

# **Bylaws of the Albany Chapter of the Adirondack Mountain Club**

*(Adopted July 18, 2022 via email vote)*

## **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. The Chapter is committed to improving diversity in ADK, which is a focus that should be reflected in the efforts of all Chapter officers and committees.

## **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.** Members who have not remitted their dues within six months following expiration of their membership shall be removed from the membership roll.

## **Article V – Officers**

1. **Officers.** The elected officers of the Chapter shall be the Chair, Vice-Chair, Secretary, Treasurer, and two Executive Committee members at large. The Trustee to the ADK Advisory Council shall be appointed by the Executive Committee. Trustees shall serve a term of up to three years, consistent with the ADK Club bylaws and Advisory Council Charter, and shall be subject to term limitations imposed therein. An Alternate Trustee to the Advisory Council may also be appointed consistent with the Charter of the Advisory Council. In the absence of an appointed Trustee or alternate, the Chapter Chair shall serve as Trustee or alternate.
2. **Terms of Office.** Elected officers shall serve two-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 and Alternates.** In the event an elected or appointed office becomes vacant, the Executive Committee shall have the authority to appoint a replacement to serve out the remainder of the term. Alternates for officers and Committee Chairs may also be appointed by the Executive Committee as necessary or helpful, but alternates shall not have a vote other than in the absence of the officer or chair for which they are an alternate.
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 two members at large shall represent the interests of the Chapter membership to the Executive Committee.
  - f. **Trustee to the ADK Advisory Council.** The Trustee (and Alternate Trustee) shall represent the Chapter and its membership within the Advisory Council as described in ADK bylaws and the Advisory Council Charter and shall participate in the work of the Advisory Council and report to the Executive Committee and Chapter membership on Advisory Council activities, discussions and decisions.

## **Article VI – Committees**

1. The Chapter's standing committees shall be the Executive Committee and the following committees: Nominating, Communications/Cloudsplitter, Finance, Membership, Outings, Paddling, Programs, Trails, and Young Members/Diversity. Standing committees may be renamed or reorganized as approved by the Executive Committee and other committees as deemed necessary or desirable may be created and 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, Chapter Members at Large), the Trustee to the ADK Advisory Committee (or the Alternate Trustee in the Trustee's absence), 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 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 Membership Committee** shall maintain Chapter membership records and direct the Chapter's efforts to recruit new members, provide them with information and make them feel welcome, and serve as liaison to the ADK membership department.
7. **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.
8. **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.
9. **The Program Committee** shall arrange for presentations for the membership meetings.
10. **The Communications/Cloudsplitter Committee** shall arrange for the compilation and dissemination of Chapter communications, including *The Cloudsplitter* and other communications on the website, distributed via email, social media or elsewhere as appropriate.

11. **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.
12. The **Young Members and Diversity Committee** shall direct the Chapter's efforts to recruit new members including younger members and underrepresented groups, using social media and other outreach methods, setting up activities and outings, and 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.

#### **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. **Executive Committee.** A quorum for transaction of business of the Executive Committee shall be at least half of the voting members of the Executive Committee.

#### **Article X – Elections**

1. The Chair, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee at least eight weeks prior to the Annual Meeting. The election of officers shall take place as necessary at the Annual Meeting, or via email or other remote means of membership voting. Additional nominations may be made at the time of 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 or vote if approved by at least two-thirds of those members voting in person, by mail, email or other remote means of membership voting. The proposed amended bylaws must be sent to the Chapter's membership at least thirty days prior to the membership meeting or vote.