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**Via Email**

December 17, 2025

Hon. David N. Greenwood  
Administrative Law Judge  
New York State Department of Environmental Conservation  
Office of Hearings and Mediation Services  
625 Broadway, First Floor,  
Albany, NY 12233-1550

**Re: In the Matter of the Application of Unconventional  
Concepts, Inc. and Michael Hopmeier  
APA Project No. 2021-0276**

Dear Judge Greenwood:

Attached please find the Petition to Intervene by Protect the Adirondacks!  
Inc. in the above-referenced proceeding.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Chris Amato", with a stylized flourish at the end.

Christopher A. Amato, Esq.  
Conservation Director and Counsel

Cc: Grace Sullivan, Esq.  
Matthew Norfolk, Esq.

**Protect the Adirondacks**

PO Box 48, North Creek, NY 12853 518.251.2700

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STATE OF NEW YORK  
ADIRONDACK PARK AGENCY

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In the Matter of the Application of

UNCONVENTIONAL CONCEPTS, INC.  
and MICHAEL HOPMEIER

**PETITION TO INTERVENE**

For a Permit Pursuant to Section 809 of the  
Adirondack Park Agency Act and  
9 NYCRR Parts 573 and 574

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**Project No. 2021-0276**

Protect the Adirondacks! Inc. (“PROTECT”) respectfully submits this Petition pursuant to Executive Law § 812 and 9 NYCRR § 580.7 for permission to intervene as a full party in the above-referenced proceeding.

**I. Introduction**

This proceeding involves the application by Unconventional Concepts, Inc. and Michael Hopmeier to establish an artillery testing range on two parcels of land classified Rural Use by the Adirondack Park Land Use and Development Plan Map: an approximately 8-acre parcel located at 87 Hale Hill Lane, and an approximately 197-acre parcel located at 195 Hale Hill Lane. Both parcels are in the Town of Lewis, Essex County (“the Application”).

As proposed in the Application, a portable 155mm howitzer will be fired from a 100-foot by 100-foot crushed gravel pad, sending steel projectiles into a target area (“Project”). The firing range will be longer than three football fields (330 yards). The howitzer will be fired up to 30 times per year on weekdays between the hours of 10 a.m. and 4 p.m. There may be as many as 10 hours of firings in a single week, and the testing is anticipated to continue for five years.

The Project site is forested, includes streams and wetlands, and includes Little Church and Big Church mountains. There are 44 residences located within two miles of the Project site. The site is also located in close proximity to sensitive Forest Preserve lands, including the Jay Mountain Wilderness Area (approximately two miles away), and the Hurricane Mountain Wilderness Area (approximately four miles away). The Project site is also within two miles of four parcels of the Taylor Pond Wild Forest, with the closest parcel located approximately 300 feet from the proposed artillery firing pad.

PROTECT is a non-profit organization dedicated to the protection and preservation of the natural resources and communities in the Adirondack Park and has a long history of advocacy before the Adirondack Park Agency (“APA”). PROTECT submitted detailed comments to APA concerning the Application, pointing out significant flaws and deficiencies in the analysis of the Project’s potential impacts and identifying reasons why the Application fails to meet the statutory and regulatory criteria for approval. As set forth in detail below, PROTECT meets the regulatory criteria for intervention and should therefore be granted full party status.

## **II. Nature and Purpose of the Organization (9 NYCRR § 580.7(a)(1))**

PROTECT is a New York not-for-profit corporation managed by a Board of Directors. It is a grassroots membership organization dedicated to the protection, stewardship, and sustainability of the natural environment and human communities of the Adirondack Park and the Forest Preserve for current and future generations.<sup>1</sup> PROTECT uses advocacy, independent public oversight, grassroots organizing, education, scientific research, and legal action to advance its mission. Its offices are located in the Adirondack Park at 105 Oven Mountain Road, Johnsburg, New York. A copy of PROTECT’s by-laws is annexed to this Petition as **Exhibit A**.

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<sup>1</sup> PROTECT’s mission statement is available [here](#).

