

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

PLEASE TAKE NOTICE, by the call of the Chair of the Board of Directors, the New York Chapter, Inc. of the Adirondack Mountain Club, Inc. (the “NY Chapter” or the “Corporation”) will hold a Special Meeting of Nawakwans on **February 24, 2022, at 8:00 p.m.**, which Special Meeting will be held virtually.

The agenda for the meeting shall include:

- Amendment of the by-laws of the Corporation for reasons set forth in the letter attached hereto; and
- such other and further business of the Corporation.

Note: A copy of the amended by-laws to be voted on, with the changes redlined, 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 no later than February 22, 2022, at 10:00 a.m. at https://docs.google.com/forms/d/e/1FAIpQLSdHYRgPrjU_MStRGcq7YIPvUBnAqnd_sEhtQHvEXcGR8VCxvg/viewform?usp=sf_link**

Because of COVID limitations, **to vote you must do so by proxy** by using the enclosed form. **Voting will not take place at 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 February 25, 2022, by Noon to be counted. Please vote as this is an important legal matter.**

Sincerely,



Eve Mancuso

Secretary

Why Do we Need This Amendment to our By-Laws?

At a special meeting of the Board of Directors (the “Board”) of the Corporation, the Board voted to authorize, in principle, a disassociation from, and settlement of litigation with, the Adirondack Mountain Club, Inc. (“ADK”).

In anticipation of the Corporation’s disassociation from ADK, the By-Laws are being revised to reflect the proposed disassociation.

The proposed amendments to the By-Laws reflect the elimination of its status as a chapter of ADK, and provides an independent governance for the Corporation outside of the auspices of ADK. For example, all references to ADK, as well as to the Corporation as a “chapter” of ADK, have been deleted.

The proposed amended By-Laws are attached to this notice (as redlined, for your review).

KEYHOLDER (NAWAKWAN) MEMBER PROXY FORM

New York Chapter, Inc. of the Adirondack Mountain Club, Inc

PLEASE VOTE ON THE AMENDMENTS TO THE BYLAWS. IN ACCORDANCE WITH THE BYLAWS, 10% OF THE KEYHOLDERS ARE REQUIRED TO PARTICIPATE IF THE VOTE IS TO BE VALID.

There are three ways you can vote:

1. By printing, completing and mailing this form to the NY Chapter address noted below.
2. By printing, completing, scanning and emailing this form to: evemancuso@gmail.com.
3. By voting on the website link at <https://adkny.org/2022-bylaws-change/>

NY Chapter Mailing Address:

New Chapter ADK, Inc. of the Adirondack Mountain Club, Inc.
Peter Stuyvesant Post Office Station
PO Box 327
New York, NY 10009-9998

By submitting the Proxy form the undersigned Keyholder (Nawakwan) member of the New York Chapter, Inc. of the Adirondack Mountain Club, Inc. hereby authorizes, Eve Mancuso, the Secretary of the Corporation, to act as his or her proxy to vote regarding the proposed amendments to the Bylaws of the Corporation.

To vote on the amendments to the By-Laws of the Corporation, please check yes or no below.

- Yes – I approve of the amendments to the Bylaws.**
- No – I do not approve of the amendments to the Bylaws.**

Date

Signature

Print name

Proxies must be received, by mail or other means, by no later February 25, 2022, by Noon so they may be retrieved from the P.O. Box and be counted.