

Bylaws of the Albany Chapter of the Adirondack Mountain Club

Article I – Name

1. This organization shall be named Albany Chapter of the Adirondack Mountain Club, hereinafter, “the Chapter.”

Article II – Organization

1. The Chapter shall be regulated by and subject to the Articles of Incorporation and bylaws of the ADIRONDACK MOUNTAIN CLUB, INC., hereinafter, “ADK.”

Article III – Objectives

1. The objectives of the Chapter shall be to further the conservation, preservation, and responsible recreational use of, and in, the Adirondacks, Catskills, and other wild lands and waters.

Article IV – Membership

1. **Categories of Membership.** Membership in the Chapter shall be categorized in accordance with Article IV of the ADK bylaws. All current Chapter members, with the exception of Affiliate Members, shall have the privilege of full voting rights within the Chapter, provided they are 18 years of age or older.
2. **Dues.** Dues shall be paid to ADK offices.
3. **Expiration.** The names of members who have not remitted their dues within six (6) months following the expiration of their membership terms shall be removed from ADK’s and the Chapter’s membership rolls.

Article V – Officers

1. **Officers.** The elected officers of the Chapter shall include: Chair, Vice-Chair, Secretary, Treasurer, two (2) Executive Committee members at large, Albany Chapter Directors to the ADK Board, hereinafter “Directors,” and two (2) alternate Directors. The number of Directors to the ADK Board shall be determined according to the formula set forth in ADK’s bylaws.
2. **Terms of Office.** The Chapter’s Directors to the ADK board shall serve two (2) year terms of office with a maximum of three (3) consecutive terms for a total of six (6) consecutive years, after which time a Director may serve again, but only after a lapse of one (1) year. Up to two (2) Alternate Directors may be appointed by the Executive Committee for each elected Director, in case the elected individual is not able to serve.

The term of each Alternate Director shall be the same as that of the person being replaced. All other elected officers shall serve one (1) year terms.

3. **Removal.** An officer elected by the members may be removed, with or without cause, only by the vote of the members, but his/her authority to act as an officer may be suspended by the Executive Committee for cause.
4. **Vacancies.** In the event an elected office becomes vacant, the Executive Committee shall have the authority to appoint a replacement to serve out the remainder of the term.
5. **Duties of Officers.** The officers shall further the Chapter's objectives as follows:
 - a. **Chair.** The Chair shall be the chief elected official and spokesperson for the Chapter. The Chair shall call and preside at all meetings of the Chapter and Executive Committee, shall appoint all committee chairs with the advice and consent of the Executive Committee. The Chair shall perform all other duties ordinarily devolving upon the office of the chair.
 - b. **Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in the absence of the Chair and shall perform other tasks and responsibilities assigned by the Chair.
 - c. **Secretary.** The Secretary shall keep a record of all meetings of the Chapter and of the Executive Committee.
 - d. **Treasurer.** The Treasurer shall process all bills and payments received by the Chapter, including that portion of the annual membership dues granted it by ADK and such other monies as may be donated, granted, earned, or collected by the Chapter, shall pay the Chapter's expenditures upon approval by the Executive Committee. The Treasurer shall keep the financial records of the Chapter, shall be a member of the Finance Committee, shall assist the Finance Committee in preparing a proposed annual budget, and shall submit to ADK an annual financial report of the Chapter.
 - e. **Executive Committee members at large.** The **Executive Committee members at large** shall represent the interests of the Chapter membership as a whole to the Executive Committee.
 - f. **Directors to the ADK Board.** The Directors to the ADK Board of Directors shall represent the Chapter at meetings of the Board of Directors of ADK and shall report to the Executive Committee and Chapter membership on Board of Directors discussions and decisions.

