

DISCUSSION DRAFT

Protect the Adirondacks! Inc.

By-Laws

As Amended and Restated

Approved: _____, 2014

PROTECT THE ADIRONDACKS! INC.

BY-LAWS

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PROTECT THE ADIRONDACKS! INC.

ARTICLE I

Section 1 Name

The Corporate name is

Protect the Adirondacks! Inc.

It shall herein be referred to as the "Corporation".

Section 2 Office

The principal office of the Corporation shall be located at Lake George, New York. The Corporation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine and the business of the Corporation may require.

Section 3 Corporate Books and Records

There shall be maintained and kept current at an office of the Corporation correct books of account setting forth the assets and liabilities of the Corporation and containing statements describing the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Consolidation, a copy of these By-Laws, a copy of the letter from the Internal Revenue Service declaring the Corporation to be a tax-exempt organization and the minutes of all meetings of the members of the Corporation and its Board of Directors

ARTICLE II

Seal

The seal of the Corporation shall be the present white pine seal of The Association for the Protection of the Adirondacks with the name updated.

ARTICLE III

Mission Statement

Protect the Adirondacks! Inc. is a non-profit, grassroots membership organization dedicated to the protection and stewardship of the public and private lands of the Adirondack Park, and to building the health and diversity of its human communities and economies for the benefit of current and future generations.

Vision Statement

We look to a future in which the wild character, ecological integrity, and mutual well-being of the natural and human communities of the Adirondack Park are sustained by an underpinning of laws, policies, and programs that:

- Permanently protects the Park's wildlands, with special emphasis on the Forest Preserve
- Ensures that the Park's private farms and forests are sustainably managed to conserve their productivity, economic viability, and open-space character

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- Promotes the development of local communities and economies that remain strong, diverse, and vibrant
- Ensure that the “Forever Wild” clause, Article XIV of the New York Constitution, is preserved and that the Forest Preserve and other lands are strictly managed according to such Article.

Core Strategies

Our work will employ public education, citizen action, public and private partnerships, and strong advocacy that:

- Promotes the Adirondack Park as a global model of landscape-scale conservation in which strong protection of large, interconnected public wildlands are integrated with sustainably managed, economically viable, private farms and forests that are linked to healthy, diverse rural communities
- Protects, preserves, and enhances the wilderness character, ecological integrity, scenic resources, and appropriate recreational uses of the New York State Forest Preserve
- Conserves the wild, natural, open-space character and the economic viability of the private farms and forests of the Adirondack Park
- Helps to develop and maintain diverse, strong, and vibrant human communities and economies in the Adirondack Park
- Recruits, develops, and maintains a strong membership comprised of donors and friends of sufficient number and capacity to support the organization in its work
- Builds and manages the organization in ways that provide all the programs and activities necessary to achieve its goals and objectives

Protect the Adirondacks! Inc. shall undertake educational, research, scientific, investigative, philanthropic and charitable activities, grassroots advocacy campaigns, and all other pursuits as shall be determined by the Board of Directors, to best serve these strategies. Protect the Adirondacks! Inc. shall pursue its Mission through:

- Publications
- Conferences, symposia and lectures
- Educational and interpretive programs, both inside and outside the Parks
- Expanding, promoting and utilizing the Adirondack Research Library presently on loan to and managed by Union College
- Working with the public and its representatives on issues affecting the Park and the Forest Preserve
- Supporting grassroots campaigns which are compatible with the Corporation's Mission and Vision

ARTICLE IV Membership

Section 1 Qualification of Members

The membership shall consist of persons who are interested in and who support the objectives of this Corporation.

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Section 2 Membership Classes

There shall be one class of members except that pre-existing life memberships shall be honored.

Section 3 Admission of Members

Upon payment of annual dues, members shall have the right to vote at all meetings of members, to hold office and to participate in the benefits of the Corporation.

Section 4 Dues

The Board of Directors shall from time to time establish a schedule of annual membership dues.

ARTICLE V Board of Directors

Section 1 Board of Directors

The business and affairs of the Corporation shall be managed and conducted by a Board of Directors consisting of not fewer than twelve (12) nor more than thirty (30) Directors, all of whom shall be members of the Corporation and may have not more than twelve (12) Honorary Directors who shall not have a vote. Not fewer than one-third of the Directors shall be domiciled within the Adirondack Park.

Section 2 Nomination

The Board Development Committee shall annually recommend to the Corporation a slate of candidates to serve as Directors in place of those whose terms are expiring and from time to time to fill such vacancies as may exist. The recommendations of the Committee shall be reported to the Board not less than sixty (60) days prior to the Annual Meeting and shall be sent to all Members of the Corporation with the Notice of the Annual Meeting.

Section 3 Election

3.1 One-third of the number of Directors shall be elected each year by the Corporation at its Annual Meeting for a term of three years or, if longer, until their successors are elected.

