BYLAWS
OF THE

ALBANY-SCHENECTADY CHAPTER OF THE ADIRONDACK MOUNTAIN CLUB

Article I – Name

This organization shall be named the Albany-Schenectady Chapter (the "Chapter") of the Adirondack Mountain Club (the "ADK").

Article II – Organization

The Chapter is an unincorporated not-for-profit association and subdivision of the ADK. The Chapter is subject to the provisions of these bylaws (the "Bylaws") and the articles of incorporation, bylaws and policies issued from time to time by the ADK.

Article III – Purpose

In addition to the purposes of the ADK set forth in the ADK bylaws and the ADK's mission statement to protect New York State wild lands and waters by promoting responsible outdoor recreation and building a statewide constituency of land stewardship advocates, the objectives of the Chapter are to further the conservation, preservation, and responsible recreational use of, and in, the Adirondacks, Catskills and other wild lands and waters in New York State through education of, and outreach to, the general public. In addition, the Chapter is committed to improving diversity in the ADK and the Chapter.

Article IV – Membership

1. Membership. Persons that join the membership of the ADK may elect to also join the Chapter. As such, members of the Chapter are also members of the ADK, with all attendant rights and privileges, including voting rights, set forth in these Bylaws and the ADK bylaws. The voting membership of the Chapter shall be the same as those for the ADK, namely

a) individuals of 18 years of age and older; or

b) families, comprising a maximum of two adults of 18 years of age or older, at the same domicile, each of whom shall be a voting member.

2. Dues. Membership dues are paid to the ADK in accordance with the ADK bylaws.

3. Member Rights. All Members in good standing and at least 18 years old shall have the right to vote at all meetings of the general membership, be eligible to become an Officer, participate in a committee or committees, participate in the benefits of the Chapter, and receive notices or reports issued by the Chapter.

4. Expiration. Members who lose membership in ADK for whatever reason automatically also lose membership in the chapter and will no longer be considered to be in good standing.

5. Meetings of the Membership.

(a) *Annual Meeting*. 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. The Executive Committee shall set the date, time, place and format of the Annual Meeting. The Chair or a designee shall attempt to notify every Chapter Member in good standing of the date, time, place and format of the annual meeting via electronic mail, or other appropriate means (e.g. social media). Said notification shall be distributed at least ten (10) days, but not more than fifty (50) days, prior to the meeting, and include the agenda and any necessary explanatory documents.

(b) *Special Meetings*. A special meeting of the membership may be called by (i) the Chair; (ii) a majority of the Executive Committee; or (iii) if a petition so requesting is signed by at least fifty (50) voting Members of the Chapter. Notice of a special meeting shall be given in conformance with section 5(a) 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. Proxies. At all meetings of the membership, each Member shall be entitled to cast his/her/their vote in person or by an official written proxy that must bear the Member's signature. In addition, the Executive Committee may allow and provide for electronic voting via email or other secure means.

7. Quorum. A quorum for the transaction of business at any meeting of the membership shall be constituted by the presence of at least twentyfive (25) Members. Members must be present in person, virtually, by proxy, or had their vote submitted electronically no later than 11:59 pm the day immediately preceding the meeting if such an option was provided. If a quorum is not reached, the business to be decided upon will be rescheduled to a future meeting.

8. Majority. All matters brought to vote shall be decided by a simple majority of votes received.

9. Meeting format. All meetings, including those of all committees, may be conducted either in person, as a hybrid in person/virtually, or fully virtually. The format will be included in the meeting invitation.

Article V – Elected Officers

1. Officers. The elected officers of the Chapter are Chair, Vice-Chair, Secretary, Treasurer and two Members-at-Large. This also includes the immediate Past Chair, who does not need to be reelected.

2. Election. The officers shall be elected at the annual meeting of the Members.

3. Term of Office. Elected officers shall serve two-year terms, starting on January 1st of the year immediately following the election and ending on December 31st the year after.

4. Removal. An officer elected by the Members may be removed, with or without cause, only by the vote of the Members.

5. Vacancies and Alternates. 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. Alternates for officers 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.

6. 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 the Executive Committee. He/She/They shall appoint all committee chairs, who shall also be Officers, and may create new committees, as needed and/or appropriate, with the advice and consent of the Executive Committee. The Chair shall perform all other duties ordinarily devolving upon the office of the Chair. In addition, the Chair shall be a signatory to the chapter's bank account.

