilar to that of the Appalachian Mountain Club (AMC), which has served as something of a forerunner to ADK in many respects.

AMC also preceded ADK in having to confront many of the tests that ADK faces today, which prompted a group of key AMC members back in 1995 to propose professionalizing the organization. Despite sinking debt and dwindling membership, this proposal “sparked outrage among many AMC members who felt the club’s ‘do it yourself’ ethic was being compromised,” according to a study entitled “Appalachian Mountain Club: Transforming Governance” (Harvard Business School Document 9-598-066, revised March 1998, p. 1). Despite much dissension, AMC made the difficult decisions that were needed to professionalize the organization. In the following years, it enjoyed a notable resurgence, which erased its debt, doubled its membership, and tripled its endowment.

While ADK has a number of unique strengths—including a dedicated vol-



Atop Mt. Jo. Joey Piola

A STRATEGIC PLAN FOR ADK

After One Hundred Years, A New Path

unteer base—it also faces many of the organizational and financial challenges that AMC once addressed. This places ADK at a proverbial fork in the road: It must choose either to continue doing the same things in the same way, or adapt and grow in both numbers and impact for generations to come.

In response to this situation, a Strategic Planning Committee comprised of board members, chapter representatives, and key staff was established in June 2019 to select a professional firm to help guide ADK through a course-setting strategic plan. This committee selected Conservation Impact, which stood out for having consulted with more than a thousand nonprofits and agencies across forty-five states and internationally during the course of its twenty-four-year history.

Conservation Impact’s president and CEO, Shelli Bischoff, began her work by performing a comprehensive review of ADK’s operations, finances, bylaws, policies, and programs, and also conducted more than sixty interviews with senior ADK staff, Executive Committee members, board directors, and chapter chairs. She also performed an “external” analysis by interviewing a number of ADK stakeholders and financial supporters, as well as professionals from other like-minded organizations. Her

findings were presented to the Strategic Planning Committee at the outset of a two-day meeting, followed by lengthy problem-solving sessions, the conclusions of which were presented to both the Executive Committee and, ultimately, the full Board of Directors at its April 2020 meeting.

What materialized was a comprehensive strategic plan that continues to emphasize both outdoor education and environmental advocacy as two mission-focused strengths, but also recommends significant structural change to the current board composition in order to facilitate growth. This is needed not just for reasons related to finances and governance, but also to increase ADK’s impact in the identified areas of focus. “While the plan will take time to implement, which ADK will accomplish incrementally, the necessary first steps must be taken on which the organization can build,” said Jean-Claude Fouere, chair of the Strategic Planning Committee.

Board Composition and Governance

One of the most significant topics addressed by the strategic plan is the need for ADK to adopt a professional board structure. ADK’s current board is, by design, comprised predominantly of



chapter representatives, whose focus has traditionally been to act on behalf of their respective chapter and not necessarily the larger organization, as required by virtue of their fiduciary roles. This representative model has allowed chapters to receive proportional representation, which has caused the current board to grow to an unwieldy size (forty-three individuals), nearly three times the size of most nonprofit boards.

Because of its size and regional distribution, the board has typically met only quarterly, making it difficult to address issues in a timely manner. This includes timely updating of the bylaws themselves, which have gone more than twenty years without any revision, depriving the organization of the ability to keep pace with emerging trends as well as with federal and state law.

Indeed, several board members acknowledged being ill-equipped to perform the necessary board-related functions when interviewed in furtherance of the strategic plan. “The current board structure has deprived the organization of the functions that a board of directors typically performs, such as fundraising, governance, and developing strategies for strategic growth to increase ADK’s impact on protecting our wild lands and waters and furthering responsible outdoor recreation,” said Tom Andrews, president of ADK.

Comparatively, professional boards overseeing nonprofits across the country typically have from twelve to eighteen directors who meet regularly in order to make timely decisions that are critical to the organization. Those boards are comprised of individuals who are not only committed to the mission, but also skilled through their profession or individual experiences in ways that support their ability to oversee and guide the organization. For ADK, this would include expertise in areas that are essential to the organization’s programming, such as hospitality and publications, or knowledge of operational functions, such as finance or law. A board member who is an expert in publications, for example, would stay up to date on emerging trends in both magazine and trade publications and provide counsel to staff.

