

## **ADIRONDACK MOUNTAIN CLUB, ALBANY CHAPTER BY-LAWS**

### **ARTICLE I - NAME**

1. This corporation shall be named The Adirondack Mountain Club, Albany Chapter, hereinafter referred to as "the Chapter".
2. This corporation is a chapter of, and shall be regulated, by, the Articles of Incorporation and Bylaws of the Adirondack Mountain Club, Inc., hereinafter referred to as the Club.

### **ARTICLE II - OBJECTIVES**

1. This Chapter shall have the same objectives as defined in the Club Articles of Incorporation and Bylaws in regard to conservation and recreation.

### **ARTICLE III - MEMBERSHIP**

1. Any member of the "Club" may become a Chapter member. 2. There shall be the same classes of members as shown in the Club Bylaws plus an affiliate membership classification subject to the provisions of Section 1.2(c) of Article IV of the Club Bylaws.
3. The minimum age for voting membership shall be eighteen years.
4. Members of another chapter may "affiliate with the Albany Chapter (see Art. III, Para. 6, re: dues). Affiliate members 18 years of age or older shall have voting privileges, and may serve as committee chairs, but not as officers, directors, or members-at-large.
5. Associate (family) members must be children or wards under the age of eighteen, of a voting member.
6. Dues shall be set by the "Club" except that dues for affiliate members shall be equal to the amount retained by the Chapter for active members.
7. Non-payment of dues shall be acted on according to the provisions of the "Club" Bylaws.
8. No person shall be denied membership in the Chapter for reason of his or her race, color, religion, gender, or national origin.

### **ARTICLE IV - OFFICERS, MEMBERS-AT-LARGE, AND DELEGATES TO THE CLUB BOARD OF DIRECTORS**

1. The following officers shall be elected at the annual meeting in June. Each term of office shall commence at the same meeting following the reading of annual reports and completion of old business. It shall last for one year or until the successor takes office.

Chair

Vice-Chair

Secretary

Treasurer

Two-members-at-Large

To be eligible for these offices, a candidate must be a voting member with dues not in arrears.

2. Delegates to the Club Board of Directors.

The number of delegates to the Club Board of Directors shall be determined according to the formula set forth in Section 1 of Article V of the Club Bylaws. Each shall serve a two-year term, beginning in January and ending in December twenty-four months later.

3. Up to Two alternate delegates for each Director allowed under the Club Bylaws may be appointed by the Chapter Executive Committee for two-year terms.

#### ARTICLE V - DUTIES OF OFFICERS AND MEMBERS-AT-LARGE

1. The Chapter Chair shall preside at all Chapter and Executive Committee meetings and shall appoint the chairpersons for the Standing Committees and special committees as needed. The Chapter Chair is also authorized to pay bills in the absence of the Treasurer.

2. The Vice-Chair shall act in the absence of the Chair and may be appointed as the Chair of any of the Standing Committees.

3. The Treasurer shall be the custodian of the funds, shall pay bills as authorized by the Executive Committee, shall keep financial records, and shall issue financial reports as requested by the Chapter Chair.

4. The Corresponding Secretary shall conduct correspondence, answer letters, and issue notices, all as directed by the Chapter Chair, and shall give notification of new officers to the Executive Director of the "Club".

5. The Recording Secretary shall keep a careful and authentic record of the proceedings of the Executive Committee meetings, annual meetings, and special meetings, and shall preserve all records, reports and documents of Chapter business excepting those specifically assigned to the custody of others.

6. Members-at-Large shall represent the interests of the Chapter membership as a whole on the Executive Committee.

#### ARTICLE VI - NOMINATING COMMITTEE

1. The Nominating Committee shall consist of three members and shall be annually appointed by the Executive Committee on or before March 1. The Nominating Committee shall elect its own chair. Further nominations may be made from the floor at the March Informal meeting or by mail, to any officer, if received before the meeting. Nominees must accept the nomination in person or have signified willingness to serve in writing prior to the nomination.

2. The Nominating shall present a list of candidates at the March informal meeting for the officers, members-at-large, and as many chapter delegates to the Board of Directors of the "Club" as the number whose terms are due to expire the following Decembers.

3. No officers, committee chairs or members-at-large may serve on the nominating committee.

Vacancies on the Nominating Committee shall be filled by the Executive Committee for the unexpired part of the term, in the same manner as for vacancies on the Executive Committee (Art. VIII, Para. 1).

#### ARTICLE VII - ELECTIONS

1. Eligibility to vote. See Article III - Membership.

2. All voting members shall be mailed ballots at least two weeks before the annual meeting via an issue of the Clouldspitter or by a separate mailing. Ballots may be returned by mail to the official mailing address of the Chapter or may be brought to the annual meeting in June. The ballots shall provide spaces for write-in votes for each office.

3. The successful candidate(s) for each office shall be the nominee(s) who receive(s) a plurality of votes cast.

4. Ballots shall be collected at the annual (June) meeting, and combined with those received by mail. The Chapter Chair shall appoint two tellers to count the ballots. The results shall be announced at the same meeting.