PROTECT has approximately 2,000 members and supporters who share a common desire to protect the environmental health and legacy of the Adirondack Park. Many of PROTECT's members reside or own property within the Park, and 70 of PROTECT's members live in Essex County. PROTECT's members are also regular users of and visitors to the Forest Preserve who recreate in and enjoy the natural resources and scenic treasures of the Adirondack Park, including the Jay Mountain Wilderness Area, the Hurricane Mountain Wilderness Area and the Taylor Pond Wild Forest. PROTECT and its members are committed to ensuring that public and private lands in the Adirondack Park are managed in a coordinated and complementary manner as envisioned and required by the New York State Constitution, the Adirondack Park State Land Master Plan, applicable Unit Management Plans and the Adirondack Park Agency Act ("APA Act").

PROTECT was formed in 2009 by consolidating two predecessor organizations: the Association for the Protection of the Adirondacks, founded in 1902, the oldest non-profit Adirondack Park advocacy group; and Residents' Committee to Protect the Adirondacks, Inc., an environmental advocacy organization founded in 1990. PROTECT's staff includes an Executive Director, a Conservation Director and Counsel, and a Fundraising Coordinator.

A high proportion of PROTECT's membership dues directly support projects that help protect the Adirondack Park's six million acres. Through independent public oversight, advocacy, education, grassroots organizing, water quality monitoring, research, and legal action, PROTECT and its members work to protect, preserve, and enhance the wilderness character, ecological integrity, and scenic resources of the Adirondack Park, and to promote appropriate recreational uses in the Forest Preserve.

One of PROTECT's priorities is to ensure that APA's regulation of private lands in the Adirondack Park complies with all applicable statutory and regulatory requirements. To that end,

PROTECT routinely monitors APA's review of permit and variance applications; submits Freedom of Information Law requests for records pertaining to private land projects under review by APA; submits comment letters on proposed projects; and attends the monthly meetings of the APA Board.

In addition to advocacy on key issues related to the management of private and public lands in the Adirondack Park, PROTECT is a member of DEC's Forest Preserve Advisory Committee, the Forest Preserve Trails Stewardship Working Group, and the DEC Visitor Use Management Plan Stakeholders Group.

PROTECT's website is also actively maintained as a repository of public information about major issues facing the Adirondack Park; the history and protection of the Forest Preserve; key legislation affecting the Park; major private lands development projects and PROTECT's comments to APA on those projects; and trail guides to 100 hikes in the Park.

PROTECT's members and volunteers are also engaged in projects to educate the public and State agencies about environmental conditions and trends in the Adirondack Park. For example, PROTECT has published reports: (i) identifying opportunities for motor-less recreation on 200 of the largest lakes and ponds in the Adirondack Park; (ii) documenting impacts to natural resources in the Forest Preserve from the use of all-terrain vehicles; (iii) assessing private land development trends in the Adirondack Park; (iv) documenting economic and population trends in the Park; (v) reviewing protected lands in New York State to establish the additional acreage of lands needing protection in order to meet the State's goal of protecting 30 percent of lands and inland waters by 2030; and identifying locations for accessible paddling opportunities in the Adirondack Park.

Although PROTECT relies in most cases on direct advocacy before APA and DEC staff and leadership to achieve its goals, it does on occasion resort to court action when appropriate and necessary to ensure that the agencies comply with the APA Act, the Forever Wild clause of the New York State Constitution, the Adirondack Park State Land Master Plan, and applicable Unit Management Plans. Most recently, PROTECT was successful before the New York Court of Appeals in its suit challenging DEC's unlawful construction on Forest Preserve lands of miles of extra-wide snowmobile trails requiring the cutting of thousands of trees in violation of the Forever Wild clause of the New York State Constitution. *Protect the Adirondacks! Inc. v. N.Y.S. Dep't of Envtl. Conservation.*, 37 NY3d 73 (2021).

### **III. Capacity to Participate (9 NYCRR § 580.7(a)(2))**

As noted above, PROTECT has a long history of advocacy before APA concerning both private land and Forest Preserve issues. PROTECT has also on occasion filed legal challenges to APA's approval of private land projects, as well as APA's approval of Forest Preserve management actions by the Department of Environmental Conservation ("DEC").

