

BYLAWS OF THE ADIRONDACK MOUNTAIN CLUB LAURENTIAN CHAPTER

Article I - NAME

1. This organization shall be named THE ADIRONDACK MOUNTAIN CLUB, LAURENTIAN CHAPTER, hereinafter, the "Chapter".

Article II - ORGANIZATION

1. This Chapter shall be regulated by the Articles of Incorporation and Bylaws of the ADIRONDACK MOUNTAIN CLUB, INC., hereinafter, the "Club".

Article III - OBJECTIVES

1. The general objectives of the Chapter shall be to further wilderness and conservation values through recreation, advocacy, and education concerning the Adirondacks and related areas, specifically:
 - A. To advocate and to broaden popular support of Article XIV, 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";
 - B. To recognize the importance of extensive tracts of well managed private forest land in maintaining the historic character of the Adirondacks;
 - C. To support efforts to acquire additional public lands and conservation easements within the Adirondack Park in order to ensure preservation of and public access to ecologically or recreationally significant areas, consistent with the access provisions in the State Land Master Plan;
 - D. To organize and conduct outings and to encourage outdoor recreation in the Adirondack Park and environs in a manner which shall minimize the environmental impact on the wild forest character of the region; and,
 - E. To encourage public interest in, and knowledge and appreciation of all natural, historic, economic and human resources of the Adirondacks, and the relationships among them.
 - F. To teach people the knowledge and skills needed to enjoy the lands through responsible recreation.
2. The regional objectives of the Chapter shall be to further wilderness and conservation values through recreation, advocacy, and education concerning the region of the St. Lawrence River Valley, Ottawa River Valley, and related areas by:
 - A. Supporting trail construction and maintenance,
 - B. Supporting and advising regional conservation organizations such as RRAC,
 - C. Working with DEC, other government entities, and other organizations to promote the Chapter's land protection and other conservation goals in the region, and
 - D. Partnering with local schools, universities, and organizations to promote conservation education.

Article IV- MEMBERSHIP

1. **Membership.** Membership of the Chapter shall consist of all members of the Club who designate the Laurentian Chapter as their chapter. All such members who are over the age of eighteen shall have full voting rights within the chapter. Members of other chapters who affiliate with Laurentian Chapter shall not have the privilege of voting rights within the chapter.
2. **Dues.** Dues shall be paid to the Club offices. Dues of affiliate members shall be as set from time to time by the Chapter.
3. **Expiration.** If a member has not remitted his or her dues within 4 months following the expiration of his or her membership, he or she shall be dropped from the Chapter's membership rolls.

Article V- OFFICERS AND APPOINTIVE POSITIONS

1. **Officers.** The officers of this Chapter shall be: Chair; Vice-Chair, Outings; Vice-Chair, Education; Vice-Chair, Conservation; Vice-Chair, Membership; Secretary; Treasurer; and Director (s). All officers shall be voting members of the Chapter. These officers shall constitute the Executive Committee. The membership shall also elect Alternate Director(s). No individual may hold more than one Executive Committee office simultaneously, except that an Alternate Director may hold another office within the Executive Committee.
2. **Appointive Positions.** The Executive Committee may create, fill, and dissolve appointive positions from time to time. Members holding appointive positions shall be responsible for managing certain important functions, not of a policy making nature, under the direction of the Executive Committee. The Chapter Chair shall appoint Chapter members or affiliate members to appointive positions in consultation with the Executive Committee to aid in the everyday running of the Chapter.
3. **Terms** All officers and the Alternate Director(s) as well, shall serve two year terms. No officer shall serve more than two full terms consecutively in the same office except the Director who may serve no more than three consecutive terms. The terms of the Chair, Vice-Chair Education, Secretary, Director and Alternate Directors shall commence in even numbered years, while the terms of the Vice-chair Outings, Vice-Chair Conservation, Vice-Chair Membership, Treasurer, and Director (if there is more than one) shall commence in odd numbered years. The terms of office for appointive positions shall commence upon appointment and shall expire at the pleasure of the Executive Committee or with the end of the term of the Chair. There shall be no limit to the number of terms served in appointive positions.
4. **Vacancies.** In the event an office becomes vacant, the Executive Committee shall have authority to appoint a temporary replacement. The membership shall elect a member to serve the remaining portion of the unexpired term at the next annual meeting.
5. **Duties of Officers.** The officers shall further the Chapter's objectives as follows:

Chair: The Chair shall be the chief elected official and spokesperson for the Chapter. The Chair shall: call and preside at meetings of the Chapter and Executive Committee, create all ad hoc committees with the advice and consent of the Executive Committee, propose a budget for the next fiscal year for approval by the Executive Committee, and perform all other duties ordinarily devolving upon the office of Chair.

