

BYLAWS OF THE ADIRONDACK CLIMBERS' COALITION

To take effect February 3, 2018
Last Amendments September 23, 2020

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Article 1. Name and Purpose

Section 1. Name:

The name of the organization shall be The Adirondack Climbers' Coalition (ACC). The Coalition is organized as a non-profit Coalition.

Section 2. Purpose:

The ACC is organized for the purpose of acting as an advocacy group dedicated to responsible climbing in the Adirondack Park. Specifically, the Adirondack Climbers' Coalition mission will:

1. Include advocacy for all technical climbing pursuits (e.g., technical rock climbing, slide climbing, scrambling, bouldering, ice and mixed climbing, and technical mountaineering);
2. Work with land managers to:
 - a. Preserve access to cliffs, boulders, and slides;
 - b. Maintain sustainable approach paths;
 - c. Protect cliff tops and bases;
 - d. Provide educational resources and historical information;
 - e. Conserve and protect local flora and fauna and their habitat;
 - f. Serve as a liaison between climbers, land managers, policy makers; and
 - g. Prioritize and protect lands important for climbing by pursuing land acquisitions, easements, or other use agreements.

Section 3. Non-Profit Status:

1. The Coalition shall at all times conduct its activities in a manner consistent with any exemption from federal income tax that the Coalition may receive under section 501(c)(3) of the Internal Revenue Code of 1986, as it might be amended. Notwithstanding any other provision of these Bylaws, the Coalition is organized exclusively for charitable, educational, scientific, or athletic purposes, as specified in section 501(c)(3) of the Internal Revenue Code. The Coalition shall not carry on any activity or exercise any power not permitted to be carried out or exercised by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding provision in any future U. S. internal revenue law.

2. No part of the assets or net earnings of the Coalition shall inure to the benefit of any member, director, or officer of the Coalition or any private individual, except that reasonable compensation may be paid for services rendered to the Coalition. No member, director, or officer of the Coalition or any private individual shall be entitled to share in the distribution of any of the Coalition's assets upon the dissolution of the Coalition.
3. No substantial part of the activities of the Coalition shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for political office. The Coalition shall be non-partisan and shall not officially endorse or oppose any candidate for public office.

Section 4. Corporate Seal:

The Board of Directors may adopt and alter the seal of the ACC.

Article 2. Membership

Section 1. Membership:

Membership shall be open to anyone who supports the ACC's purposes and programs, regardless of race, creed, gender, sexual orientation, age, national origin, and mental or physical challenge. To obtain membership, an individual must: (1) pay the annual membership fee, if any (2) sign up using a valid email address on the ACC's official website (www.adirondackclimberscoalition.org/join-acc/).

Section 2. Dues:

The Board of Directors shall establish dues for the Coalition's members.

Section 3. Restrictions on Transfer:

Membership in the Coalition is not transferable

Section 4. Code of Conduct:

All members shall abide by the code of conduct as follows:

1. No member shall use their association with the ACC for political, financial or business purposes or for any purposes which does not directly benefit the Coalition or further the purpose, as stated above.
2. No member shall act on behalf of or represent the ACC without the explicit permission of an ACC director.
3. Use of the ACC's emblem and/or the ACC's endorsement is not to be traded, sold or given away to anyone other than an active ACC member in good standing. Exceptions

may be made by majority vote of the Executive Committee or the membership at a regular meeting in cases where it is desired to present such items to worthy organizations or individuals.

Should an individual not abide by the code of conduct listed above their membership may be revoked, as determined by a majority vote of the directors.

Article 3. Board of Directors

Section 1. Board Role and Size:

The board is responsible for overall policy and direction of the ACC, and carries out or delegates responsibility of day-to-day operations to volunteers, staff, and committees. The board shall have up to fifteen (15) and no less than four (4) directors. Should the board size fall below four (4) directors for twelve (12) consecutive months, the organization shall dissolve at the end of the calendar year.

Section 2. Terms:

The term of office of each director shall be three (3) years. Directors may be elected for up to three (3) consecutive terms. Directors may not succeed themselves after the completion of three (3) consecutive terms, but are eligible to again be elected to the board after a one (1) year absence.

Section 3. Board Elections:

The board of directors shall elect new directors to replace those whose terms will expire at the end of the calendar year and/or new members who wish to serve. This election shall take place during a regular directors' meeting, called in accordance with the provisions of these Bylaws.

Section 4. Election procedures:

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next calendar year.

Section 5. Quorum:

A quorum must be attended by at least fifty (50) percent plus 1 of directors for motions to pass.