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 as assigned by the Chair.

c. Immediate Past Chair. The Immediate Past Chair shall assist the current Chair in his/her/their duties and take on special projects as delegated by the current Chair.

d. Secretary. The Secretary shall keep a record of all meetings of the Chapter and of the Executive Committee and assist the Chair in, among other things, communicating with the membership.

e. Treasurer. The Treasurer shall process all bills and payments received by the Chapter, including that portion of the annual membership dues granted it by the ADK and such other monies as may be donated, granted, earned, or collected by the Chapter, and shall pay the Chapter's expenditures. The Treasurer shall keep the financial records of the Chapter, and shall submit to the Finance Chair and the Executive Committee a monthly financial report of the Chapter following the procedure described in Article IX. He/She/They will also assist the Finance Chair in preparing the annual budget. The treasurer shall be a signatory to the chapter's bank account.

f. Members-at-large. The two members at large shall represent the interests of the Chapter membership to the Executive Committee.

Article VI – Appointed Officers

All appointments shall be made by vote of the Executive Committee. Appointed Officers, with the exception of the Advisory Council Trustee, shall be chair of their respective committees.

1. Advisory Council Trustee. He/She/They shall be appointed to the Advisory Council of the ADK for a term of up to three years, renewable for up to an additional two (2) terms for a maximum of nine (9) years, consistent with the ADK bylaws and Advisory Council Charter. 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 Chair shall serve as Trustee or alternate. 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.

2. *Nominations chair:* He/She/They 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.

3. *Membership chair:* He/She/They shall maintain Chapter membership records and direct the Chapter's efforts to recruit new members, especially 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, and serve as liaison to the ADK membership department.

4. *Outings chair:* He/She/They shall facilitate and assist outings leaders to plan and arrange the Chapter's outdoor activities and coordinate with ADK staff about outings and leader certification. He/She/They shall facilitate publication of trip reports on the chapter website and social media. He/She/They shall also advise aspiring leaders of the certification requirements as determined by ADK in its Outdoor Leader Guide (OLG).

5. *Flatwater paddling chair:* He/She/They shall plan and be responsible for duties related to the Chapter's flatwater paddling activities and provide a schedule of such activities for publication on the website, social media and elsewhere as appropriate. Flatwater paddling my include flowing waters as long as the skills of the leader and the participants are appropriate for that type of water.

6. *Whitewater paddling chair:* He/She/They shall be responsible for duties related to the whitewater paddling activities of the Chapter, including but not limited to coordination and planning of whitewater trips and provide a schedule of such activities for publication on the website, social media and elsewhere as appropriate.

7. *Northville Placid Trail chair:* He/She/They shall be responsible for duties related to the Northville Placid Trail ("NPT"), including but not limited to maintaining the NPT page of the Chapter webpage, coordination of the issuance of finisher patches and maintenance of all files related to the NPT.

8. *Programs chair:* He/She/They shall arrange for presentations for the membership meetings and organize the annual picnic as necessary.

9. *Communications chair:* He/She/They shall arrange for the compilation and dissemination of Chapter communications, such as via a newsletter, website, email, social media or other means as appropriate.

10. *Trails chair:* He/She/They 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. This person shall also relate to and interact with the ADK Trails Volunteer Coordinator.

11. *Finance chair*: He/She/They shall oversee the Chapter's finances and review the accuracy of the Treasurer's monthly reports, prepare the budget in conjunction with the treasurer and input from the committee chairs, and assist the treasurer in all things finance related. This person is separate from the Treasurer. He/She/They shall submit an annual financial report to the Executive Committee and the ADK. The Finance chair shall be a signatory to the chapter's bank accounts and is responsible for updating the list of signators with the bank when changes in the authorized persons occur.

12. *Other:* Additional officers may be appointed as needed.

Article VII – Conditions of being an Officer

1. Compensation. Individuals serving as Officers shall receive no compensation.

2. Term. Each Officer shall hold office for a term of two (2) years and until his/her/their successor is duly elected and qualified or until his/her/their earlier resignation, removal from office, or death. Generally, office terms start on January 1st of a given year and end on December 31st the following year.

3. Duties. Officers shall act for the Chapter's interest consistent with the purposes set forth in these Bylaws and ensure Chapter compliance with all laws and these Bylaws and shall, among other duties, adopt the Chapter's budget, authorize capital expenditures and approve banking relationships.

