

**Glens Falls - Saratoga Chapter
Adirondack Mountain Club**

Constitution & Bylaws

**MISSION STATEMENT
OF THE
ADIRONDACK MOUNTAIN CLUB, INC. (ADK)**

ADK works to protect New York's wild lands and waters by promoting responsible outdoor recreation and building a statewide constituency of land stewardship advocates.

**Effective Date: January 1, 2022
[Approved by vote of the members on October 15, 2021]**

Glens Falls - Saratoga Chapter
Adirondack Mountain Club, Inc.
P.O. Box 2314
Glens Falls, New York 12801

**GLENS FALLS - SARATOGA CHAPTER
ADIRONDACK MOUNTAIN CLUB, INC.**

CONSTITUTION AND BY-LAWS

CONSTITUTION

ARTICLE I - NAME

This organization shall be known as the Glens Falls - Saratoga Chapter of Adirondack Mountain Club, Inc. (the "Chapter").

ARTICLE II - PURPOSES

The purposes of the Chapter shall be:

1. To support the work of Adirondack Mountain Club, Inc. (the "Club") in achieving its goals and purposes.
2. To support the efforts of the State of New York to carry out the constitutional will of the people that Forest Preserve lands and waters shall be kept forever wild and to regulate the use of private lands within the Adirondack Park, and to protect and conserve the unique character of Adirondack Park from despoliation by the works of humans.
3. To advocate and to broaden popular support of that part of Article 14, Section 1, of the New York State Constitution, which provides that the lands of the State constituting the Forest Preserve, shall be forever kept as wild forest lands.
4. To advocate, and to create and encourage public interest, through education in the principles of outdoor recreation and the conservation of natural resources, especially in the Adirondacks.
5. To urge the acquisition of additional public lands for recreation, the protection of natural resources, and the preservation of open space and wild lands.
6. To sponsor and encourage outdoor recreation in the Adirondack Mountains and elsewhere in a manner consistent with the conservation objectives of the Chapter and Club, including to organize and conduct outings.
7. To assist the New York State Department of Environmental Conservation and the Adirondack Mountain Club, Inc. in the marking and maintenance of trails and other appropriate recreational facilities such as lean-tos.
8. To do all things necessary and proper to achieve these purposes which are consistent with the Club's certificate of incorporation, by-laws, and Board-approved policies and procedures.

ARTICLE III - MEMBERSHIP

Classes of membership and dues shall be as established by the Club.

Any voting member of the Club who registers with the Club as a Glens Falls - Saratoga Chapter member shall be a Chapter member and be entitled to vote. For family memberships, two adults per household will be entitled to vote.

Any member of the Club may also become an affiliate member of the Chapter upon payment of affiliate dues. Affiliate members of the Chapter shall pay the dues of their respective classes to the Club and shall also pay to the Glens Falls - Saratoga Chapter such annual sum as may be fixed by the Chapter for the sole use of the Chapter. Affiliate memberships shall be nonvoting memberships.

ARTICLE IV - ADMINISTRATION

The administration of the Chapter shall be vested in an Executive Committee consisting of the officers, Members-At-Large, Trustee, the immediate past Chapter Chair, and the chairs and co-chairs of the standing committees. All members of the Executive Committee must be Chapter voting members.

ARTICLE V - OFFICERS

The officers of the Chapter shall be: Chair, First Vice-Chair, Second Vice-Chair, Secretary, and Treasurer. The officers shall be elected at the annual meeting, to serve for a one-year term, commencing on the following January 1st. With the exception of the Treasurer and Secretary, no person shall serve for more than three successive one-year terms in any office. Club officers and full time Club employees may not be Chapter officers.

ARTICLE VI - MEMBERS-AT-LARGE

There shall be three persons elected by the Chapter to serve as Members-At-Large of the Executive Committee. They shall be elected at the annual meeting, to serve for a one-year term, commencing on the following January 1st. Club officers and full time Club employees may not be Members-At-Large.

ARTICLE VII - CHAPTER TRUSTEE

The Chapter shall elect at the annual meeting a Trustee to be a member of the Club's Advisory Council for such term or terms as required by the Club's by-laws, commencing on the following January 1st. The Trustee shall also be a member of the Chapter Executive Committee.