PROTECT has submitted detailed comments on the following recent private land development applications: proposed subdivisions in the Town of Chester, Warren County (APA Project No. 2025-0129) and the Town of Bolton, Warren County (APA Project No. 2025-0195); a proposed amendment to the Adirondack Park Land Use and Development Plan Map in the Town of Lake Luzerne, Warren County (MA 2025-01); the proposed expansion of an RV park in the Town of Mayfield, Fulton County (APA Project No. 2024-0270); a proposed forest clearcut in the Town of Indian Lake, Hamilton County (APA Project No. 2025-0104); and a proposed solar energy facility in the Town of Ausable, Clinton County (APA Project No. 2025-0015). PROTECT also submitted comments and expert reports addressing visual impacts and engineering of a

remedial waste pile in connection with the application by Barton Mines Corporation, LLC to expand its mining operation in the Town of Johnsburg, Warren County (APA Project No. 2021-0245). In addition, PROTECT participated as a full party in the last adjudicatory hearing held by APA involving the proposed Adirondack Club and Resort in the Town of Tupper Lake, Franklin County.

PROTECT has also filed the following recent legal challenges to actions undertaken or approved by APA: *Adirondack White Lake Assn. et al. v. Adirondack Park Agency* (Sup. Ct. Oneida Co. Index No. EFCA2022-000556); *Protect the Adirondacks! Inc. v. N.Y. Dept. of Env'tl. Conservation et al.* (Sup. Ct. Albany Co. Index No. 900663-23); *Protect the Adirondacks! Inc. v. Adirondack Park Agency* (Sup. Ct. Warren Co. Index No. EF2023-71671); *Protect the Adirondacks! Inc. v. N.Y. Dept. of Env'tl. Conservation et al.* (Sup. Ct. Albany Co. Index No. 902978-24).

Thus, PROTECT has the capacity to fully participate in this adjudicatory proceeding and to provide information or expertise on matters likely to be considered at the hearing.

#### **IV. Prior Legal or Administrative Proceedings (9 NYCRR § 580.7(a)(3))**

Please see Petitioner's response in Point III, *supra*. Further, as noted above, PROTECT participated as a party in the most recent adjudicatory hearing held by APA, and filed a legal challenge to APA's approval of the project following the hearing. *Protect the Adirondacks! Inc. v. Adirondack Park Agency* 38 Misc 3d 1235(A) (Sup. Ct. Albany Co. 2013, *aff'd in part, petition dismissed* by 121 AD3d 63 (3d Dept 2014), *leave to appeal dismissed, leave to appeal denied*, 24 NY3d 1065.

**V. Evidence to be Presented (9 NYCRR § 580.7(a)(4))**

The APA Order directing that the Application be sent to an adjudicatory hearing identified three issues for adjudication. PROTECT intends to submit testimony on all three issues, each of which—compatibility with the Adirondack Park, compatibility with Rural Use areas, and undue adverse impacts on the resources of the Adirondack Park – is each directly related to PROTECT’s mission to ensure that development of private lands complies with the APA Act and protects the Park’s human communities, wildlands, wildlife and scenic character.

PROTECT has made every effort to expeditiously identify and retain witnesses to testify on the issues to be adjudicated. To the extent possible at this early juncture, PROTECT is including the names of witnesses who are likely to provide testimony and the subject matter of their testimony. However, discussions with prospective fact and expert witnesses are ongoing, and PROTECT wishes to reserve the ability to supplement or modify its witness list to the extent permitted by any scheduling order.

Issue #1: Whether the proposed howitzer testing range is compatible with the Adirondack Park land use and development plan, including, but not limited to, whether the howitzer testing range is compatible with the purpose of insuring overall conservation, protection, preservation, development and use of the unique scenic, wildlife, recreational, open space, ecological, and natural resources of the Adirondack Park. [APA Act § 809(10)(a)].