#### ARTICLE VIII - EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

1. The Executive Committee (EC) is comprised of the elected officers, standing committee chairs, and delegates to the Club Board of Directors. It shall be the governing body of the Chapter. Vacancies on the EC officers, members-at-large, and delegates to the Club Board of Directors) occurring between regular elections shall be filled by election by the EC except that the Vice-Chair shall assume the office of the Chair for the balance of the term should it become vacant. Eligibility of candidates for such elections shall be the same as for regular elections. Nominations shall be made from within the EC itself, not by the Nominating Committee. These appointments shall be valid until the next annual meeting, at which time the positions shall be filled permanently.

Vacancies in Committee Chairs shall be filled by appointment by the Chapter Chair.

2. The Board of Directors as defined by the Chapters Articles of Incorporation shall be comprised of the elected Chapter Officers and the two elected members-at-large on the Executive Committee.

#### ARTICLE IX - STANDING COMMITTEES

1. There shall be the following Standing Committees:

Annual Banquet

Membership

Public Information

Outings

Social

Wilderness

Conservation

Program

Trails

Education

Publications

Ways and Means

2. The Annual Banquet Committee shall be responsible for planning and arranging the Annual Banquet held in May except that the Program Committee shall be responsible for securing the speaker or other program presentation.
3. The Conservation Committee shall be guided by the "Club" conservation policies. It shall provide the Chapter information on conservation issues, organize conservation activities, and make recommendations to the Executive Committee on conservation related matters.
4. The Education Committee shall arrange for and have charge of activities of an educational nature for Chapter members and the general public.
5. The Membership Committee shall maintain Chapter membership records, solicit new members, furnish them information, guide them through the membership process, and make them welcome.
6. The Outing Committee shall plan and arrange Chapter outdoor recreational activities other than those of a primarily social nature, and shall provide a schedule of these activities for publication in the Cloudspitter.
7. The Program Committee shall arrange for programs for the monthly meetings, including the Annual Banquet. (See Article IX, Number 2).
8. The Publications Committee shall publish and distribute the Chapter publications, including The Cloudspitter.
9. The Public Information Committee shall through notices, posters, news releases, and other media acquaint the public with the activities of the Chapter and the "Club".
10. The Social Committee shall arrange and have charge of all Chapter functions of a primarily social nature with the exception of the annual banquet.
11. The Trails Committee shall organize and supervise the Chapter's trail maintenance activities. It shall participate in matters involving trails policies and legislation, and shall report to the Executive Committee on issues involving trails.
12. The Ways and Means Committee shall initiate and direct fund raising activities, and shall supervise sales of Club and Chapter sponsored items at Chapter events.
13. The Wilderness Committee shall gather information on and report to the Chapter on a Wilderness area in the Forest Preserve which shall be approved by the Executive Committee. It shall organize trips to the area on a regular basis. It shall report to the NYS Department of Environmental Conservation and

to the Chapter and the "Club" any information about the area which may assist in its proper management as a wilderness area.

14. Special Committees. The Chapter Chair may appoint Special Committees as deemed necessary. Chairs of Special Committees may be invited to attend Executive Committee meetings but shall have no vote.

15. All committee chairs must be voting, affiliate, or associate members of the Chapter, and must be 18 years of age or older.

16. Committee chairs shall report to the Executive Committee, at its regular meetings, on the activities of their committees.

#### ARTICLE X - MEETINGS

1. The Annual Meeting shall be held in June. The date, time, and place shall be determined by the Executive Committee. A notice of the meeting and a list of candidates shall be mailed at least two weeks before the annual meeting via an issue of the Cloudsplitter or by a separate mailing. A quorum for voting at the Annual Meeting shall be twenty-five voting members. At or before the Annual Meeting, chairs of all Standing Committees shall file with the Recording Secretary written reports of committee activities.

2. The Executive Committee shall determine the date, time and place for all meetings.

3. Special meetings of the Executive Committee may be called by the Chapter Chair or upon the written request of fifty voting members of the chapter or one-third of the Executive Committee. The Chapter Chair shall call such a meeting within three weeks of such a request. A special notice of such a meeting shall be mailed to members no less than two weeks before the meeting. Only such business as is identified in the notice of the meeting shall be conducted at a special meeting.

4. A quorum for Executive Committee meetings shall be five, to include the Chair or Vice-Chair or in the absence of the Chair and Vice-Chair, by a member of the Executive Committee designated by the Chair to preside at that meeting. A quorum for annual (Chapter) meetings shall be twenty-five voting members.

5. Membership meetings for the Chapter shall be scheduled approximately monthly from September to June.

#### ARTICLE XI - AMENDMENT

1 Amendments to these bylaws may be made at a membership meeting by a vote of at least 2/3 of those members voting, in person, by email or by mail. A notice of the proposed amendments must be sent at least 30 days prior to the membership meeting.

#### ARTICLE XII - PARLIAMENTARY AUTHORITY

1. The rules contained in Roberts Rules of Order Revised, as explained in detail in layman's language in Standard Code of Parliamentary Procedure, shall govern the Chapter Executive Committee meetings and annual meetings in cases to which they are applicable, and in which they are not inconsistent with the By-Laws or special rules of order which may be established.

AMENDED: Major revision 2018