Article VI – Committees

1. The Chapter's standing committees shall be the Executive Committee and the following committees: Nominating, Conservation/Wilderness, Cloudsplitter, Finance, Membership, Outings, Paddling, Programs, Trails, and Young Members. Such other committees as the Chair with the advice and consent of the Executive Committee deems necessary or desirable for the execution of the objectives of the Chapter shall be continued, created, or dissolved as the need arises.
2. The Chapter Chair shall appoint the committee chairs who shall be ADK members. The Chair shall serve as an *ex-officio* member of all committees except the Nominating Committee. Members of committees shall be appointed by the committee chair and shall serve at the pleasure of the Chapter Chair. Meetings of committees shall be called by the committee chair, or by majority of the membership of any committee. Committee chairs shall report to the Executive Committee, at its regular meetings, on the activities of their committees.
3. **The Executive Committee.** The Executive Committee shall function as the Chapter's coordinating committee and shall be responsible for carrying out the objectives of the Chapter. The Committee shall have the power to set policy consistent with these bylaws and other policy established by the full membership, shall fill vacant offices and create committees, oversee the expenditures of the Chapter, convene membership meetings, and speak for the membership on issues related to the Chapter's objectives. The Committee shall report to the membership on issues related to the Chapter's objectives.
 - a. Voting members of the Executive Committee shall be the elected officers, (Chair, Vice-Chair, Secretary, Treasurer, Albany Chapter Members at Large, and Directors to the ADK Board of Directors) and the chairs of all standing committees. No actions may be taken in the absence of a quorum.
 - b. An action shall be taken upon a majority vote of the voting members present.
 - c. Members of the Chapter shall be informed of the dates of and may attend Executive Committee meetings. Special meetings shall be announced to the extent practical.
4. **The Nominating Committee** shall present a slate of officers for election at the Annual Meeting and who may recommend candidates to the Executive Committee for purposes of filling vacancies occurring between Annual Meetings. No elected officer may be a member of the Nominating Committee.
5. **The Finance Committee** shall comprise at least three (3) members, one of whom shall be the Treasurer who shall not be its chair. It shall oversee the Chapter's finances and the budget-making process.
6. **The Conservation/Wilderness Committee** shall be guided by ADK's conservation policies. It shall provide the Chapter information on conservation issues, organize

conservation activities, make recommendations to the Executive Committee on conservation related matters and, in general, advocate for the environment.

7. **The Membership Committee** shall maintain Chapter membership records and direct the Chapter's efforts to recruit new members, providing them with information and making them feel welcome, and serve as liaison to the ADK membership department.
8. **The Outings Committee** shall plan and arrange the Chapter's outdoor activities and provide a schedule of such activities for publication in *The Cloudsplitter*, on the website, and elsewhere as appropriate.
9. **The Paddling Committee** shall plan and arrange the Chapter's paddling activities and provide a schedule of such activities for publication in *The Cloudsplitter*, on the website, and elsewhere as appropriate.
10. **The Program Committee** shall arrange for presentations for the membership meetings.
11. **The Cloudsplitter Committee** shall arrange for the compilation, production and distribution of the Chapter's publications, including *The Cloudsplitter*, in magazine form, on the website, or otherwise.
12. **The Trails Committee** shall organize and supervise the Chapter's trail maintenance activities and stay abreast of and alert the Executive Committee to policies and legislation related to trails.
13. **The Young Members Committee** shall direct the chapter's efforts to recruit new young members (40 years and younger) by communicating in a format familiar to that age group, and set up activities and outings for that group, thus providing a welcoming atmosphere to promote membership and participation.

Article VII – Fiscal Year

1. For accounting purposes, the Chapter fiscal year shall be January 1 to December 31.
2. Upon adoption of these bylaws:
 - a. The first fiscal year (2019) shall be for the period June 1 to December 31; thereafter, all fiscal years shall be January 1 to December 31.
 - b. The terms of the first slate of elected officers and Executive Committee members shall continue through the end of the first twelve-month fiscal year.

Article VIII – Meetings

1. **Membership Meetings.** The Chapter shall hold at least two (2) meetings of the membership each year for the transaction of such business as shall come before it. One of these meetings shall be designated as the Annual Meeting.

Article IX – Quorum

1. **Quorum for Membership Meetings.** A quorum for the transaction of business at membership meetings shall be constituted by the presence of at least 25 voting members.
2. A quorum for transaction of business of the Executive Committee shall be a majority of the elected officers.

Article X – Elections

1. The Chair, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee at least eight (8) weeks prior to the Annual Meeting. The election of officers shall take place at the Annual Meeting. Additional nominations from the floor may be made at the Annual Meeting. All nominees must agree to serve. The officers shall take office at the beginning of the Chapter's next fiscal year.

Article XI – Amendments

1. Amendments to these Bylaws may be made at a membership meeting by a vote of at least two-thirds (2/3) of those members voting in person, by mail, or by email. A notice of the proposed amendments must be sent with the notice of the membership meeting at least thirty days prior to the meeting by mail or email to the chapter membership.

Revised 1/2019