The incompatibility of the proposed Project with the Rural Use classification is made clear by the APA Act. A Rural Use area is one “where natural resource limitations and public considerations necessitate fairly stringent development constraints . . . [and is] characterize[d] by substantial acreages of one or more of the following: fairly shallow soils, relatively severe slopes, significant ecotones, critical wildlife habitats, proximity to scenic vistas or key public lands.”



Executive Law § 805(3)(f)(1). In addition, Rural Use areas “are characterized by a low level of development and variety of rural uses that are generally compatible with the protection of the relatively intolerant natural resources and the preservation of open space . . . [and] provide the essential open space atmosphere that characterizes the park.” *Id.* A military testing range involving the intrusively loud discharge of artillery shells into the side of a mountain will not protect natural resources and will seriously compromise the open space atmosphere that is “essential and basic to the unique character of” the Adirondack Park. *Id.* § 805(3)(f)(2).

PROTECT intends to provide expert testimony regarding the history and characteristics of the Adirondack Park generally, why the proposed Project conflicts with the purposes and policies of the APA Act, and whether the howitzer firing range is compatible with the purpose of insuring overall conservation, protection, preservation, development and use of the unique scenic, wildlife, recreational, open space, ecological, and natural resources of the Adirondack Park. We anticipate that Philip Terrie, Ph.D., will provide testimony on this issue, and that one or more retired United State military personnel may provide testimony on alternatives to the proposed Project. PROTECT also intends to provide testimony from Barbara Rottier, Esq., former APA Associate Counsel, regarding the characteristics of Rural Use areas and why the proposed project is inconsistent with that classification. PROTECT also intends to provide testimony from Kurt Fristrup, Ph.D., on the Project’s potential adverse noise impacts on neighboring Forest Preserve units. PROTECT further intends to provide testimony from witnesses residing in the Town of Lewis concerning the characteristics and community character of the area.

Issue #2: Whether the proposed howitzer testing range is a compatible use within the Rural Use land area classification, and whether it is compatible with the character description and purposes, policies and objectives of the Rural Use land area classification, including but not limited

to whether the proposed use should be considered a “commercial use;” and if not, whether the proposed howitzer testing range is a compatible use. [APA Act § 809(10)(b)].

The inappropriateness of locating the proposed Project within Park boundaries is underscored by the fact that a military artillery firing range is not listed as either a primary or secondary compatible use for Rural Use (or for any land classification). *See* Executive Law § 805(3)(f)(4). The proposed Project is therefore a presumptively incompatible use for Rural Use areas. *Id.* § 805(3)(a).

Furthermore, the proposed Project does not meet the APA Act’s definition of “commercial use,” because it does not involve the sale or rental of goods, services or commodities and does not provide recreation facilities or activities. *See* Executive Law § 802(17) (defining “commercial use” as “any use involving the sale or rental or distribution of goods, services or commodities, either retail or wholesale, or the provision of recreation facilities or activities for a fee other than any such uses specifically listed on any of the classification of compatible uses lists.”). The proposed project is therefore not compatible with a Rural Use area.

PROTECT intends to provide expert testimony from Barbara Rottier, Esq., former APA Associate Counsel, on the compatible use and commercial use issues.

Issue #3: Whether the proposed howitzer testing range would have an undue adverse impact upon the natural, scenic, ecological, wildlife, recreational or open space resources of the park [APA Act § 809(10)(e)], considering the development considerations contained in APA Act § 805(4) and 9 NYCRR 574.5, including, but not limited to the following:

- i. Whether the howitzer testing range involves any potential discharges, residues, or other pollutants that may affect water resources, land resources, or air resources.  
[APA Act § 805(4)(a)(1) – (3)]