The Executive Committee shall annually appoint an Alternate Trustee who shall perform the work of the Trustee in their absence. The term of the Alternate Trustee shall be the Chapter year. This shall be not be a voting position on the Executive Committee.

ARTICLE VIII - AMENDMENTS

This Constitution and the By-laws shall be amended in the following manner: Any proposed amendment shall first be approved at a regular or a special meeting of

the Executive Committee after each member of the Executive Committee has been given a minimum of two weeks prior notice thereof, by two-thirds vote of the Executive Committee members present at such meeting.

Notice of any amendment so proposed shall be submitted in writing, by mail or e-mail, to all voting members of the Chapter. A majority vote of the members voting at a meeting of the members shall be required to approve any amendment.

BY-LAWS

ARTICLE I - ELECTION OF EXECUTIVE COMMITTEE MEMBERS

The election of officers, Members-At-Large, and the Trustee shall take place at the annual meeting of the members. The persons elected shall take office on the following January first.

A Nominating Committee Chair shall be appointed by the Chapter Chair, subject to the approval of the Executive Committee, no less than five months prior to the annual meeting. The Nominating Committee Chair shall, in turn, appoint up to four committee members, subject to approval of the Executive Committee. Not more than three members of the Executive Committee may serve on the Nominating Committee. The Nominating Committee shall recommend persons for the positions of Chapter officers, Trustee, and Members-At-Large when required.

Written notice of the nominees recommended by the Committee shall be sent to all voting members not less than five weeks prior to the annual meeting. Additional nominations, in writing, may be submitted by any member entitled to vote to the Nominating Committee Chair not later than two weeks prior to the annual meeting. Such nominations must be signed by no fewer than twelve voting members.

In the event that there is more than one candidate for any position, the Secretary shall prepare a ballot containing the names of all nominees, arranged in alphabetical order, as candidates for each position. This ballot shall be the exclusive means of voting.

The successful candidate for each position shall be determined by a simple majority of the votes cast. The Chapter Secretary shall be the designated teller.

Any vacancy in an elective position, occurring before the expiration of the term thereof, will be filled by a vote of the Executive Committee, but the terms of office of anyone so appointed shall expire at the close of the Chapter year. An appointed term of office will not count toward term limits; provided that for the position of Trustee, term limits shall be governed by the Club by-laws.

ARTICLE II - DUTIES OF EXECUTIVE COMMITTEE MEMBERS

The Chapter Chair shall preside at all meetings of the Chapter and of the Executive Committee, shall appoint, after consultation with the Executive Committee, all chairs of standing and special committees, and shall perform all other duties ordinarily associated with the office of Chair.

The First Vice-Chair shall perform the duties of the Chair in the absence of the Chair and be responsible for overseeing the work of any committees so designated by the Chair.

The Second Vice-Chair shall perform the duties of the Chair and First Vice-Chair in their absence and shall oversee the work of any committees so designated by the Chair.

The Secretary shall record minutes of the meetings of the Executive Committee and of the Chapter, and shall perform all other duties ordinarily associated with the office of Secretary.

The Treasurer shall pay authorized expenditures, shall invest funds, shall keep the financial records of the Chapter, and shall provide a financial report at each Executive Committee meeting and the annual meeting of the members, and shall perform all other duties ordinarily associated with the office of Treasurer. The Treasurer shall provide to the Club such financial reports as it shall require.

All officers, Members-At-Large, and the Trustee are expected to attend Executive Committee meetings and Chapter programs regularly.

The officers, Members-At-Large, and the Trustee shall have such additional duties as shall be determined by the Executive Committee.

All members of the Executive Committee should perform their duties consistent with the job description for that position that has been approved by the Executive Committee. Each person should ensure that the job description for their position is kept current by the Executive Committee. The job descriptions are not part of the By-laws, and in the event of a conflict between the Constitution and By-laws and the job descriptions, the Constitution and By-laws shall control.

ARTICLE III - MEETINGS OF THE MEMBERS

The annual meeting of the members shall be held during October or November of each year.

