

**ADIRONDACK MOUNTAIN CLUB
NIAGARA FRONTIER CHAPTER
CHARTER AND BYLAWS**

Article I. NAME

This organization shall be named the "Adirondack Mountain Club, Niagara Frontier Chapter", hereinafter, the "Chapter."

Article II. ORGANIZATION

1. This Chapter is an affiliate of and shall be regulated by and subject to the Articles of Incorporation and Bylaws of the Adirondack Mountain Club, hereinafter, the "Club". The Chapter is organized exclusively for charitable, educational, religious and/or scientific purposes under Section (501) (c) (3) of the Internal Revenue Code.

Article III. OBJECTIVES

The Adirondack Mountain Club works to protect New York wild lands and waters by promoting responsible outdoor recreation and building a statewide constituency of land stewardship advocacy. This Chapter is dedicated to the protection and responsible recreational use of the New York State Preserve, parks and other wild lands and waters, specifically those in the WNY area. The Club employs a balanced approach to outdoor recreation, advocacy, environmental education and natural resource conservation promoting and preserving local trail systems.

Article IV. MEMBERSHIP

1. Membership Classes. Membership in the Chapter shall be categorized in accordance with Article IV, Sections 1 through 4 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. Any member of the Club may elect to join the Chapter as an Affiliate with no additional fee.

2. Dues. Dues shall be paid to the Club offices.

3. Expiration. If a member has not remitted his or her dues within three (3) months following the expiration of his or her membership, he or she shall be dropped from the Chapter's membership rolls.

4. Members may choose to join another chapter, become an Affiliate of another chapter or become a Member-at-Large.

Article V. OFFICERS and APPOINTIVE POSITIONS

1. Officers. The officers of the Chapter shall be: Chair, 1st Vice-chair (Outings), 2nd Vice-chair (Conservation), 3rd Vice-chair (Programs), Secretary, Treasurer and the Advisory Council Trustee. All officers shall be voting members of the Chapter. Co-Chairs may be appointed for any of these positions except for Chapter Chair and the Trustee. All positions are elected except for the Secretary and Treasurer positions which are appointed positions.

2. Executive Committee. The Executive Committee shall consist of the Officers. It shall provide policy leadership, conduct the day-to-day business of the Chapter and oversee the appointive positions. The committee shall meet regularly except for the months of July and August. All appointed positions besides the Secretary and Treasurer may attend meetings and have a vote. Special meetings of the committee may be called by the Chair, or by any 5 members of the committee. At least five days' notice shall be given to each member of the Executive Committee. A quorum shall be 5 Officers. A majority of those present shall be required to approve any resolution or action of the Executive Committee. Any person who holds more than one than one committee chair has only one vote. Meetings of the Executive Committee shall be open to members of the Chapter and invited guests unless the Chapter Chair, for

good reason, declares an executive (closed) session.

3. Appointive Positions. The Executive Committee shall appoint the Treasurer, Secretary, Newsletter Editor, Membership Coordinator, Education Chair, Young Members (YM) Chair, Webmaster, Trails Chair, Sales Coordinator/Librarian, Electronic Communications Chair and Meeting Refreshments Coordinator. One Alternate Trustee may be appointed by the Chair or the Chair can serve as the Alternate. All holders of appointive positions shall be voting members of the Chapter.

4. Terms. Officers are elected to two-year terms and may be reelected twice. The Trustee is elected for a three year term and may be re-elected two times (a total of nine consecutive years in office). Officers who have served their maximum consecutive terms shall be eligible for re-election to the same office after one year has elapsed since the person's last previous term. The terms of the officers shall commence on September first and the term of the Trustee shall commence on the first day of the year following the election at the annual meeting. The terms of office for Appointive Positions shall commence upon appointment and shall expire at the pleasure of the Chair. There shall be no limit to the number of terms served in Appointive Positions.

5. Staggered Terms. the Chair and 1st Vice-chair (Outings) will have staggered terms expiring odd years, 2nd Vice-chair and 3rd Vice-chair terms expiring on even years.

6. Vacancies. If an elected office becomes vacant, the Chair, with the approval of the Executive Committee, shall appoint a temporary replacement. The membership shall elect a replacement to serve the remaining portion of the unexpired term at the next annual meeting. Time spent serving the remaining portion of an unexpired term shall not be counted against any other term limitation.

7. Duties of Officers

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 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.

b. 1st Vice-Chair/Outings. The Vice-Chair/Outings shall chair the Outings Committee (which may consist of coordinators for such outings categories as backpacking, day-hikes, paddling, etc.), shall be responsible for establishing a schedule of outings throughout the year which shall be published in the weekly email and the Newsletter, and shall perform the duties of the Chair in the absence of the Chair.

c. 2nd Vice-Chair/Conservation. The Vice-Chair/Conservation shall chair the Conservation Committee and, consistent with the Mission Statement of the Club and the policies of the Club and the Chapter, shall undertake conservation activities at the state, regional and local level, and shall perform the duties of the Chair in the absence of the Chair and 1st Vice-Chair.

d. 3rd Vice-Chair/Programs. The Vice-Chair/Programs shall be responsible for establishing a schedule of programs for the Chapter meetings and shall perform the duties of the Chair in the absence of the 1st and 2nd Vice-Chairs.

e. Trustee. The Trustee shall represent the Chapter at meetings of the Club's Advisory Council and shall report to the Chapter's Executive Committee on Advisory Council discussions and decisions. If the Trustee is unable to attend an Advisory Council meeting, our Chapter will be represented by the Chair or the Alternate Trustee.

