

Mountaineering Club of New York Inc.

Article I: Legal Authority

Mountaineering Club of New York Inc. has filed as a corporation pursuant to the State of New York Not-for-Profit Corporation Law §402.

Article II: Name and Location

Section 1: Official Name -Mountaineering Club of New York Inc.

Section 2: Assumed Name - For purposes of advertising and promotion, the corporation may at times utilize the assumed name of “NYMountaineers” or “Mountaineering Club of New York” however, the official name shall remain the binding corporate name to transact business.

Section 3: Location - The principal office of the corporation and its registered agent shall be located in Albany, New York. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the New York Secretary of State.

Article III: Purpose

Section 1: Mission - The purpose of the corporation is to promote public education, safety, and environmental stewardship through the activity of mountaineering, with a focus on inclusivity and community engagement in the New York City metropolitan area. The organization is organized and operated exclusively for charitable and educational purposes. In furtherance of this mission, the corporation shall: provide public educational programs on mountaineering skills and safety; organize training activities open to the public; promote environmental stewardship by teaching and modeling responsible outdoor ethics; and to generally reduce the barrier of entry to the sport of mountaineering.

Section 2: Restrictions - This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or national origin; or do anything to disqualify its tax-exempt status pursuant to 503(c)(3) of the United States' Internal Revenue Code.

The Board of Directors requires a minimum 75% Board approval to modify these founding principles in the future.

Article IV: Membership

Section 1: Eligibility - Any person expressing an interest in the sport of mountaineering

is considered eligible for membership A member-in-good standing shall have dues in a currently paid up status as defined by the Board of Directors.

Section 2: Membership Fees - Membership shall be for a period of 12 months. Categories of membership and their respective fees shall be established by the Board of Directors.

Section 3: Voting Privileges – According to their category of membership, each member in good standing shall have one vote on motions presented at the Annual Meeting and at special scheduled meetings of the corporation. Membership is not transferable and does not allow any rights or interest in the assets or income of the corporation. No proxy votes are permitted.

Section 4: Honorary Life Member - Upon motion and approval by the Board of Directors, an Honorary Life Membership may be conferred upon a member or nonmember who has rendered singular and extraordinary service to Mountaineering Club of New York. Honorary Life Members shall enjoy all privileges and benefits of regular members without further payment of individual annual membership fees.

Section 5: Liability Waiver

As a condition of membership and participation in any club-sponsored activities, all members and guests shall execute and maintain on file with the corporation a signed liability waiver and assumption of risk agreement, in a form approved by the Board of Directors. The waiver shall acknowledge that mountaineering, hiking, and related outdoor activities involve inherent risks, including but not limited to physical injury, illness, property damage, or death, and that participants voluntarily accept all such risks. No member or guest may participate in official club events, outings, or training activities without first providing a current, signed waiver. The Board of Directors may revise the waiver form from time to time to ensure compliance with applicable laws and best practices in risk management.

Section 6: Termination – Criteria for termination...(e.g., violation of club rules)

Article V: Board of Directors

Section 1: Governance - The business, property and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than 3 of duly elected voting members. The Board of Directors retain those powers granted under New York Statutes which permit all necessary and convenient actions to affect all the approved purposes for the Mountaineering Club of New York Inc.

Section 2: Terms of Office - Directors elected at Annual Meetings shall serve a first term of either one (1), two (2), or three (3) years depending on what is needed to maintain staggered terms of service for each approximate third of its membership. Each third shall be referred to as a “class”. For its first full term, the initial Board of Directors shall divide itself into three classes with one class serving one year, a second serving two years, and a third serving three years. A full term commences with the date of election. Directors are limited to two consecutive full terms with an ineligibility period of one year following the expiration of a second full term. Each Director must maintain member-in-good-standing status.

Section 3: Vacancies – Vacancies shall include both vacated and unfilled seats on the Board of Directors. Vacancies which occur on the Board shall be filled by the Board of Directors upon recommendation of the Chair for the remaining, unexpired term of an absent Director or for an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting of the corporation. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

Section 5: Attendance Rule - Each Director is expected to attend all regular meetings of the Board and all special called meetings and Annual Meetings of the corporation. Those members with three consecutive, unexcused absences as determined by the Chair shall be removed from the Board of Directors.

Section 6: Compensation - Directors shall be volunteers and shall receive no compensation for their services, except on occasion for certain expenses directly related to the mission and purposes of the corporation as may be approved by the Board of Directors.

Section 7: Commitment and Ethics Rule - Each Director must maintain a high commitment to the stated mission and goals of Mountaineering Club of New York Inc. and exhibit the highest ethical standards in the conduct of business. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, shall be removed from the Board of Directors.

Section 8: Conflict of Interest

The corporation shall adopt and maintain a written Conflict of Interest Policy in compliance with the New York Not-for-Profit Corporation Law. Each director, officer, and key person shall annually complete a disclosure statement identifying any relationships, positions, or circumstances that could present a potential conflict of interest. In the event any matter under consideration by the Board of Directors presents a conflict of interest for a director, that director shall disclose the conflict to the Board and shall abstain from discussion and voting on the matter. All disclosures and actions taken shall be recorded in the minutes of the meeting. The Board of Directors shall be responsible for enforcing the Conflict of Interest Policy to ensure that decisions are made solely in the best interests of the corporation.