Written notice of the annual meeting of the members shall be sent not less than five weeks prior to the meeting. Such notice shall include the slate proposed by the Nominating Committee and any By-laws amendments recommended for approval by the Executive Committee. The Executive Committee may decide to include in the meeting notice a mail-in ballot for voting at any such meeting.

Special meetings of the members may be held at the direction of the Executive Committee upon five weeks advance written notice. The Executive Committee may decide to include in the meeting notice a mail-in ballot for voting at any such meeting.

Written notice of any meeting of the members may be sent by mail or by e-mail, including in the Chapter's newsletter. If a member's e-mail address is not known, they must be sent notice by mail.

The Executive Committee may decide that any meeting of the members may be conducted by conference call or other electronic means that allow all of the participants to hear and speak to each other at the same time.

If the notice of a meeting does not include a mail-in ballot, any member may request an absentee ballot, which shall be provided by the Secretary.

ARTICLE IV - MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet monthly, September through June. The Chapter Chair shall also call special meetings of the Executive Committee at the request of three members of the Executive Committee. Special meetings may also be called by the Chair as deemed necessary by the Chair. Reasonable notice of all meetings shall be given.

Meetings of the Executive Committee may be conducted by conference call or other electronic means which allow all of the participants to hear and speak to each other at the same time.

ARTICLE V - QUORUM AND VOTING

A quorum at a meeting of the members shall be 50 voting members, voting in person and by mailed ballot. Action shall be taken by the affirmative vote of a majority of those members voting.

A quorum at an Executive Committee meeting shall be fifty percent of the then-current number of members of the committee, with a minimum of two officers present. Vacant positions shall not be counted in determining the necessary number of persons required to be present for a quorum.

Action shall be taken by the affirmative vote of a majority of those Executive Committee members present, unless the Chapter Constitution and By-laws provide otherwise for a specific action. Where a standing committee has co-chairs, they shall both be voting members of the Executive Committee. Any person holding more than one position on the Executive Committee shall have only one vote.

The Executive Committee may also take action on urgent matters, which in the judgment of the Chapter Chair should be acted on before the next meeting, by a vote conducted by e-mail or other such electronic means. The Chapter Chair shall initiate such a vote by sending to all members of the Executive Committee an e-mail or other such electronic message which contains the proposed resolution. The resolution will be deemed approved if two-thirds of all of the members of the Executive Committee respond affirmatively within the time designated by the Chapter Chair. The results of the vote shall be set forth in the minutes of the next Executive Committee meeting.

ARTICLE VI - COMMITTEES

The following shall be the standing committees of the Chapter:

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| Conservation | Membership |
| Hospitality | Trails |
| Outings | Program |
| Publicity | Website |
| Education | Newsletter |
| Fire Tower Challenge | Young Members Group |

The chairs or co-chairs of the standing committees shall be appointed by the Chapter Chair, after consultation with the Executive Committee. Committee chairs shall serve for the remainder of the Chapter year, and shall continue in that position unless replaced by the Chapter Chair, after consultation with the Executive Committee, at the start of a new year. The committee chairs and co-chairs shall serve as members of the Executive Committee.

Special committees may be created and terminated by the Chapter Chair with the approval of the Executive Committee.

Members of committees shall be appointed by the appropriate committee chair(s).

All committee chairs are expected to regularly attend Chapter Executive Committee meetings and programs.

It is strongly recommended that committee chairs and/or selected representatives attend corresponding Club-level committee meetings whenever possible, if such a Club committee exists.

ARTICLE VI - CHAPTER YEAR

The Chapter year and its fiscal year shall be the calendar year.

ARTICLE VII - REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

An officer, Trustee, Members-At-Large, or committee chair may be removed for cause, after notice and an opportunity to be heard, by the affirmative vote of the majority of the members of the entire Executive Committee.

ARTICLE VIII - FINANCES

No later than January of each fiscal year the Executive Committee shall adopt an annual budget for the Chapter. The Treasurer shall present a proposed budget at least one month in advance of its adoption.

Committee chairs may expend budgeted funds for regular annually recurring items up to the amount budgeted for their committee, but may not otherwise expend more than \$500 of budgeted funds at one time without the prior approval of the Executive Committee. Budgeted donations to the Club and to outside organizations must be specifically approved by the Executive Committee before being paid by the Treasurer.