- ii. Whether the howitzer testing range would have an undue adverse impact to land resources within the park, such as soils, forest and open space resources, including the quality and availability of nearby lands for outdoor recreational purposes. [APA Act § 805(4)(a)(1) and (2)]
- iii. Whether there is a reliable, comprehensive and accurate projection of the noise that will be produced by the howitzer testing range and whether such noise will have an undue adverse impact upon the Park's resources. [APA Act § 805(4)(a)(1)]
- iv. Whether noise mitigation exists or whether they are practical to implement that would avoid undue impact to the Park's resources. [APA Act § 805(4)(a)(1)]
- v. Whether the howitzer testing range will create undue ecological impacts or disruption to native or migrating wildlife and their habitats at or near the howitzer testing range, considering species' sensitivities. [APA Act § 805(4)(a)(5) and (6)]
- vi. Whether the howitzer testing range could have health and safety impacts relating to the operation, storage, and transport of military equipment. [APA Act § 805(4)(c)(2)(a)]
- vii. Whether the howitzer testing range could impact nearby Wilderness and Wild Forest areas. [APA Act § 805(4)(c)(2)(a)]
- viii. Whether the howitzer testing range would have economic impact on adjoining and nearby land uses, such as property values. [APA Act § 805(4)(c)(2)(a)].

PROTECT intends to provide expert testimony on several of the sub-issues identified above, including: whether the howitzer firing range involves any potential discharges, residues, or other pollutants that may affect water resources, land resources, or air resources; whether there is a reliable, comprehensive and accurate projection of the noise that will be produced by the howitzer

firing range and whether such noise will have an undue adverse impact upon the Park's resources; whether the howitzer firing range will create undue ecological impacts or disruption to native or migrating wildlife and their habitats at or near the howitzer firing range, considering species' sensitivities; whether the howitzer firing range could have public health and safety impacts relating to the operation, storage, and transport of military equipment; and to what extent the howitzer firing range will adversely impact nearby Wilderness and Wild Forest areas.

PROTECT anticipates providing testimony from RSG, Inc., an environmental consulting firm, on issues #3(ii) and (iii); testimony from Maria Sagot, Ph.D., on issue #3(v); testimony from Kurt Fristrup, Ph.D., on issues #3(ii) and (vii); and testimony from Aaron Forum and/or Alan Rizzo, experts in field artillery, on issues #3(i) and (vi). PROTECT is engaged in the process of identifying and securing other potential witnesses to testify on the other sub-issues identified for issue #3.

PROTECT also intends to make an offer of proof on one additional issue to be adjudicated:

Compliance Issues: PROTECT intends to make an offer of proof showing that the applicant has conducted activities at and surrounding the Project site that are not authorized by and violate the APA Act and the applicant's existing APA permit, APA Permit 2023-0111. The offer of proof will show that the Applicant's compliance history is relevant to whether the Applicant can reasonably be expected to comply with permit conditions in the event the Project is approved by APA.

## **VI. Interest of PROTECT in This Proceeding (9 NYCRR § 580.7(a)(5))**

As demonstrated above in Petitioner's responses in Points II and III, *supra*, PROTECT has an interest that will be affected by APA's decision concerning the proposed Project. As a grassroots membership organization dedicated to the protection, stewardship, and sustainability of the natural

environment and human communities of the Adirondack Park and the Forest Preserve for current and future generations, PROTECT and its members (including 70 members from Essex County) work to ensure that the public and private lands in the Adirondack Park are managed in accordance with the New York State Constitution, the Adirondack Park State Land Master Plan, applicable Unit Management Plans and the APA Act.

This is the first adjudicatory hearing held by APA in over 14 years. PROTECT has an interest in participating in this historic event by providing testimony and evidence to support and enhance the APA Board's review of and decision-making on the Project.

WHEREFORE, Petitioner Protect the Adirondacks requests permission to participate as a full party in this proceeding.