3.2 Directors must be members of the Corporation who are not in the employ, full or part-time, of the Corporation.

Section 4 Powers and Duties of the Board of Directors

The Board of Directors shall have power and the duty to:

- Adopt an annual budget, authorize capital expenditures, approve banking relationships, make provision for bonding of the Treasurer and provide for an annual audit.
- After consultation with the Board Development Committee, fill any vacancy among the members of the Board, provided that notice shall be given of such vacancy, and that the same is to be filled at a specified meeting of the Directors. The person so appointed shall serve the remainder of the term.
- Appoint the Executive Director and all other necessary committees. With the advice of the Chair, appoint the members at large to the Executive Committee. It shall also have power to appoint legal counsel, to employ such other assistants including accounting and investment counsel as it may deem useful, and to regulate their compensation.

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- Appoint individuals to represent the Corporation before any legislative body, or other organization, public or private, respecting any matter in which the Corporation shall be interested.
- Consult from time to time with Union College on the development and maintenance of the Adirondack Research Library presently on loan to Union College. Make a full report to the Annual Meeting of the Corporation of its activities and proceedings during the preceding year and recommend at any meeting of the Board of Directors such measures as it may deem advisable.

Section 5 Policy

Only the Board of Directors at regular or special meetings shall determine Corporation policies. This provision shall not prevent the officers or duly constituted committees of the Corporation from taking a position in its behalf in connection with pending legislation, constitutional amendments, or litigation relative to matters affecting the objectives of the Corporation as declared in its' Certificate of Consolidation or By-Laws, provided always that such position so taken be consistent with the broad policy of the Corporation as declared by specific action taken by the Board of Directors.

Section 6 Duties of the Members of the Board of Directors

Members of the Board of Directors shall:

- Regularly attend Director Meetings.
- Support the officers and the Executive Director in their efforts and programs and support the Corporation to the degree they are able financially.
- Actively seek new members for the Corporation.
- Serve on committees as appointed.

Section 7 Removal

The Board of Directors may act, in its discretion, and by a vote of not less than two-thirds of the Directors present at a duly constituted meeting of the Board of Directors, to remove from office any elected Director.

ARTICLE VI Officers

Section 1 Elected Officers

1.1 The elected Officers of the Corporation shall be a Chair, three Vice Chairs, a Secretary and a Treasurer, and such other officers, including a President as the Board shall appoint.

1.2 Election

They shall be nominated by the Chair with the advice of the Board of Directors and elected by the Board of Directors from their own number, for a term of two years until their successors are elected and have qualified.

Section 2 Executive Director

2.1 The Executive Director shall be an officer of the Corporation and an ex officio member of all Board committees (except the Board Development Committee) without vote.

2.2 The Executive Director shall be an employee-at-will of the Corporation and shall serve at the pleasure of the Board of Directors.

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Section 3 Officer Responsibilities

3.1 Chair:

- The Chair is directly accountable to the Corporation's membership and Board of Directors for implementing the programs and policies of the Corporation and together with the Secretary, or other duly elected officer, shall sign all contracts and obligations of the Corporation;
- The Chair shall preside at all meetings of the Corporation, its the Board of Directors, serve as Chair of the Executive Committee and shall appoint the Chair of each Committee except the Chair of the Board Development Committee;
- The Chair shall be an ex officio member with vote of all Board committees except the Board Development Committee;
- The Chair shall be the chief executive officer of the Corporation unless the Board has appointed a President.

Section 3.2 Vice Chairs:

- The Vice Chairs shall perform such duties as from time to time may be assigned by the Chair;
- The Vice Chairs shall, in the absence of the Chair and in the order of their election, perform the duties of the Chair, and when so acting shall have all the powers and perform the duties of the Chair.

Section 3.3 Secretary:

- The Secretary shall keep the minutes of all meetings of the Members, Board and Executive Committee;
- The Secretary shall have custody of the seal of the Corporation, and affix and attest the same to documents when duly authorized by the Board;
- The Secretary shall ensure that notice is duly given of all meetings of the Membership and the, Board of Directors and provide a certificate of mailing of all such notices;
- The Secretary shall perform such other duties as from time to time may be assigned by the Chair.

Section 3.4 Treasurer:

- The Treasurer shall have oversight of the financial affairs of the Corporation; and shall provide periodic reports to the Executive Committee and Board of Directors;
- The Treasurer shall ensure an audit is commissioned and presented on an annual basis to the Board;
- The Treasurer shall perform such other duties as from time to time may be assigned by the Chair.