Section 6. Officers and Duties:

There shall be four (4) officers of the board, consisting of a President, Vice-President, Secretary, and Treasurer. Their duties are as follows:

1. The President shall convene regularly scheduled board meetings, shall preside or arrange for other directors to preside at each meeting in the following order:
Vice-President and Secretary
2. The Vice-President may oversee or designate a director to oversee committees on special subjects as designated by the board. In the event of resignation or incapacity of

the President, the Vice President shall become President for the unexpired portion of the term.

3. The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that records of the Coalition are maintained.
4. The Treasurer shall be responsible for the preservation and maintenance of all financial records and keepings of the Coalition. They shall produce a budget and annual financial report to be presented at each annual board meeting.

Section 7. Board Vacancies:

When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present directors two (2) weeks in advance of a board meeting. These nominations shall be sent out to directors with the regular board meeting announcement, to be voted upon at the next board meeting. Vacancies on the Board of Directors may be filled by an affirmative vote of a majority of all the remaining directors. These vacancies will be filled only to the end of the particular board member's term.

Section 8. Resignation, Termination, and Absences:

Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two (2) unexcused absences (unless due to unusual circumstances excused by the board) from board meetings over three (3) years. A board member may be removed for; misconduct, violation of these Bylaws, breach of fiduciary duties to the Coalition or violation of the Coalition's conflict of interest policy by a three-fourths vote of the remaining directors.

Section 9. Officers Return of Documents and Property:

Each officer shall deliver to the successor immediately after retiring from office all accounts, records, books, papers and/or other property related to the office belonging to the organization.

Article 4. Meetings

Section 1. Regular Board Meetings and Notice:

The board shall meet at least once annually, usually directly after the annual meeting of the members of the Coalition. Notice of any regular meeting of the Board, together with a summary of the proposed agenda for the meeting, shall be given at least fourteen (14) days prior to the meeting by written notice delivered personally or sent by mail, electronic mail, or facsimile to each Director at his address as shown by the records of the Coalition. Notice of meetings of the Board may be given by publication in an Coalition newsletter or other publication sent to each director entitled to vote at the meeting. Such notice shall be deemed to be delivered when sent. Notice of any special meeting of the Board, together with a brief indication of the business to come before the meeting, shall be given in the same manner at least twenty four (24) hours before the meeting. Any director may waive notice of any meeting either before or after the meeting. The waiver of notice must be in a writing signed by the director and delivered to the

Coalition for insertion in the Coalition's record books. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Attendance via conference call/teleconference call will constitute an attendance and shall count to reach a quorum, thus will carry a vote.

Section 2: Special Meetings:

Special meetings of the board shall be called upon the request of the President, or one-third of the board. Location and time will be agreed upon in advance and shall be at a location reasonably accessible to all board members. Notice of special meetings shall be sent out by the Secretary to each board member at least twenty four (24) hours before the meeting. Only matters stated in the meeting notice shall be considered at a special meeting.

Section 3. Meetings of the Members:

Except as otherwise directed by the board, the Secretary or the Secretary's designee shall endeavor to give all members notice of all regular and special meetings of the Board of Directors by publishing the date, time, and location of the meeting in the Coalition's newsletter and or on the Coalition's website. A regular meeting for the members shall occur at least once annually. No meeting of or action taken by the board shall be improper or invalid by reason of the Secretary's failure to provide such notice or any member's failure to receive the notice or inability to attend the meeting. Except as otherwise directed by the board, all members shall have the right to attend and be heard at all meetings of the board, but shall not have the right to vote at such meetings.

Section 4. Board Decisions:

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 5. Compensation:

The Coalition's directors shall not receive any compensation for their services on the board. The board shall have the authority, however, to pay directors, members, officers, or employees reasonable compensation for bona fide services rendered for the Coalition and to reimburse members, directors, officers, or employees for reasonable expenses actually incurred for the benefit of the Coalition.

Section 6. Resolution without a Meeting:

Any action consented to in writing by a majority of the board shall be as valid as if adopted by the board at a duly announced and held meeting, provided such written consent is inserted in the minutes book.

Article 5. Committees

Section 1. Special Committees:

The board may authorize the establishment and termination of committees as needed for the function of the Coalition and may delegate to any such committee or committees any or all of the board's powers.

1. Appointment. With the approval of the Board of Directors, the President or Vice President shall appoint annually the membership and chairperson of all committees as soon as possible after the annual meeting of the members of the Coalition. Non-board members may be appointed to serve on or as the chairperson of any committee.
2. Function. Unless the board otherwise designates or the Bylaws otherwise provide, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the board, with the exception that half of the total number of committee members shall constitute a quorum.