Respectfully submitted,



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Christopher A. Amato, Esq.  
Claudia K. Braymer, Esq.  
*Attorneys for Petitioner*  
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# EXHIBIT A



**BY-LAWS**  
**Protect the Adirondacks! Inc.**

**Index**

Article I	Name and Seal
Article II	Office and Corporate Books
Article III	Mission and Vision Statements
Article IV	Membership <ul style="list-style-type: none"><li>Qualification of Members</li><li>Membership Classes</li><li>Admission</li><li>Dues</li></ul>
Article V	Board of Directors <ul style="list-style-type: none"><li>Terms, numbers &amp; filling vacancies</li><li>Powers and duties of the Board of Directors</li></ul>
Article VI	Officers (Powers, Duties and Elections) <ul style="list-style-type: none"><li>Chair</li><li>Vice Chairs</li><li>Secretary</li><li>Treasurer</li><li>Executive Director</li></ul>
Article VII	Committees <ul style="list-style-type: none"><li>Standing Committees - Executive Committee</li><li>Permanent, Program and Special Committees</li><li>Board Governance</li><li>Conservation Advocacy</li><li>Development and Membership</li><li>Audit Committee</li></ul>
Article VIII	Finances <ul style="list-style-type: none"><li>Fiscal year, Depositories and Signatories</li><li>Audit</li></ul>
Article IX	Indemnification
Article X	Corporate Status
Article XI	Meetings (Quorum, notification, and agenda) <ul style="list-style-type: none"><li>Membership (Annual, Special)</li><li>Directors</li><li>Executive Committee</li></ul>
Article XII	Construction
Article XIII	Amendments

## **ARTICLE I**

### **Name and Seal**

#### **Section 1 Name**

The Corporate name is: **Protect the Adirondacks! Inc.** It shall herein be referred to as the "Corporation".

#### **Section 2 Seal**

The seal of the Corporation shall be the White Pine Seal of the former Association for the Protection of the Adirondacks with the name updated.

## **ARTICLE II**

### **Office and Corporate Books**

#### **Section 1 Office**

The principal office of the Corporation shall be located at 105 Oven Mountain Road, Johnsburg, NY (mailing address PO Box 48, North Creek, NY 12853). 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 2 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 III**

### **Mission and Vision Statements**

#### **Section 1 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 natural and human communities for the benefit of current and future generations.

#### **Section 2 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 protect the Park's wildlands, native flora and fauna, waters, soils and air, and the open space and scenic character of the Park;
- Defend the "Forever Wild" clause, Article XIV of the New York Constitution, and ensure that the Forest Preserve is managed accordingly.
- Defend and expand the network of classified Wilderness lands of the Park.
- Ensure that the Park's private lands are sustainably managed to conserve their productivity, economic viability, and open-space character.
- Promote the development of local communities that are strong, diverse, and vital.



- Promote 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.
- Protect, preserve, and enhance the wilderness character, ecological integrity, scenic resources, and appropriate recreational uses of the New York State Forest Preserve.
- Conserve the wild, natural, open-space character and the viability of the private farms and forests of the Adirondack Park.
- Undertake educational, research, scientific, investigative, philanthropic and charitable activities, grassroots organization, legal action, public advocacy, and work with the public and other organizations to achieve its mission.

## **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.

### **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, 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. Not fewer than one-third of the Directors shall be domiciled within the Adirondack Park. The Directors may appoint Honorary Directors who shall not have a vote.

### **Section 2 Nominations and Vacancies**

The Board Governance Committee shall annually recommend to the Corporation a slate of candidates to serve as Directors in place of those whose terms are expiring and to fill such vacancies as may exist. The person so elected shall serve the remainder of the appointed term, until elected by the members at the next annual meeting. The recommendations of the Committee shall be reported to the Chair not less than thirty (30) 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 for a term of three years by the members of the Corporation at its Annual Meeting.

**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:

- Determine the direction, policies and activities of the Corporation;
- Adopt an annual budget, authorize capital expenditures, approve banking relationships, make provision for bonding of the Treasurer and provide for an independent annual audit;
- Elect new Directors to the Board, and elect its Chair from its own;
- Appoint the Executive Director and all other necessary committees, and authorize additional staff positions;
- Appoint legal counsel, and employ such other assistants, including accounting and investment counsel as it may deem useful, and to regulate their compensation;
- As appropriate, authorize committees or 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;
- Authorize litigation that will further the mission of the Corporation;
- Maintain and manage the real property owned by the Corporation;
- Confer with Union College on the development and maintenance of the Protect the Adirondacks! historic Adirondack collection presently on permanent loan to the Kelly Adirondack Research Center of Union College;
- Report to the Annual Meeting of the Corporation of its activities and proceedings during the preceding year;
- Convene in Executive Session with the vote of the majority of Directors present.

