

# 2024 Proposed Amendments to the By-Laws of Protect the Adirondacks! Inc.

## BY-LAWS

Protect the Adirondacks! Inc.

Adopted May 18, 2019

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## **ARTICLE V Board of Directors**

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

The Board ~~Development and~~ 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.

## **ARTICLE VI Officers**

### **Section 1 Elected Officers**

**1.1** The elected Officers of the Corporation shall be a Chair, ~~three~~ two Vice Chairs, a Secretary, ~~and~~ Treasurer, ~~and~~ 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** The Chair shall be nominated by the Board from their own with the advice of the ~~Development and~~ 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 ~~Development and~~ 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 ~~Development and~~ Governance Committee, without vote.

### **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 Development and 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-Chairs shall, in the absence of or inability of the Chair ~~and in the order of their election~~, shall 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.

### 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 for 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 the 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 ~~special~~ meeting of the Board of Directors ~~during the Annual Meeting~~.

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

#### 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 Development and Governance Committee in seeking nominees to fill the vacancy.

## **ARTICLE VII Committees**

### **Section 2 Permanent, Program and Special Committees**

**2.1** The permanent committees shall consist of the following:

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

**2.2** The Chair shall appoint the Chairs of the Committees, except the Board ~~Development and 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.

### **Section 4 Executive Committee**

#### **4.1 Membership**

Membership of the Executive Committee shall consist of the six elected officers of the Corporation (the Chair, ~~three~~ 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 three 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.

### **Section 5 Board ~~Development and Governance~~ Committee**

#### **5.1 Membership**

The Chair, with the approval of the Board of Directors shall appoint a Board ~~Development and 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~~ Board meeting; and nominate candidates to serve as Honorary Directors.
- Facilitate a periodic evaluation of Board Directors.