

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

ARTICLE I NAME

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

ARTICLE II ORGANIZATION

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

ARTICLE III OBJECTIVES

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

ARTICLE IV MEMBERSHIP

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

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

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

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

ARTICLE V OFFICERS AND APPOINTIVE POSITIONS

1. Officers. The Officers of this Chapter shall be: Chair, Vice-Chair, Secretary, Treasurer, two

Chapter Directors, one ADK Advisory Council Trustee and one Alternate ADK Advisory Council Trustee, who shall be elected from the voting membership of the Chapter at the Annual Meeting, and the Immediate Past Chair. These Officers shall constitute the Executive Committee and shall meet as needed to discuss policy issues and present the same to the Board of Trustees. Any officer of the Executive Committee can be removed from that position by a vote of the Board of Trustees if he or she misses 3 consecutive board meetings without good cause.

2. Appointive Positions. Appointive positions shall consist of the Chairs and Co-Chairs of the Standing Committees and *Ad Hoc* Committees. The Chair shall nominate all Committee Chairs and Co-Chairs subject to confirmation by the Executive Committee, with the exception of the Finance Committee. The treasurer, an elected position, will also Chair the Finance committee. Any reference to committee Chairs shall also apply to committee Co-Chairs.

3. Board of Trustees. The Officers and the Chairs of the Standing and AdHoc Committees shall constitute the Board of Trustees, hereinafter referred to as the “Board”. Each member has one vote at Board meetings.

4. Terms. The terms shall be for two years, beginning on January 1, or in the case of Chairs of Standing Committees, beginning upon appointment as provided in Article VI, Paragraph 1 of these By-laws, ending on December 31 of the second calendar year. No person holding elective office shall serve on the Board in the same elective position for more than six consecutive years. Terms for the ADK Advisory Council Trustee and Alternate ADK Advisory Council Trustee are limited, by the Club to three years and a maximum of three consecutive terms. A former Trustee may serve again after a one-year absence from the Advisory Council. With the exception of the ADK Advisory Council positions, term limitations may be extended if approved by a vote of the Board.

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

6. Duties of Officers

A more detailed description of officer duties may be found in the MHADK Roles and Responsibilities document.

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

- B. Vice-Chair. The Vice-Chair shall exercise any function of the Chair in the Chair's absence and shall perform such other duties as may be assigned by the Chair and the Board.
- C. Secretary. The Secretary shall keep all records of the Chapter except those under the jurisdiction of the Treasurer and the Committee Chairs, shall record proceedings of all Chapter business meetings, shall keep the minutes of the Board, and shall conduct necessary correspondence.
- D. Treasurer. The Treasurer shall receive all Chapter revenue, deposit all dues and fees, be custodian of all Chapter funds, pay all bills, and keep proper records pertaining to his/her designated function. The Treasurer shall prepare and submit periodic financial reports to the Board as well as a financial statement including a projected annual budget to the Board at a Board Meeting and shall oversee all tax matters.
- E. ADK Advisory Council Trustee. A member of the chapter in good standing who is not otherwise employed, full or part time, with ADK. The ADK Advisory Council Trustee will represent the MHADK chapter at ADK Advisory Council meetings and perform duties as prescribed by the ADK Advisory Council charter.
- F. Alternate ADK Advisory Council Trustee. The Alternate ADK Advisory Council Trustee shall attend ADK Advisory Council Meetings in the absence of the MHADK chapter's dedicated trustee. The Alternate ADK Advisory Council Trustee is a member of the chapter in good standing who is not otherwise employed, full or part time, with ADK. And they may hold more than one elective office at a time.
- G. Chapter Director. The Chapter Directors shall have duties as suggested by the Board.

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

ARTICLE VI COMMITTEES

The Chapter's committees shall include Standing Committees and *Ad Hoc* Committees. Meetings shall be called by the Committee Chair or by a majority of the membership of any committee.

1. Standing Committees. The Standing Committees of the Chapter shall be Communications, Conservation, Database, Education, Finance, Membership, Newsletter, Outings, Programs, Publicity, Social,

Trails and Water Trails and Paddles. The Committee Chairs shall be nominated by the Chair no later than January 15 and shall be subject to confirmation by the Officers at a special meeting to be held prior to the next regular Board meeting. All committee members are selected by the chair of their committee.

Duties of each standing committees are summarized here and a more detailed description is maintained in the the MHADK Roles and Responsibilities document.

