

**NEW YORK CHAPTER, INC.  
OF THE ADIRONDACK MOUNTAIN CLUB, INC.  
NOTICE OF SPECIAL MEETING OF NAWAKWANS**

PLEASE TAKE NOTICE, by the call of the acting Chair of the Board of Directors, the New York Chapter, Inc. of the Adirondack Mountain Club, Inc. (the “NY Chapter”) will hold a Special Meeting of Nawakwans on **October 5, 2021, at 7:00 p.m.** , which Special Meeting will be held virtually.

The agenda for the meeting shall include:

- Amendment of the by-laws (Article VIII Sections 3 and 6) to change the counting of a quorum for membership meetings in order to be in compliance with the New York Not for Profit Law (as explained in the attachment); and
- such other and further business of the NY Chapter.

Note: A copy of the section of the by-laws to be voted on, with the changes **highlighted**, is attached to this Notice. The Board has approved the proposed amendment. This Notice will be distributed by email, posting to the website, posting in the Trail Marker, and USPS mailed to those Nawakwans without email addresses.

All Nawakwans are invited to attend the virtual meeting but **attendance is not required to vote**; Zoom instructions will be sent out closer to the meeting date. **To receive the link, you must RSVP at <https://forms.gle/5TzTP6CUNHiMsgtK8> no later than October 4, 2021 at 10:00 a.m.**

Because of COVID limitations, **to vote you must do so by proxy** by using the enclosed form. Voting **will not take place in the Special Meeting**. Follow the instructions on the proxy form as to how to vote. By submitting a proxy, you are designating Eve Mancuso, the Secretary, as the one who will act as your proxy to cast your vote. **All votes must be received prior to October 6, 2021 by 12 noon to be counted.** Tallying of the proxies received will take place on October 6, 2021, at Camp Nawakwa, 5 pm, and the results announced soon thereafter. **Please vote as this is an important legal matter.**

Sincerely,



Secretary

## Why Do We Need This Amendment?

We have been advised that this change is necessary to be in compliance with Not-for-Profit Law §608. That law provides that by-laws can establish a minimum quorum of no less than 10% (or 100, whichever is less) of all members. The current by-laws provide for a minimum quorum of no less than 10% (or 100, whichever is less) of Nawakwans, only. The current by-laws are, therefore, not in compliance with the law and **must be changed so that we can hold the annual membership meeting with all members (as we always have) and election scheduled for October 16, 2021.** The existing provision was an oversight by prior counsel and was not properly addressed in the recent by-law change.

## Proposed By-Law Amendment (as shown in highlighting):

### ARTICLE VIII: MEETINGS

Section 1. There shall be an Annual Meeting of the membership each and every year in accordance with Chapter 35 of the Consolidated Laws of New York “Not- for-Profit Corporation Law.”

Section 2.

The BOD shall set the date, time and place of such a meeting.

Section 3.

The Annual Meeting and Special Meetings of the membership may be called by the Chair upon no less than 10, and no more the 50, days’ notice by mail or other method authorized under the law to all members. Special membership meetings may be called by a majority of the voting members of the Board upon no less than 10, and no more the 50, days’ notice by mail or other method authorized under the law to all members. Special membership meetings may be called by a petition containing signatures of at least 10% of ~~the Nawakwans members of the Corporation~~ in good standing; such meeting to take place within three weeks from the date of the petition. A quorum, as defined below, must be present in both annual and special membership meetings, except that an annual or special meeting called ~~and may be~~ adjourned because of lack of quorum, ~~shall take place within the next two weeks with at least ten Nawakwans in good standing present.~~

Section 4.

The order and conduct of the BOD and committee meetings shall be governed by Robert's Rules of Order.

Section 5.

All actions at any membership or BOD meetings shall be by motion or resolution, reduced to writing and duly moved and seconded. The disposition of such motions or resolutions shall be in accordance with Robert's Rules of Order.

Section 6.

A quorum for the transaction of business at any annual or special meeting of the membership shall consist of ten percent of the total ~~Nawakwans members of the Corporation, except as provided in Section 3.~~