The ACC shall have the following standing committees: Trail Work Committee, Public Outreach and Education Committee, Responsible Fixed Anchor Advocacy Committee and Peregrine Monitoring Committee. Their description is as follows:

1. The Trail work Committee shall plan, oversee and carry out trail maintenance days.
2. The Public Outreach and Education Committee shall promote sustainable climbing practices within the climbing community and beyond.
3. The Responsible Fixed Anchor Advocacy Committee shall work with the DEC/APA to ensure a reasonable park wide fixed anchor policy is defined and implemented, determine fixed anchors that are in need of maintenance and work as allowed to update fixed anchors as needed.
4. Peregrine Monitoring Committee shall work with the DEC for the continued monitoring of Peregrine Falcon nesting on cliffs of interest to climbers.

Article 6. Finances

Section 1. Fiscal Year:

The fiscal year shall be from January 1 to December 31.

Section 2. Treasurer's Duties:

The treasurer shall keep records of any disbursements, income and credits, and bank account information.

Section 3. Budget:

A budget shall be drafted for each annual meeting for the upcoming fiscal year and shall be approved by the majority vote of the board.

Section 4. Annual Report:

An annual report will be presented at each annual meeting and shall be approved by the majority vote of the board.

Section 5. Disbursements:

Disbursements up to \$200 may be made at the discretion of any Officer. Any disbursement of over \$200 will require Board approval.

Section 6. Properties and Assets:

Properties and assets are irrevocably dedicated for non-profit purposes only. No part of the net earnings, properties, or assets of the Coalition on dissolution or otherwise shall inure to the benefit of any person, member, director or officer.

Article 7. Parliamentary Authority

Section 1. Governing Procedures:

Robert's Rules of Order shall govern meetings, subject to any special rules that have been adopted, as long as they are not in conflict with the organization's bylaws.

Article 8. Amendments and Other Provisions

Section 1. Amendments:

These bylaws may be amended or replaced at any meeting of the ACC by a two-thirds ($\frac{2}{3}$) vote of those present and voting. Notice of any proposed change shall be contained in the notice of the meeting.

Article 9. Dissolution Clause

Section 1. Dissolution Clause:

The organization may be dissolved with previous notice two (2) weeks and a two-thirds ($\frac{2}{3}$) vote of those present at the meeting. All assets shall be donated to another non-profit organization and/or cause as deemed appropriate by the board.

Article 10. Indemnification

The Coalition will indemnify a board member, officer, employee or agent of the ACC if the individual:

(1) conducted himself or herself in good faith; and

(2) reasonably believed

(A) in the case of conduct in his or her official capacity with the Coalition, that the person's conduct was in the ACC's best interests; and

(B) in all other cases, that his or her conduct was not in opposition to the ACC's best interests; and

(3) in cases brought by a government agency, the individual had no reasonable cause to believe that his or her conduct was unlawful, and the person is not finally found to have engaged in a reckless or intentional criminal act.

Article 11. Personal Liability

The board members, officers, and employees of the ACC shall not be personally liable for any debt, liability, or obligation of the Coalition. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Coalition may look only to the funds and property of the Coalition for the payment of any such contracts or claims or for the payment of any debt, damages, judgment, or decree that may become due or payable to them from the Coalition.

The Coalition shall, at all times, maintain Directors' and Officers' Insurance for the benefit of the directors and officers of the Coalition.

Amendment History

Bylaws Created

Approved by the Board of Directors:

February 3, 2018 Signed by the President, Will Roth

Article 2. Section 1. "(1) ...membership fee..." was added

Article 3. Section 1. In both instances, "three directors" has been increased to "four directors".

Article 3. Section 6. "three officers" has been increased to "four officers", "Treasurer" has been added

Article 3. Section 6. Item 4. was added

Article 4. Section 4. was added

Article 6. was added

Article 6, 7, and 8 were renumbered, 7, 8 and 9.

Article 9. "non-profit" was added

Amended and approved by the Board of Directors:

December 6, 2018. Signed by the President, Will Roth

Article 3. Section 1. "up to twelve (12)" has increased to "up to fifteen (15)"

Article 3. Section 6.2. "Vice-President shall" has changed to "Vice-President may"

Article 5. Section 1.1. "Chair of the Board" has changed to "President or Vice-President", "Non board members may be appointed to serve on any committee, but the chair of all committees must be a board member" has changed to "Non board members may be appointed to serve on or as chairperson of any committee."

Amended and approved by the Board of Directors:

September 23, 2020. Signed by the President, Will Roth