In sum, the work of the Strategic Planning Committee has made it clear that the current board structure is too large and removed—both profession-

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ally and from its fiduciary and governance responsibilities—to be effective. **ADK’s Bylaws Working Group has proposed changes to the bylaws that will help ensure that ADK is effectively governed and has the full composite of skills to help guide the organization,** both programmatically and financially, to ensure that ADK grows its impact in the decades to come.

Chapter Representation

Moving to a professional board does not mean that there will not be a structured platform for ADK’s chapters to further both their interests and their wisdom. To the contrary: While the traditional board roles of governance, strategic vision-setting, and fundraising are essential, they should be accompanied by a formal structure to advance the interests of ADK’s chapters.

To accomplish this, the revised bylaws will establish an Advisory Council comprised of trustees selected from ADK’s chapters that will meet on a regular basis. In order to ensure a formal connection to the governance of the organization, the Advisory Council will have a seat on the newly proposed Board of Directors.

In addition, the bylaws revisions also incorporate newly created standing committees that will be aligned with the mission of the organization. These include a Stewardship Committee, which will oversee environmental issues, educational programming, and trail work, and a Properties Committee. Both committee chairs will have a seat on the newly constituted board under the proposed revisions. This step elevates the importance of helping ensure that furthering ADK’s mission remains a core component of the board’s work.

How You Can Help

ADK cannot move forward without you. All bylaw revisions require a majority vote from the membership before they can be formally adopted by the organization. Included on pages 24–29 is a revised version of the bylaws for your review; it was drafted by the By-

laws Working Group and unanimously approved by both this group and the Executive Committee of the Board of Directors. Following these votes, the revisions received unanimous support from ADK’s full-time staff and approval from more than two-thirds of the full Board of Directors. Now they come to you for either your approval or disapproval.

To cast your vote, please fill out and mail the ballot, on the flap of the enclosed postage paid envelope. **Votes must be postmarked by September 18, 2020, to be counted.** Family memberships are allowed up to two votes per household in compliance with existing bylaws.

Thank you for your time and support. Your favorable vote today will help us expand our impact to include a larger community of outdoor adventurers, stewards, and advocates as we work to promote safe enjoyment of the backcountry while conserving New York’s wild land and waters for generations to come. ▲

—Bylaws Working Group

Peter Benoit, Chair; Glens Falls–Saratoga Chapter Chair; Human Resources Development Committee

Chris Corbett, Albany Chapter; member of Heart Lake Property Committee and Human Resources Development Committee; author, Advancing Nonprofit Stewardship through Self-regulation

John McCoy, ADK Life Member, Onondaga Chapter; member of Board of Directors and Heart Lake Property Committee; Vice Chair Johns Brook Lodge Committee

Brian Coville, Glens Falls–Saratoga Chapter; member of Board of Directors and Audit Committee

Emily Kane, Glens Falls–Saratoga Chapter; member of Board of Directors

Virginia Etu, on staff since 2002 (Executive Assistant)

Proposed 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 (the "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.

The seal of ADK shall be:
[shown here on gold paper]



ARTICLE III. PURPOSE

ADK works to protect New York wild lands and waters by promoting responsible outdoor recreation and building a statewide constituency of land stewardship advocates.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

1.1. Classes. The voting membership of ADK shall be divided into the following classes:

- Individual: 18 years of age and older.
- 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 in good standing shall have the right to vote at all meetings of the general membership, be eligible to become a Board member, participate in a committee or committees, 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 memberships 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 IX: Section 4.3.)

5.4. The procedure to change dues shall be:

a. The Board shall approve a resolution noti-

fying 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 meeting. Said notice shall be mailed at least ten (10) days, but not more than fifty (50) days, prior to the meeting. The location of 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, or through electronic (email) communication, provided the same is sent 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 five hundred (500) members of ADK.

d. Notice of a special meeting shall be given in conformance with section 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 of the transaction of business at any meeting of the membership shall be constituted by the presence of

one hundred (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.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Board Composition

1.1. All powers of the corporation shall be exercised by and under the authority of the Board of Directors. During such times as the Board may not be properly constituted, the Executive Committee shall carry out the functions of Board of Directors as stated herein.

1.2. The Board of Directors shall consist of between twelve (12) and twenty (20) Directors. Directors shall be at least twenty-one (21) years of age and be members in good standing with ADK. Directors should be selected on the basis of their demonstrated awareness of the purposes and needs of the corporation, their willingness to serve, and their professional or individual skills which contribute to the board-related functions of the corporation. With the exception of the Audit and Nomination Committees, the Chair of each standing committee shall also be a member of the Board of Directors, as well as an individual selected from among the Trustees of the Advisory Council.