Section 4 Executive Director:

4.1 The Executive Director shall be the principal operating officer of the Corporation, charged with the duty of carrying out the purposes and objectives of the Corporation and other directives under the supervision of the Chair and shall serve at the pleasure of the board. The Chair, with the advice and consent of the Officers, shall establish annual performance goals for the Executive Director which shall be in writing and presented to the Board of Directors and Executive Director, and shall conduct an annual review of such performance with the Executive Director and report the results of such review to the Board of Directors. In the event that a President is appointed by the Board of Directors, the aforementioned duties of the Chair shall be performed by the President.

Section 5 President

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5.1 The Board of Directors may appoint a President who shall be the chief executive officer of the Corporation charged with the duty of carrying out the purposes and objectives of the Corporation and other directives under the supervision of the Chair and shall serve at the pleasure of the board. The Chair, with the advice and consent of the Officers, shall establish annual performance goals for the President which shall be in writing and presented to the Board of Directors and President, and shall conduct an annual review of such performance with the President and report the results of such review to the Board of Directors.

Section 6 Election of Officers

6.1 Election of Officers shall be by majority of the Board at the meeting of the Board of Directors immediately prior to the Annual Meeting.

Section 7 Removal or Resignation, Filling of Vacancies

7.1 Removal

An elected Officer may be removed from office by the Board for cause, by a vote of two-thirds of the total number of Directors on the Board.

7.2 Resignation

Any Officer or Director may resign at any time by giving written notice to the Board, the Chair or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, the Chair or the Secretary. Acceptance of the resignation shall not be necessary to make it effective.

7.3 Vacancies

Any vacancy among the Officers or Directors may be filled by election or appointment at any meeting of the Board for the balance of the term of the office falling vacant. The Board shall seek the advice of the Board Development Committee in seeking nominees to fill the vacancy

ARTICLE VII Committees

Section 1 Standing Committees

The Executive Committee shall be the sole standing committee of the Board of Directors.

Section 2 Permanent, Program and Special Committees

2.1 The permanent committees shall consist of the following:

2.1.1 Board Development

2.1.2 Conservation Advocacy Committee

2.1.3 Development & Membership

2.1.4 Audit Committee

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- 2.2** The Chair may establish and determine the charter of and provide for the appointment of members of such additional committees for specific purposes, projects and programs as may be deemed advisable subject to approval by the Board of Directors.
- 2.3** The Chair shall appoint the Chair of each Committee subject to the approval of the Board, and each Committee in consultation with the Chair shall develop a charter defining its purpose and function and determine the numbers of Committee members.

Section 3 Committee Membership Qualifications

Persons serving on Committees must be members of the Corporation.

Section 4 Executive Committee

4.1 Membership

Membership of the Executive Committee shall consist of the Chair of the Corporation, each Vice-Chair, Secretary and Treasurer, the President without vote and four Directors elected from the Board of Directors to serve two-year terms. Not less than one-third (1/3) of the members of the Executive Committee must be domiciled within the Adirondack Park. The Chair shall be the Chairperson of the Executive Committee.

4.2 Responsibilities

The Executive Committee shall act for the Board between meetings of the Board of Directors and in the best interests of the Corporation in accordance with the Certificate of Consolidation, and By-Laws of the Corporation.

Section 5 Board Development Committee

5.1 Membership

The Chair, by and with the approval of the Board of Directors shall appoint, a Board Development Committee of not more than three members of the Corporation. The Board Development Committee, after being appointed, shall promptly thereafter, at its initial meeting, elect its own Chairperson.

5.2 Responsibilities

The duty of the committee shall be to search for talents most needed, nominate candidates for election or reelection to the Board Directors to be voted upon at the ensuing annual meeting, and nominate candidates to serve as Honorary Directors

ARTICLE VIII Finances

Section 1 Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of the succeeding year

Section 2 Depositories

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Funds of the Corporation, including securities, may be deposited from time to time to the credit of the Corporation with depositories approved by the Board of Directors.

Section 3 Signatories

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the designated individual or individuals, actual or facsimile, in the manner which shall be determined by the Board of Directors.

Section 4 Audit

The financial statements of the Corporation shall be audited each year by an independent certified public accountant.

Section 5 Compensation

Directors and Officers other than the President and Executive Director shall serve without compensation but reasonable expenses may be paid. No employee of the Corporation shall receive any funds from the Corporation or any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered to the Corporation and reimbursement for expenses incurred in the performance of such services.

Section 6 Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable

ARTICLE IX Indemnification

The Corporation shall, 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 of New York and any amendments thereto, indemnify any person made, or threatened to be made, a party to any criminal or civil action or proceeding arising from the performance of his or her duties as a Director, Officer, employee of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Board may purchase insurance for such purpose if it deems desirable to do so.

ARTICLE X Corporate Status

The Corporation is a non-stock, non-profit corporation, formed pursuant to the New York Not-For-Profit Corporation Law and organized and operated exclusively for charitable, conservation, and education purposes. Specific restrictions apply to the distribution and use of Corporation funds as defined in the Certificate of Consolidation.

