For the Open Board Meeting

August 16, 2023

Comments on the Bylaws Update

As part of the settlement agreement pertaining to our disassociation in 2022 from the Adirondack Mountain Club, we were required to remove all mention of and references to ADK from the text of our then-current Bylaws. This we did and members approved the redactions to the Bylaws by a vote last year.

To ensure that the Bylaws of our new club would be in conformity with any changes in the New York State Not-for-Profit Corporation Law and be reflective of our new reality as the Nawakwa Outdoor Association of New York, the Board of Directors set up a Bylaws Committee (members included Ray Kozma, Eve Mancuso, Marty McDonald, Susanne Flower, and Jerry Flower) to review and recommend changes that would be conducive to the good running of our new club.

Working with the law office of John Caffry, the committee updated the Bylaws to make needed changes and to incorporate recommendations from our lawyer. These Bylaws will need to be approved by vote of the membership, which vote will take place at our Annual Meeting and Elections set for October 14, 2023.

Members are being sent the full text of the Bylaws in preparation for discussion at the Open Board meeting of 8/16/23. Please read this fully and bring any questions there might be to the open board meeting.

Of Note:

* The Bylaws clearly define that there is only one category of membership (there is no affiliate membership any more).
* The lawyer suggested that the number of board members be increased to eleven. This does not change the quorum number that is needed (it remains at 6) and eliminates any possibility of a tie vote from the board. This new number is incorporated into the Bylaws.
* Article II – Objectives: Our Certificate of Incorporation (from 1931) needs to be updated so that the Bylaws and the Certificate have the same language in outlining the purpose and objectives of the club.
* The change to the Certificate of Incorporation need to be approved by the members and will be voted on at the Annual Meeting in October, along with the Bylaws.

Thank you,

The NOANY Board of Directors