- a. **Communications.** Provide notification to the chapter of events and updates.
- b. **Conservation.** Promote the Chapter and Club conservation policies and serve as liaison to the Club Conservation Committee.
- c. **Database.** Manage the storage of information and software used for the chapter.
- d. **Education.** Arrange for educational talks and programs for the public.
- e. **Finance.** Shall have at least three (3) members, one of whom is the treasurer. The Finance committee shall oversee the chapters finances and budget-making process. The Chapter chair will annually appoint a member of the Chapter to review and verify the Chapter financial accounts and reports.
- f. **Membership.** Seek applicants for membership, welcome members to the Club and Chapter, keep records of all members, report to the Board on membership, and shall serve as liaison to the Club Membership Committee.
- g. **Newsletter.** Compile, edit, publish, and distribute a newsletter to Chapter members.
- h. **Outings.** Arrange Chapter sponsored outdoor recreational activities, prepare appropriate notices, and make and preserve records relating to said activities.
- i. **Programs.** Organize special programs and events for the chapter.
- j. **Publicity.** Promote Chapter activities to the media and coordinate the activities of the Website
- k. **Social.** Organize social events for the chapter.
- l. **Trails.** Serve as liaison to the Club Trails Committee, the New York-New Jersey Trail Conference, the New York State Department of Environmental Conservation, and any other organization at the discretion of the Trails Committee Chair and as approved by the Board, and shall be responsible for all Chapter trail maintenance.

m. Water Trails and Paddles. Develop a program and promote water outings.

2. Ad hoc Committees. The Chair may form *ad hoc* committees as may be deemed necessary, subject to approval by the Officers.

3. Nominating Committee. A Nominating Committee of at least three members shall be appointed by the Chair and confirmed by the Board, with written notification of said Committee to be provided to all members at least three months before the Annual Meeting. This notice should include a request for nominations to be submitted to the committee no later than 6 weeks prior to the Annual Meeting. No more than one current Executive Board member may be a member of the Nominating Committee. The Committee shall submit a slate of candidates to the members of the Chapter at least one month before the Annual meeting.

ARTICLE VII MEETINGS

1. Annual Meetings. The Annual Meeting of the Chapter shall be held not earlier than September 15 and not later than November 15 of each year for election of the Officers, for reports of Officers and Committee Chairs, and for general business. The Board shall determine the date, time, and place of such meeting, and notice of the annual meeting shall be sent by mail or through electronic transmission (e.g., email) not less than one month in advance of the meeting.

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

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

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

ARTICLE VIII QUORUM AND MAJORITY

1. Quorum and Majority for Annual Meetings and Chapter Meetings. A quorum for the transaction

of business at the Annual Meeting or a Chapter Meeting shall be the lesser of 40 members or ten percent of the voting members of the Chapter. A quorum for amendment to the Bylaws by written or electronic ballot shall be governed by Article XIII of these Bylaws. A majority of the members present at a Chapter or Annual meeting shall have the authority to act, provided a quorum is present.

2. Quorum and Majority for Board Meetings. A quorum for the transaction of business at a Board meeting shall be eight board members. A majority of the board members present at a board meeting shall have the authority to act, provided a quorum is present.

ARTICLE IX ELECTIONS

1. The election of officers shall take place by the time of the Annual Meeting and may be conducted either in person at the meeting or by electronic ballot by the end of the day of the Annual Meeting, as the board determines. Nominee names may not be added to the ballot for voting unless the nominee agrees to serve if elected. The officers shall take office at the beginning of the Chapter's next fiscal year.

2. Vote. Elections shall be determined by majority vote. If the vote is conducted at the Annual Meeting members can cast their vote in person, or by written or email proxy to the secretary.

ARTICLE X CONFORMITY WITH ADIRONDACK MOUNTAIN CLUB BYLAWS

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

ARTICLE XI TRAVEL EXPENDITURES

Travel expenses, incurred by Board members or designated persons in connection with Chapter or Club business, are to be reimbursed as determined by the Board. Reimbursement for food and lodging shall be subject to prior approval by the Board.

ARTICLE XII DISCRIMINATION PROHIBITED

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

ARTICLE XIII AMENDMENT TO BYLAWS

These Bylaws shall be amended only by a majority vote of the voting members of the Chapter present at a Chapter or Annual meeting, provided a quorum is present and a written notice of the meeting and the proposed amendment has been submitted to all voting members at least one month in advance of the meeting. Mail ballots, as well as email ballots, may be used in lieu of a meeting, with a return of the lesser of 40 ballots or ten percent of the voting members of the chapter constituting the equivalent of a quorum. Any voting member or Chapter committee may propose amendments to these Bylaws providing the above procedures are followed.