

ADK CHAPTER BYLAWS

ADIRONDACK MOUNTAIN CLUB, BINGHAMTON CHAPTER BYLAWS

Article I – Name

1. This organization shall be named THE ADIRONDACK MOUNTAIN CLUB, BINGHAMTON CHAPTER, hereinafter, the “Chapter.”

Article II – Organization

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

Article III – Objectives

1. The 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.

Article IV – Membership

1. **Categories of Membership** – Membership in the Chapter shall be categorized in accordance with Article IV, Sections 1 through 14, of the

Adirondack Mountain Club Bylaws, but all 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 the Club offices. Dues of Affiliate members shall be set from time to time by the Chapter (generally to cover costs of mailings and attendance).
3. **Expiration** – If a member has not remitted his or her dues within 6 (six) 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 include, but not limited to: Chair, Vice-Chair, Secretary, Treasurer, Outings, Membership and Communications and Chapter Director. (Other officers may include Conservation Chair, Programs Chair, or Social Chair) All officers shall be voting members of the Chapter. These officers shall constitute the Executive Committee. The Chapter Executive Committee shall provide policy leadership, conduct the day-to-day business of the Chapter and oversee the appointive positions.
2. **Appointive Positions** – 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. Persons shall be appointed to these positions by the Executive Committee to aid in the everyday running of the Chapter.
3. **Terms** – All officers of the Executive committee shall serve 2 (two) year terms. No officer shall serve more than 2 (two) full terms consecutively in the same office. Directors may serve up to 3 (three) full terms. Term expirations shall be staggered to the extent practical such that the following shall not expire in the same year – Chair and Vice-Chair; Outings and Membership and Communications; Programs and Conservation; Secretary and Treasurer; and Directors. The terms of office for appointive positions shall commence upon appointment and shall expire at the pleasure of the Executive Committee at the end of the term of the Chair. There shall be no limit to the number of terms served in appointive positions.
4. **Transitional Provisions** –
 - A. Staggered Terms – As recommended by the Nominating Committee and determined at the February Annual Meeting, certain officers elected in March shall serve special short terms for purposes of achieving staggered term expirations.
 - B. Effect of Change in Status of Office – If, as a result of an amendment to these Bylaws an office or appointive position is created, the individual performing the function shall assume the office or appointive position immediately and may serve until the next scheduled election or appointment. If, likewise, an office or appointive position is abolished, an incumbent may serve the full term but shall not be replaced. A newly created position without

incumbent shall be considered a vacant position and shall be filled as provided elsewhere in these Bylaws.

C. Expiration of Limited Provisions – These limited provisions on terms shall expire when the processes to which they refer shall have been completed.

5. Vacancies – In the event an office becomes vacant, the Executive Committee shall have authority to appoint a temporary replacement. The membership shall elect to serve the remaining portion of the unexpired term at the next annual meeting.
6. 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 all meetings of the Chapter and Executive Committee, shall create all ad hoc committees with the advice and consent of the Executive Committee, shall propose a budget for the next fiscal year for approval by the Executive Committee, and shall perform all other duties ordinarily devolving upon the office of the chair.

Vice-Chair – The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. The Vice-Chair supports all other members of the Executive Committee as well as Appointive Positions.

Secretary – The Secretary shall keep in the Chapter Secretary's record book a record of all meetings of the Chapter and of the Executive Committee, shall maintain a record of correspondence, and shall perform other duties ordinarily associated with the office of Secretary. The Secretary shall 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 it by the Club (i.e. Chapter Share) and such other monies as may be donated, granted, earned, or collected by the Chapter, shall pay the Chapter expenditures upon approval of the Executive Committee, shall keep the financial records of the Chapter, shall assist the Chair in preparing a proposed annual budget, and shall submit to ADK Headquarters an annual financial report of the Chapter at the end of the Chapter fiscal year. These records should be published to the membership in the newsletter.

Director – The Director shall represent the Chapter at meetings of the Board of Directors of the Club and shall report to the Executive Committee and Chapter membership on Board of Directors discussions and decisions.

Outings Chair – The Outings Chair shall be responsible for preparing and posting a schedule of outings for the club. In organizing the outings, the chair shall encourage and assist all members to plan and lead a variety of activities. In order to facilitate safe and well planned outings, the Outings Chair shall review outing plans in cooperation with other members of the club who may possess experience with the particular activity being organized.