4. Conflict of Interest. An officer must abstain from voting or attempting to influence the vote or participate in the discussion on any matter that places him or her in a conflict of interest. A conflict of interest exists when a matter to be acted upon by the Executive Committee confers a direct, substantial benefit to any Officer, direct family member, business or agency from which such an Officer or direct family member derives an income or has authority in governance.

5.. Removal. An Officer who has not regularly attended meetings may be contacted by the Chair, either at his/her/their discretion or at the direction of more than two members of the Executive Committee. The Chair shall inform such member in writing of his/her/their failure to meet the Officer responsibilities as outlined herein. Such Officer shall have thirty (30) days

to provide the Chair with a written response. Both writings shall be presented to the Executive Committee prior to the subsequent meeting of the Committee at which time the Officers shall vote on whether to allow such member to fulfill the remainder of his/her/their term.

Article VIII – Committees

Appointed Officers shall serve as chairs of their respective committees. The elected Chair of the chapter shall serve as an *ex-officio* member of all committees. Additional members of committees shall be appointed by the respective committee chair and shall serve at his/her/their pleasure. 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.

1. The Executive Committee. The Executive Committee is comprised of the elected officers of the Chapter and the appointed officers outlined in Chapter VI. The Executive Committee shall function as the Chapter's governing committee and shall be responsible for carrying out the objectives of the Chapter. The Committee 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 quorum for transaction of business of the Executive Committee shall be at least one half of the voting members of the Executive Committee.

2. The Finance Committee. The Finance Committee shall comprise at least three (3) members, one of whom shall be the Treasurer who cannot be the chair. It shall oversee the Chapter's finances and the budget-making process.

3. Other standing committees shall be

   a) The Nominating Committee
   b) The Membership Committee
   c) The Outings Committee
   d) The Flatwater paddling Committee
   e) The Whitewater paddling Committee
   f) The Northville Placid Trail Committee
   g) The Program Committee
   h) The Communications Committee
   i) The Trails Committee.
   j) Others as needed or deemed appropriate, at the discretion of the Chair with advice and consent of the Executive Committee. Such a committee may, but need not, be for a limited time or specific task or project only.

Article IX – Finances

For accounting purposes, the Chapter's fiscal year shall be the calendar year. Funds of the Chapter may be deposited from time to time to the credit of the Chapter with depositories as selected by the Executive Committee. All checks, drafts or other orders for the payment of money or other evidences issued in the name of the Chapter shall be signed by the designated individual or individuals, unless payment is made by bank card where no signature is required. In the latter case receipts shall be forwarded to the Finance Chair for review. Checks will be signed by only one of the designated individuals, normally the treasurer, unless the amount is one thousand dollars ($1000) or more, then a second signature from a designated individual is required.

Accounting procedure: At the start of each month, the Treasurer shall prepare two reports, which may be distributed by email:

a) The first shall go to everyone on the Executive Committee and contain a big picture of what happened the month before. This shall include balances in both the check register and the bank monthly statement. If they don't match, He/She/They will include the amounts for checks that hadn't cleared before the end of month. Also included shall be information on any large (over $50) amounts spent that month and any large income received. This information shall be put into the Executive Committee's meeting minutes.
b) A second report shall go to the Chapter Chair, Finance Chair and anyone else on the finance committee. This email shall contain copies of the bank's monthly statement, the check register, and the Excel spreadsheet updated with the previous month's data. If checks haven't cleared, the reconciliation calculation shall be included.

Article X – Indemnification

The Chapter 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, or agent of the Chapter or the ADK, against judgments, fines, amounts paid in settlements, and reasonable expenses, including attorneys' fees.

Article XI – Amendment or Repeal

The power to amend or repeal the Bylaws shall be vested with the Members. A proposal for amendment shall be submitted in writing to the Executive Committee at least ten (10) business days before its next meeting. After consideration, the Executive Committee shall forward the proposal with its justified recommendation to the general membership for consideration and a vote at least fourteen (14) business days before the next general meeting. Voting shall be according to Article IV, Sections 7 and 8.

Article XII- Dissolution

Upon the dissolution of this organization, any remaining assets shall be distributed to one or more other organizations that are exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for purposes consistent with the purposes of this organization.

Final Version 8/24/2024, approved by the Membership, November 12, 2024
Amended and approved by the Executive Committee, October 7, 2026

Approved as amended by a vote of the Membership, October 13, 2026

Dated: October 13, 2026

Signed: Erasmus Schneider, Chair