1.3. Individuals serving as Directors shall receive no compensation for serving in this role, but may receive reimbursement for reasonable approved expenses.

1.4. To achieve staggered terms, the initial term for the first six (6) selected Directors shall be three (3) years and the initial term for the remaining Directors shall be two (2) years. Thereafter, each Director shall hold office for a term of three (3) years and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office, or death.

1.5. Directors shall be limited to three (3) consecutive terms and the Board shall be managed to ensure a turnover that maximiz-

es commitment and facilitates new ideas.

1.6. Directors shall be elected by a majority of the current Directors who are present at a meeting for which there is a quorum.

Section 2. Responsibilities of Directors and the Board of Directors

2.1. Directors shall act for ADK's interest in any way consistent with its Certificate of Incorporation and Bylaws, and ensure that ADK, and its Chapters, are in compliance with all laws, its Bylaws, and ADK's Certificate of Incorporation.

2.2. The Board shall adopt ADK's budget, authorize capital expenditures, support fundraising and major gift development, ensure ADK has the resources to carry out its mission, approve banking relationships, provide for an annual audit, and as necessary, make 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 on 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 Board 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.

2.6. All members of the Board shall regularly attend meetings of the Board. In the event a Director cannot attend a meeting, he/she shall notify the President or Executive Director prior to such Board meeting.

2.7. All members of the Board shall financially contribute in a meaningful way to the organization, shall represent ADK at public events, and should further help with fundraising efforts to ensure that ADK has sufficient resources to carry out its mission.

2.8. No Officer or Director shall engage in, or condone, any conduct that is disloy-

al, disruptive or damaging to or competes with ADK. No Officer or Director shall take any action, or establish any interest, that compromises his or her ability to represent ADK's best interest.

Section 3. Conflict of Interest

3.1. A member of the Board or member of the Executive Committee must abstain from voting or attempting to influence the vote or participate in the discussion on any matter before the Board that places him or her in a conflict of interest.

3.2. A conflict of interest exists when a matter to be acted upon by the Executive Committee and/or the Board confers a direct, substantial benefit to any Director, or business or agency from which such a Director derives an income or has authority in governance.

3.3. A member of the Board shall disclose any conflict or potential conflict of interest as soon as he or she recognizes the potential conflict. If self-disclosure is not revealed, the President or any member of the Board can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Director refuses to abstain from deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director has a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, the Director shall not be permitted to vote.

3.4. Any discussion of a potential conflict of interest issue must be recorded in the minutes and must be disclosed to the Audit Committee. The Audit Committee must generate an Annual Conflict of Interest Statement.

Section 4. A Director may be removed from office pursuant to the Not-For-Profit Corporation Law. In addition, a member of the Board who has not regularly attended meetings or contributed meaningfully to ADK on an annual basis may be contacted by the President, either at his or her discretion or at the direction of more than two members of the Board. The President shall inform such member in writing of his or her failure to meet the Director responsibilities

as outlined herein. Such Director shall have thirty (30) days to provide the President with a written response. Both writings shall be presented to the Board prior to the subsequent meeting of the Board, at which time the Directors shall vote on whether to allow such member to fulfill the remainder of his or her term.

Section 5. Meetings of the Board of Directors

5.1. Regular. Regular meetings, which may be conducted by teleconference, videoconference or other means of electronic communication where Directors can hear or otherwise participate in any discussion, shall be held quarterly at such date, time and place within or outside of the State of New York, as the President or any five (5) Directors may fix, unless waived by the President. 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, along with a proposed agenda at least five (5) days prior to such meeting.

5.2. 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 Directors. Such meetings, which shall include meetings by electronic communication, require at least ten (10) days' notice to each Director, at such date, time, and place as the President may set or as soon as practicable when there are extenuating circumstances. Any Director may waive notice of any meeting in writing. Any notice of a special meeting shall state the purpose of that meeting and the transaction of business at any special meeting should be limited to that purpose.

5.3. Notice. Electronic notice, such as email, shall be deemed equivalent to a written notice, if mailed in conformance with the requirements of Sections 5.1 and 5.2. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board need to be specified in the notice or waiver of the notice of such meeting.