### **Section 5 Policy**

Only the Board of Directors at regular or special meetings shall determine Corporation policies, unless otherwise specified in these By-laws. Committees and individuals representing the Corporation shall present positions consistent with the broad policy of the Corporation as declared by specific action taken by the Board.

### **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 pursuing the Corporation's Mission and programs;
- Help develop the Corporation's capacities, including personal financial support commensurate with individual resources;
- Actively seek new members for the Corporation;
- Adhere to the Corporation's Conflict of Interest Policy in accord with applicable law;
- Voluntarily serve on committees to assist in the work and management of the Corporation.

## **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 for cause.

## **ARTICLE VI Officers**

### **Section 1 Elected Officers**

**1.1** The elected Officers of the Corporation shall be a Chair, two Vice Chairs, a Secretary, a Treasurer, plus one "at large" Officer member to serve on the Executive Committee, and such other officers as the Board shall appoint. No fewer than one-third (1/3) of the Officers must be domiciled within the Adirondack Park.

#### **1.2 Election**

The Chair shall be nominated by the Board from their own with the advice of the Board Governance Committee and elected by the Board of Directors and serve a two year term. Other Officers shall be nominated by the Chair with the advice of the Board Governance Committee, and elected by the Directors from their own number for a term of two years, also to serve until their successors are elected. The Board has the authority to nominate Board Members to Officer positions that were not nominated by the Board Governance Committee.

### **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 Governance 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.

### **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 and its Board of Directors, and serve as Chair of the Executive Committee;
- The Chair shall be an ex officio member with vote of all Board committees except the Board Governance Committee;
- The Chair shall be the chief executive officer of the Corporation.
- The Chair shall designate which Vice-Chair shall be "Primary" and which "Secondary."

#### **3.2 Vice Chairs**

- The Vice Chairs shall perform such duties as may be assigned by the Chair;
- The Primary Vice Chair shall, in the absence or inability of the Chair, perform the duties of the Chair, and when so acting shall have all the powers and perform the duties of the Chair.
- The Secondary Vice-Chair shall have the same powers should the Primary Vice-Chair be unable to perform.

#### **3.3 Secretary**

- The Secretary shall keep the minutes of all meetings of the members, Board and Executive Committee. Minutes shall provide a full description of issues discussed and decisions reached, including any actions required.
- 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;
- The Secretary shall perform such other duties as may be assigned by the Chair.

### **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 independent audit of the Corporation's records is commissioned and presented on an annual basis to the Board;
- The Treasurer shall perform such other duties as may be assigned by the Chair.

### **Section 4 Executive Director**

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 Executive Director has the authority to recruit and hire staff authorized through the budget process by the Board. The Chair, with the advice and consent of the Officers and/or Board, shall establish annual performance goals and objectives with the Executive Director, which shall be in writing and presented to the Board of Directors and Executive Director. The Chair and the Officers shall establish an evaluation form, based on the performance goals and objectives, to be completed annually by each member of the Executive Committee. The Chair and Primary Vice-Chair shall conduct an annual review of such completed evaluations, discuss performance based on the evaluations with the Executive Director and report the results to the Board of Directors.

### **Section 5 Election of Officers**

Election of Officers shall be by majority of the Board at a meeting of the Board of Directors.

### **Section 6 Removal or Resignation, Filling of Vacancies**

#### **6.1 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.

#### **6.2 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.

#### **6.3 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 Governance 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 Permanent Committees**

The permanent committees shall consist of the following:

- 2.1.1** Board Governance
- 2.1.2** Conservation Advocacy (CAC)
- 2.1.3** Development & Membership
- 2.1.4** Audit Committee

### **2.2 Committees Chairs**

The Chair shall appoint the Chairs of the Committees, except the Board Governance Committee, subject to the approval of the Board. Each Permanent Committee in consultation with the Board Chair shall develop a charter defining its purpose and function and determine the number of its members.