8. Duties of Appointive Positions

a. Treasurer. The Treasurer shall receive the Club approved budgeted amount of funding granted to the Chapter by the Club and such other monies as may be donated, granted, or collected by the Chapter, and

shall deposit them in the Chapter bank account, 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, shall submit an annual statement, including balance sheet and statement of income and expense, to the Executive Committee and to the Club administrative office by the end of the first quarter following the end of the fiscal year. The Treasurer shall also submit an annual financial report, a summary of which shall be published to the membership in the Newsletter.

b. Secretary. The Secretary shall keep in the Chapter Secretary's record book a record of all business 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 also be responsible for maintaining historical records of the Chapter. A separate Historian may be appointed to assist with this function.

c. Membership Chair. The Membership Chair shall be responsible for recruiting new members to the Chapter, welcoming meeting attendees, and coordinating Chapter membership records with Club administrative personnel.

d. Newsletter Editor. The Newsletter Editor shall coordinate the preparation and distribution of the Chapter newsletter on a schedule to be approved by the Executive Committee.

e. Trails. The Trails Chair shall coordinate maintenance of local trails with other organizations including those affiliated with the Finger Lakes Trail Conference, and undertake other trail-related activities with the approval of the Executive Committee.

f. Education Chair. The Education Chair is responsible for education workshops.

g. Sales Coordinator/Librarian. The Sales Coordinator/ Librarian is responsible for coordinating the sales of Chapter and Club merchandise at Chapter events, and shall keep records of orders and sales, and shall deposit receipts with the Treasurer pursuant to procedures adopted by the Executive Committee. The Sales Coordinator/Librarian also maintains the Chapter's lending library.

h. Refreshments Coordinator. The Refreshments Coordinator is responsible for providing refreshments at Chapter meetings, shall keep records of expenditures and receipts, and shall deposit receipts with the Treasurer pursuant to procedures adopted by the Executive Committee.

i. Electronic Communications Chair. The Electronic Communications Chair will coordinate, edit and maintain content on the ADK-NFC website; maintain a database of chapter email contacts; compose/disseminate email communications as needed; and maintain records of annual renewals for the website hosting, contacts database and domain name, renewing on an as needed basis.

j. Webmaster. The Webmaster is responsible for selecting and implementing the technology that allows the Electronic Communications Chair to maintain the website, and also oversees the chapter Facebook page, Twitter presence and other various electronic communications.

k. Young Members (YM) Coordinator: The YM Coordinator identifies Young Members (age 21-40) in the chapter, and organizes the YM outings and events of particular interest to YM but open to all members, with the support of the Chapter Outings Chair and the Club YM Coordinator.

l. Other Committees. A Historian/Archivist may be appointed to assist the Secretary. A Publicity Coordinator may be appointed to assist the Programs and Education committees and other temporary committees that may be formed. Additional Ad Hoc committees may be appointed by the Chair for special projects.

Article VI. MEETINGS

1. General Membership Meetings. The Chapter shall hold at least one meeting of the general membership each year for the transaction of such business as shall come before it. The June meeting shall be designated the Annual Meeting and shall include the election of officers. Notice of the Annual Meeting shall be provided to members one month before the Annual Meeting via regular communication methods including mailings, email, newsletters and announcements at general meetings. Other general meetings with programming are usually held from September through May.

2. Conduct of Meetings. All meetings shall be open to the membership. Meetings may be conducted informally. If consensus may not be reached through discussion, the Chair shall conduct the meeting according to Roberts Rules of Order, Revised.

Article VII. 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 35 members or ten percent. (10%) of the voting membership of the Chapter, whichever is lesser.

2. Quorum for Executive Committee. A quorum shall be present in order for the committee to act. Five committee members shall constitute the quorum for the conduct of committee meetings.

Article VIII. ELECTION of OFFICERS

1. Nominating Committee. The Chair, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee of at least three members of the Chapter, only one of which shall be a member of the Executive Committee. The slate developed by the Nominating Committee shall be published in the issue of the Newsletter published in the month preceding the Annual Meeting. Further nominations may be submitted in writing by any Chapter Member to the Nominating Committee not later than May 15. Such nominating petitions must be signed by not fewer than seven voting members. Nominations may not be made from the floor at the June Meeting.

2. Election of Officers. The election of officers shall take place at the Annual Meeting in June. In the event that there is more than one candidate for any office, each candidate will prepare a statement of qualifications for that office. The successful candidate will be determined by a simple plurality of the voting members present. Nominees for the offices of Chairman, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman, and Trustee must be members of the Chapter. The new officers, except the Trustee, shall take office on September 1 following the Annual Meeting. The Trustee shall take office on January 1 of the year following the Annual Meeting.

Article IX. CHAPTER FISCAL YEAR

The Chapter's fiscal year shall be January 1 to December 31.

Article X. 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 the text of the proposed amendment(s) has(ve) been submitted to all full members at least four weeks in advance of the meeting. A vote may also be done electronically with a quorum being the same as a general meeting.

Any voting member or committee may propose amendments to these bylaws to the membership provided the above procedures are followed.

Article XI DISSOLUTION

Upon dissolution of the Chapter the Executive Committee shall make provision for payment of all

liabilities of the Chapter and dispose of all assets as defined in Article IX of the Club's By-Laws.

Amended 2/22