Programs Chair – The Programs Chair shall chair the Programs Committee, shall perform the duties of the Chair in the absence of the Chair and of the Vice-Chair. The Programs Chair shall coordinate Chapter presentations, discussions and workshops, facilitate educational programs and organized experiences appropriate to youth, and otherwise provide for those who seek information, instruction, and guidance for safe enjoyment of the Adirondacks.

Conservation Chair – The Conservation Chair shall chair the Conservation Committee and, consistent with policies of the Chapter and Executive Committee, shall advocate environmental quality in the Adirondack region and shall undertake conservation activities, including trail maintenance and adoption of any trail/wildland.

Membership and Communications Chair – The Membership and Communications Chair shall maintain current membership records, be responsible for recruiting new members to the Chapter, and for notifying lapsed members of their status. The Membership and Communications Chair also shall be responsible for the preparation and distribution of the Chapter newsletter, for the release of information for events and outings, for the design and maintenance of the Chapter website.

7. **Duties of Appointive Positions** – Those serving in appointive positions shall report to the Executive Committee, shall attend Executive Committee meetings as necessary, may recruit the help needed to carry out the objectives of their positions, and shall further the Chapter's objectives as follows:

Archivist – The Archivist shall preserve the records of the Chapter.

Hospitality Coordinator – The Hospitality Coordinator shall be responsible for meeting arrangements

Sales/Events Coordinator – The Sales/Events Coordinator shall be responsible for coordinating the sales of chapter and Club merchandise at all outlets and at Chapter events, shall keep records of orders and sales, and shall deposit receipts with the Treasurer. The

Sales/Events Coordinator shall also be responsible for recruiting volunteers for local membership events, expos, shows and outdoor retailer's promotional days.

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. 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 majority of the membership of any committee.

1. Standing Committee – The Chapter's standing committees shall be the Executive Committee, Program Committee, Conservation Committee, Outings Committee and Nominating Committee. The Executive Committee shall function as the Chapter's coordinating committee. The Program and Conservation Committees shall provide advice and assistance to the respective vice-chairs in carrying out their official responsibilities. All other committees shall report to the Executive Committee through the committee chair. The committees shall coordinate their respective activities in furthering the objectives of the Chapter.

Executive Committee – The Executive Committee 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, 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 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 (and co-chairs), Vice-Chair, Director, Secretary and Treasurer, and all other committee chairs. No actions may be taken in the absence of a quorum; a quorum consisting of a majority of the first 5 (five) officers listed. 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 on the Chapter's message board, and special meetings shall be announced to the extent practical.

Nominating Committee – The Nominating Committee, consisting of at least 3 (three) members of the Chapter, shall meet in November to draw up a slate of officers. The slate will be voted on at the Annual Meeting in February. The Nominating Committee may recommend candidates to the Executive Committee for purposes of filling vacancies occurring between Annual Meetings.

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 report for the committee to the Executive Committee. The Chapter's quorum and majority rules shall apply to Ad Hoc Committees.

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.

Article VII – CHAPTER FISCAL YEAR

For accounting purposes, the Chapter fiscal year shall be March 1 to February 28.

Article VIII – MEETINGS

1. General Membership Meetings – The Chapter shall hold at least 2 (two) meetings of the general membership each year for the transaction of such business as shall come before it. One of these meetings shall be designated the Annual Meeting and shall be scheduled to be held prior to the Club's Annual Meeting in March.
2. Conduct of Meetings – All meetings shall be open to the membership. Meetings may be conducted informally. In the event consensus may not be reached through discussion, the chair shall conduct the meeting according to Roberts Rules of Order, Revised.

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, except for sub-committees.
3. Majority – With the exception of 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.

Article X – ELECTIONS

The Chair, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee of at least 3 (three) members at least 8 (eight) weeks prior to the Annual Meeting. Members of the Nominating Committee shall broadly represent the geographical distribution of Chapter members, to the extent practical. Election of officers shall take place at the Annual Meeting. Additional nominations from the floor may be made at the Annual Meeting provided the nominee(s) has (have) agreed to serve. The new officers shall take office at the beginning of the Chapter's next fiscal year as defined in Article VI of the Bylaws.

Article XI – AMENDMENTS

These 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 (have) been submitted to all full members at least 4 (four) weeks in advance of the meeting. Mail 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 these Bylaws to the Executive Committee providing the above procedures are followed.

Bylaws Amended 2/10/09