### **2.3 Special Committees**

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.

## **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 six elected officers of the Corporation (the Chair, two Vice-Chairs, Secretary, and Treasurer) and one at-large Director/Officer elected from the Board of Directors, all to serve two-year terms. Not fewer 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 when necessary 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. The Committee shall promptly report its actions to the Board.

## **Section 5 Board Governance Committee**

### **5.1 Membership**

The Chair, with the approval of the Board of Directors, shall appoint a Board Governance Committee, which shall elect its own Chair.

### **5.2 Responsibilities**

The duties of the committee shall be to address the following activities and report and make recommendations to the Board:

- Review governance documents and procedures to ensure they are lawful, purposeful, and adhered to;
- Review all offices and advise on nomination of officers;
- Search for needed talents for the Board of Directors; nominate candidates for election or reelection to be voted upon at the ensuing annual meeting; and nominate candidates to serve as Honorary Directors.
- Facilitate a periodic evaluation of Board Directors.

## **Section 6 Conservation Advocacy Committee (CAC)**

### **6.1 Membership**

Any Board Director may serve on this Committee. With approval of the Committee chair(s), members of the Corporation may serve with voting rights.

### **6.2 Responsibilities**

The CAC, guided by the Executive Director, follows the progress of current public policy and conservation initiatives and any issues regarding the Adirondack Park and Forest Preserve. The CAC is authorized to develop recommended actions to the Board of Directors in furtherance of the Corporation's Mission and Vision. The Board may authorize the CAC to act on its behalf on any issue it so chooses. Delegation of issues shall be identified in a separate document approved by the Board. The CAC Chair or the designated Secretary shall prepare minutes in advance of the next Board meeting. Minutes shall provide a full description of issues discussed and the results of any decisions, along with any initiatives that require Board action.

## **Section 7 Development and Membership Committee**

### **7.1 Membership**

The Chair, with the approval of the Board of Directors, shall appoint a Development and Membership Committee. With approval of the Committee Chair(s), members of the Corporation may serve with voting rights

### **7.2 Responsibilities**

To devise strategies and enlist the Board of Directors in pursuing initiatives to:

- Fundraise and otherwise enhance the Corporation's fiscal capacities;
- Enlarge and retain an engaged Corporate membership.

## **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**

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 and records of the Corporation shall be audited each year by an independent certified public accountant.

#### **Section 5 Compensation**

Directors and Officers other than the 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 shall purchase insurance for such purpose.

### **ARTICLE X Corporate Status**

The Corporation is a non-stock, non-profit corporation, 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**

#### **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, or electronic mail not fewer 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 subsection 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 Voting Rights and Proxies**

At all meetings of the membership, each member shall be entitled to cast his or her vote in person. The Board may in its discretion allow a vote by official written proxy ballot which must bear the member's signature.

### **1.5 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.

### **1.6 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**

### **2.1 Regular Meetings**

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 a fifth such meeting shall be held during each Annual Meeting of the Members for the purpose of electing officers.

### **2.2 Notice of Meetings**

Not less than seven (7) prior written notice, which may be by electronic mail, shall be given to all members of the Board of Directors of the time and place of meetings. Notice shall include an agenda and relevant informational materials.

### **2.3 Special Meetings**

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, or by signed statement of two-thirds of the Board, upon at least five (5) days' prior written notice to each member of the board, at such time and place as it may determine. Notice of a special meeting shall 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.

### **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. In the absence of a quorum, the Directors present may reschedule the meeting.

## **2.5 Majority**

Unless otherwise provided herein, 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, upon notice to all members of the Committee.
- All actions of the Executive Committee shall be by majority vote of the entire Committee.
- All actions of the Executive Committee shall be reported at 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 to which they are applicable, and in which they are not inconsistent with the By-Laws or special rules of order of this Corporation.

### **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 by 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**

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 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.

**Adopted by Board of Directors on May 4, 2024**

**Approved by the membership on July 20, 2024**

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