5.4. Quorum. A quorum for the transaction of business at any virtual, electronic, or in-person meeting of the Board shall

be constituted by the presence of a simple majority.

5.5. 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 Directors present in person or appearing electronically when so appearing is authorized.

5.6. 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 1. Officers

1.1. Elected Officers. The President, Vice President, and Second Vice President shall be elected by the Board in odd-numbered years to serve for a term of two (2) years, or until their successors are elected.

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.

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.

d. The Executive Director shall be the staff liaison to the Board of Directors, members, and volunteers.

1.5. Counsel.

a. A Counsel may be appointed as an Officer of the corporation by the Executive Committee with the approval of the Board.

b. The Counsel shall be an ex officio, non-voting member of the Executive Committee.

Section 2. Officer Responsibilities

2.1. President.

a. The President is the chief leader of ADK's Board of Directors, and provides overall guidance to ADK's volunteer leadership, consistent with ADK's mission, policies, and public service goals. The President shall be the Board liaison to the Executive Director.

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.

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. Second Vice President. The Second Vice President shall perform such duties as from time to time may be delegated by the President, and shall, in the absence of the Vice President, or in the event of the Vice President's inability or refusal to act, perform such duties of the Vice 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 Members, 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 operational decision-making for 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

3.1. Elections. The Board shall establish the procedures to be used in all elections.

3.2. Nominations.

a. The Nominating Committee shall provide a slate of Officer candidates in accordance with the established Board policy.

b. Additional nominations for Officers may be made. Such nominations must be in writing and signed by at least five (5) Directors. 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, three (3) tellers must be appointed, who shall not be members of the Board, and 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. Resignation or Filling Vacancies

4.1. Removal. An Officer may be removed from office pursuant to the Not-For-Profit Corporation Law and in conformance with Article V, Section 4.

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.

ARTICLE VII. ADVISORY COUNCIL

Section 1.

1.1. Purpose. An Advisory Council is hereby established to be made up of those Trustees

appointed or elected and serving as provided in Section 1.2 and 1.3. The Advisory Council shall advise and provide counsel to the Board of Directors and exercise those powers established by these Bylaws.

1.2. Trustees. The Advisory Council shall be composed of individual Trustees who shall be appointed, elected, or serve as follows:

a. Each Chapter in good standing shall have no more than one (1) representative Trustee on the Advisory Council and shall submit the name of such Trustee to the Executive Director in writing and may also include an alternate Trustee.

b. Trustees-at-Large: There shall be on the Advisory Council up to three additional Trustees, appointed by the President, to serve in an at-large capacity.

c. Board of Directors: There shall be no more than one member of the Advisory Council selected to serve on ADK's Board of Directors, provided he or she meets the requirements herein set forth for service on the Board.

1.3. Qualifications of Trustees. To the extent practical, the individuals appointed or elected as Trustees shall have an established involvement with ADK, to include committee participation or volunteer service, and shall have a demonstrated professional commitment to the betterment of the organization.

1.4. Term. Trustees shall have two-year terms, commencing on the date that notice of their selection is provided to the Executive Director. Trustees shall not be elected or appointed for more than two (2) consecutive, two-year terms.

1.5. Removal. Any Trustee may be removed by the Advisory Council for conduct determined to be inconsistent with the values or mission of ADK.

1.6. Vacancies. In case of a vacancy on the Advisory Council due to death, resignation, removal, or disqualification of a Trustee, a successor shall be appointed by the Chapter or, in the case of an at-large Trustee, by the President, to serve the remaining term of the departing Trustee.

1.7. Compensation and Reimbursement. Trustees shall not receive compensation for their services but may be reimbursed for reasonable expenses as they relate to attending meetings of the Advisory Council if approved by the Board of Directors.

1.8. Meetings of the Advisory Council. The Advisory Council shall meet consistent with

its Charter, which shall include an annual meeting. Meetings may be held by teleconference, videoconference or other means of electronic communication where the members can hear or otherwise participate in any discussion.

1.9. Quorum and Voting. A quorum of the Advisory Council shall consist of a majority of the total Trustees. Trustees may not vote by proxy. Except as expressly provided in these Bylaws, a majority of those attending a meeting of the Advisory Council when a quorum is present may take any action in the conduct of business authorized or required to be taken by the Advisory Council pursuant to these Bylaws or authorized by the Board of Directors.