Vice-Chair, Outings: The Vice-Chair, Outings, shall: chair the Outings Committee, be responsible for preparing a schedule of outings throughout the year, serve as liaison between the Chapter and the Club Outings Committee and perform the duties of the Chair in the absence of the Chair.

Vice-Chair, Education: The Vice-Chair, Education, shall: chair the Education Committee, perform the duties of the Chair in the absence of the Chair and of the Vice-Chair, Outings, coordinate Chapter presentations, discussions and workshops, facilitate educational programs and organized experiences appropriate to youth, serve as liaison between the Chapter and Club Education Committee, and otherwise provide for those who may seek information, instruction, and guidance for safe enjoyment of the Adirondacks.

Vice-Chair, Conservation: The Vice-Chair, Conservation shall: chair the Conservation Committee, advocate environmental quality in the Adirondack region, consistent with policies of the Chapter and Executive Committee, undertake conservation activities, serve as liaison between the Chapter and the Club Conservation Committee, and cooperate with the Trails Coordinator(s) in the development and maintenance of trails and recreation areas sponsored by the chapter.

Vice-Chair, Membership: The Vice-Chair, Membership shall: coordinate the recruitment of new members to the Chapter and the retention of members, serve as liaison between the Chapter and the Club for membership issues, and keep membership records.

Secretary: The Secretary shall: take and distribute the minutes of meetings of the Chapter and of the Executive Committee, perform other duties ordinarily associated with the office of Secretary, and work with the Chapter Archivist to maintain the documentary history of the Chapter.

Treasurer: The Treasurer shall: receive that portion of the annual membership fees granted to the Chapter by the Club and such other monies as may be donated, granted, earned, or collected by the Chapter, pay Chapter expenditures as approved by the Executive Committee, keep the financial records of the Chapter, assist the Chair in preparing a proposed annual budget, and submit an annual financial report to the Executive Committee at the end of the Chapter fiscal year, to be published to the membership in the newsletter.

Director: The Director(s) shall represent the Chapter at meetings of the Board of Directors of the Club and shall report to the Executive Committee on Board of Directors discussions and decisions.

Alternate Director: The Alternate Director(s) shall perform the duties of the Director for those Board meetings that the Director does not attend.

6. Duties of Appointive Positions. The Executive Committee shall determine the specific duties of each appointed position from time to time as needed. Those serving in appointive positions shall report to the Executive Committee, attend Executive Committee meetings as necessary, ~~may~~ recruit the help needed to carry out the objectives of their positions, and execute the duties of their positions to further the Chapter's objectives.

Article VI - COMMITTEES.

The Chapter's committees shall include standing committees and ad hoc committees. Committees shall be created as the need arises. The Chapter Chair shall be an ex-officio member of all committees except the Nominating Committee. Members of committees shall be appointed by the committee chair, except for the Nominating Committee which shall be appointed by the Chapter Chair with the advice and consent of the Executive Committee. Members of ad hoc committees shall be voting members or affiliate members of the Chapter. Meetings of committees shall be called by the committee chairperson, or by a majority of the membership of the committee.

1. **Standing Committees:** The Chapter's standing committees shall be the Executive Committee, Outings Committee, Education Committee, Conservation Committee, and Nominating Committee. The committees shall coordinate their respective activities in furthering the objectives of the Chapter.