ARTICLE XI Meetings

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Section 1 Meetings of the Membership

1.1 Annual Meetings

The Annual Meeting of the Corporation shall be held during the months of June, July, August or September on such date and at such time and place as the Board of Directors may designate.

1.2 Notice

Notice of meetings of the membership shall be given to members by first class mail, electronic mail or facsimile not less than ten (10) days nor more than thirty (30) days prior to such meeting.

1.3 Special Meetings

- May be called by the Chair;
- Must be called upon request of majority of the members of the Board of Directors;
- Must be called if a petition so requesting is signed by at least ten percent of the members of the Corporation;
- Notice of a special meeting shall be given in the time and manner provided in section 1.2 above;
- Notice of a special meeting 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 without the unanimous consent of those present.

1.4 Proxies

At all meetings of the membership, each member shall be entitled to cast his or her votes in person or by an official written proxy ballot which must bear the member's signature.

1.4 Quorum

A quorum for the transaction of business at any meeting of the membership shall be constituted by the presence of thirty (30) members, or one-tenth of the total membership, whichever is lesser, in person or by proxy. However, a lesser number may adjourn the meeting for a period of not more than ten weeks from the date originally scheduled. The secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called.

1.5 Majority

All matters brought to vote shall be decided by a simple majority vote of the members present in person or by proxy except for such matters for which a greater vote is required by the laws of the State of New York, the Corporation's By-Laws or Certificate of Consolidation.

Section 2 Meetings of the Board of Directors and Executive Committee

2.1 Regular Meetings of the Board of Directors

Meetings may be held at any place within or without the State of New York and at such times as the board may from time to time fix, but normally every third month or four (4) times per annum, and one of such meetings shall be held immediately preceding each Annual Meeting of the Members.

2.2 Notice of Meetings

Not less than three days prior written notice, which written notice may be by electronic mail, shall be given to all members of the Board of Directors of the time and place of meeting in the case of meetings of the Board of Directors and Executive Committee.

2.3 Special Meetings

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Special meetings of the Board of Directors may be called at any time by the Chair or, in case of the Chair's absence or inability to act, by a vice Chair upon at least five (5) days' prior written notice to each member of the board, at such time and place as it may from time to time determine.

2.4 Quorum

A quorum for the transaction of business at any meeting of the Board of Directors shall be constituted by the presence, in person of one half of the Directors.

2.5 Majority

All matters brought to vote shall be decided by majority vote of the Directors present.

Section 3 Meetings of the Executive Committee

- The Chair may convene the Executive Committee as necessary at times between regular meetings of the Board.
- All actions of the Executive Committee shall be by majority vote of the entire Committee.
- All actions of the Executive Committee shall be reported to the next meeting of the Board of Directors and entered into the minutes thereof.

Section 4 Rules of Order

The rules contained in Roberts Rules of Order, revised shall govern the Corporation in all cases in which there is a dispute at a meeting as to the propriety of a procedural matter.

Section 5 Action by Consent

Any action required or permitted to be taken by the Board of Directors or Executive Committee may be taken without a meeting if all members of the Board of Directors or Executive Committee consent in writing to the resolution authorizing the action.

Section 6 Action by Conference Call

Board of Directors or Executive Committee meetings may be held with one or more members participating by means of a conference telephone or similar communications equipment allowing persons participating in the meeting to hear each other at the same time.

Section 7 Limit on Action in Absence of a Quorum

At any duly called meeting of either the Board of Directors or the Executive Committee at which a quorum shall not be present, no action shall be taken except upon the signed, written unanimous consent of every member of the Board of Directors or the Executive Committee as the case applies, after each of them shall have subscribed his or her name signifying his or her approval and consent to a statement setting forth the specific action to be taken.

ARTICLE XII Construction

If there be any conflict between the provisions of the Certificate of Consolidation, and these By-Laws of the Corporation, the provisions of the Certificate of Consolidation shall govern.

ARTICLE XIII Amendments

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The Certificate of Consolidation and By-Laws may be amended in the following manner:

- Any proposed amendment must be approved at a regular or special meeting of the Board of Directors, at which a quorum is present, by a two-thirds vote of the Board members present and voting at such meeting.
- Any amendment so approved shall be submitted to the membership for a vote following procedures established by the Board of Directors.
- A majority of the membership present at a meeting of the membership and voting in person or by proxy is required to approve the amendment.
- In the event that the Board of Directors shall fail to approve any proposed amendment to the Certificate of Consolidation or By-Laws submitted to it, the proposed amendment must be submitted to the membership for vote if a petition is filed in support of said amendment carrying the signatures of not less than ten percent of the membership of the Corporation. The same procedure must be followed as if such amendment had been approved by the Board of Directors.