1.10. Duties of Trustees. All Trustees and the Advisory Council are expected to: (a) attend the Annual Advisory Council Meeting, absent extenuating circumstances, which may be held electronically; (b) make annual or more frequent reports to the Board of Directors; (c) respond to requests from the Board of Directors; (d) promote programs, goals, and other objectives of ADK. Although referred to as "Trustees," nothing herein is intended to confer any fiduciary duties on the Trustees; and the Trustees shall have only those duties and obligations set forth in these Bylaws and shall not have any other duties or obligations to ADK, fiduciary or otherwise.

ARTICLE VIII. COMMITTEES

Section 1. Establishment

1.1. Program Committees. Program Committees are responsible for furthering 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. Standing Committees. The following are established Standing Committees:

- a. Executive
- b. Nominating
- c. Finance
- d. Properties
- e. Human Resources
- f. Audit
- g. Stewardship

1.3. Committee Charters. All committees must submit a Charter to the Board for approval. Each Charter is to establish a four-year review period and the committee will resubmit its Charter 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 incoming President.

1.5. Other Committees. In addition to any standing committee, the Board may approve such other committees as it deems necessary. Dissolution of such other committees shall be by motion of the President and shall require Board approval.

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 no more than three (3) Directors elected by the Board from among the Directors to serve two-year terms. The Executive Director shall serve ex-officio as a non-voting member. Any appointed Counsel shall be an ex officio, non-voting 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. Any time the Board is not properly constituted as required herein, the Executive Committee shall operate as the interim Board with all the authority and obligations as herein put forth.

2.3. Meetings. The Executive Committee shall meet monthly, either in person or by videoconference or teleconference or other electronic means, unless such a monthly meeting is waived by the President.

Section 3. Nominating Committee

3.1. Membership.

- a. Membership of the Nominating Committee shall consist of five (5) Directors, two (2) of whom are elected from the Board in accordance with the committee charter.
- b. The President shall designate a chair of the committee. The designated chair will then select three (3) additional members.

3.2. Responsibilities. The committee members shall complete their responsibilities in providing a slate of nominations for the elected Officers 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. Properties 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 Committee. The President shall appoint a chair subject to approval of the Board. The committee shall operate in accordance with its Charter.

Section 7. Stewardship Committee. The President shall appoint a chair subject to approval of the Board. The committee shall operate in accordance with its Charter.

Section 8. Audit Committee. The President shall appoint a chair subject to the approval of the Board. The committee shall operate in accordance with its Charter.

ARTICLE IX. 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 (25) 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 or other asset currently held by the Chapter unless prohibited by law.

2.5. 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.
- 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 inspect 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 de-

terminated 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 (100) 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 X. 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 may be reimbursed for reasonable expenses. Nothing herein shall otherwise deprive a Director from benefitting from a contract with ADK following a competitive bidding process, provided that such process was evaluated equally for all applicants. 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 XI. 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 XII. 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 XIII. 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 XIV. ADOPTION, AMENDMENT, AND REPEAL

Section 1. Adoption, Amendment, or Repeal. The power to adopt, amend, or repeal the Bylaws or Certificate of Incorporation shall be vested exclusively with the Board of Directors, provided that such adoption, amendment, or repeal is provided to the membership in advance of its effective date in order to allow for a meaningful notice and comment period.

tion shall be vested exclusively with the Board of Directors, provided that such adoption, amendment, or repeal is provided to the membership in advance of its effective date in order to allow for a meaningful notice and comment period.

Section 2. Amendment. The Certificate of Incorporation and Bylaws may be amended in the following manner:

Any proposed change to either the Certificate of Incorporation or the Bylaws 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.

ARTICLE XV. EFFECTIVE DATE

These Bylaws shall take effect on January 1, 2021, 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.

ARTICLE XVI. DISSOLUTION

Upon the dissolution of the corporation, the Board, by a two-third vote, shall redirect assets to two or more existing nonprofits with the same or similar purpose. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. In no event may any assets be appropriated for the direct or indirect benefit of existing or former Board members.

ARTICLE XVII. PERIODIC REVIEW

The President shall ensure that the Board reviews and updates each of ADK's policies and Bylaws at least once every five (5) years, to include its destruction of records policy which shall be updated to reflect current best practices. ▲

*Approved by Board of Directors,
June 11, 2020*