Executive Committee: The Executive Committee shall function as the Chapter's coordinating committee, have the power to set policy consistent with these Bylaws and other policy established by the full membership, conduct the day to day business of the chapter, fill vacant offices and create committees, oversee the expenditures of the Chapter, hold one or more general meetings and one annual meeting each year, approve the schedule of outings, approve editorial comment in the Chapter newsletter, and speak for the membership on issues related to the Chapter's objectives. The Committee shall report to the membership as to its activities. Voting members of the Executive Committee shall be the Chair, all Vice-Chairs, Director(s), Secretary and Treasurer. No action may be taken in the absence of a quorum. Members with special oversights are encouraged to attend Executive Committee meetings. Members of the Chapter may also attend. A tentative schedule of regular meeting dates for the Executive Committee shall be announced in the newsletter, and special meetings shall be announced to the extent practical.

Nominating Committee: The Nominating Committee shall consist of at least three members of the Chapter who shall present a slate of officers to the Annual Meeting and who may recommend candidates to the Executive Committee for the purpose of filling vacancies occurring between Annual Meetings. Members of the Nominating Committee shall broadly represent the geographical distribution of Chapter members, to the extent practical.

Education Committee, Conservation Committee, Outings Committee: These committees shall assist the respective Vice-Chairs in carrying out their responsibilities.

2. **Ad Hoc Committees.** Ad hoc committees may be established and discharged by the Executive Committee to address specific challenges, problems and opportunities. The chairpersons of ad hoc committees shall be appointed by the Chapter Chair in consultation with the Executive Committee, and shall report for the Committee to the Executive Committee. The Chapter's quorum and majority rules shall apply to ad hoc committees.
3. **Subcommittees.** All committees may establish subcommittees from within their membership without restriction as to composition. Subcommittees may take no final action, shall report to the originating committee, and shall have no authority to speak for the Chapter. Quorum and majority rules do not apply to subcommittees.
4. Email voting. Committees may act between committee meetings by email vote. A vote by email will have the same force as an action taken at a Committee meeting, subject to the following restrictions:
 1. The text of the proposed motion and any background material must be provided to all members of the committee.
 2. All subsequent communications about the proposed motion must be provided to all members of the committee.
 3. A majority of committee members must vote in favor of the motion. Committee members may change their vote within 48 hours of the sending time of the initial email; only members' final votes are considered.
 4. Any committee member may request, within 48 hours of the sending time of the initial email, an in-person vote on the motion, in which case action on the motion must be postponed until a committee meeting.

Article VII - CHAPTER FISCAL YEAR.

For accounting purposes, the Chapter fiscal year shall be January 1 to December 31.

Article VIII - MEETINGS

1. **General Membership Meetings.** The Chapter shall hold at least two (2) meetings of the general membership each year for the transaction of such business as shall come before it. One of these meetings shall be held in November and be designated the Annual Meeting.
2. **Conduct of Meetings.** Meetings may be conducted informally, with a goal of building a consensus of opinion. At the end of discussion, the chair shall conduct a vote in accordance with Article IX.

Article IX- QUORUM AND MAJORITY

1. **Quorum for General Meetings.** A quorum for the transaction of business at general meetings shall be constituted by the presence of ten percent (10%) of the voting membership of the Chapter.
2. **Quorum for Committee Meetings.** A quorum shall be present in order for a committee to act. A majority of the committee members who are Chapter voting members shall constitute the quorum for the conduct of committee meetings.
3. **Majority.** For committees other than the Executive Committee, a majority of the members present shall have the authority to act. Actions of the Executive Committee shall be taken only by a majority of the full committee membership.

Article X - ELECTIONS

Election of officers shall take place at the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting provided the nominee has agreed to serve. The new officers shall take office at the beginning of the Chapter's next fiscal year as defined in Article VII of the Bylaws.

Article XI - AMENDMENTS

The Bylaws shall be amended only by majority vote of the voting members of the Chapter present at a Chapter meeting provided a quorum is present and a written notice of the meeting and proposed amendment(s) has been submitted to all full members at least four weeks in advance of the meeting. Written or electronic ballots may be used in lieu of a meeting, with a return of 20% of the ballots mailed constituting the equivalent of a quorum. Any voting member or committee may propose amendments to the Bylaws to the membership providing the above procedures are followed.

Article XII

Every five years the Chapter Chair shall appoint a committee to review the Bylaws.
(Revised November 2017, November 2010, November 2005.)