Section 9: Indemnification

To the fullest extent permitted by the laws of the State of New York and any other jurisdiction in which the corporation conducts activities, the corporation shall indemnify and hold harmless each director, officer, committee chair, employee, and authorized volunteer from and against any and all claims, liabilities, damages, losses, and expenses arising out of or related to the performance of their duties on behalf of the corporation, provided that such individual acted in good faith and in a manner reasonably believed to be in the best interests of the corporation, and provided that the conduct was not the result of willful misconduct, gross negligence, or a knowing violation of law. Such indemnification shall apply to activities conducted within or

outside the State of New York.

Article VI: Meetings

Section 1: Annual Meeting - An Annual Meeting of the corporation and its members shall be held each year.

Section 2: Meetings & Notice - As a minimum, regular meetings of the Board of Directors shall be held quarterly according to a schedule announced by the Board Chair at the Annual Meeting. Special called meetings of the corporation shall be held at the discretion of the Chair or by a majority vote of the Board of Directors or upon written request by ten (10) percent of the corporation's members-in-good-standing.

- **Notice of Meetings**

Notices for all regular and special meetings of the corporation shall be provided in writing by email, WhatsApp announcement, phone or other reliable delivery method approved by the Board of Directors. Notice shall include the date, time, location, and purpose of the meeting. Notice shall be provided at least seven (7) days in advance.

- **Order of Business – Annual Meeting**

The annual meeting of the corporation shall follow an agenda that includes, at minimum: call to order; determination of quorum; approval of prior meeting minutes; presentation of annual reports by officers and committees; election of directors and officers; approval of the annual budget; and other business properly brought before the members.

- **Submission of Agenda Items**

Any member in good standing may submit proposed agenda items for consideration at the annual meeting or a regular meeting of members. Such proposed items must be submitted in writing to the Board Chair no fewer than 7 days before the meeting date. The Board of Directors shall review and, if appropriate, include the proposed item on the meeting agenda.

Section 3: Quorum & Voting - A simple majority of Directors being present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy shall not be permitted. At special meetings of the corporation and at the Annual Meeting, the same rules shall apply to all members-in-good standing. Under special circumstances, the Executive Committee may meet by means of electronic conference with all members included simultaneously.

Section 4: Rules of Order - Minutes of actions taken and members present at such meetings shall be recorded and maintained.

Article VII: Officers

Section 1: Officers - Officers of the corporation shall include a Board Chair, a Vice Chair, and a Treasurer. All such officers must be duly elected from among voting

members of the Board of Directors. No individual shall concurrently hold more than one office.

Section 2: Election and Term of Office - Election of officers shall occur each year during the Annual Meeting following recommendations by the Board Chair. Each officer shall be elected by members-in-good-standing present and serve for a period of one year. All vacancies in these offices shall be appointed by the Board Chair, or when absent the Board of Directors, for the remainder of that year.

Section 3: Duties of Board Chair - The Chair shall preside at all meetings of the Board of Directors, appoint committee members, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The Chair, or a designee, may serve as an ex-officio member of those standing and special committees established by the Board. The Chair shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and records of the corporation and publish notices of scheduled meetings as required in these Bylaws.A

Section 4: Duties of Vice Chair - Upon disability or absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors. The Vice Chair organizes the corporation's Annual Meeting and may serve as an ex-officio member of all committees.

Section 7: Duties of the Treasurer - The Treasurer shall be responsible for: the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at quarterly meetings. The Treasurer shall maintain the financial records of the corporation using acceptable accounting practices and shall perform those other duties inherent to the office of Treasurer.

Section 8: Honorary Titles - The Board of Directors may from time to time award certain friends of the corporation with honorary titles as it may deem prudent to advance the mission and goals of Mountaineering Club of New York Inc. Such honorary titles shall not carry any obligations, powers or duties within this corporation.

Article VIII: Standing and Special Committees

Section 1: Committees

A committee must be established by majority vote of the Board of Directors and may be chartered on an indefinite basis. They are led by committee chairs which are appointed by the Board Chair. Dissolution of a committee must be done by majority vote of the Board of Directors. A committee chair may also be a member of the Board of Directors. Each committee chair shall prepare and maintain a written charter that has been approved by the Board of Directors. No committee is authorized to make binding decisions for the corporation that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each Committee Chair.

Section 2: Committee Membership – The committee chair is appointed by the Board Chair. The committee chair recruits all committee members. Committees must have a majority of committee members who are also members-in-good-standing of the corporation (currently paid up membership).

Section 3: Terms of Committee Membership - Committee chairs shall serve at the discretion of the Board Chair. Committee membership is voluntarily, without terms, and at the discretion of the committee chair.

Article IX: Finance and Audits

Section 1: Fiscal Year - The Corporation's financial year shall commence on the 1st of January and end the 31st of December in each calendar year.

Section 2: Funds and Property - All funds and property held by the corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans and donations must first meet published corporation guidelines. Each officer, employee, volunteer or its agent, having custody of corporation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

Section 3: Records and Reports - Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 4: Deposits & Disbursements- Any and all disbursements greater than \$100 from the corporation's accounts shall require written authorization from any two of the following officers: Chair, Vice Chair, Treasurer. Any and all disbursements of a lesser amount shall require written authorization by one of the following representatives: Chair, Vice Chair, Treasurer.

Section 5: Audits - The financial statements of this corporation may be audited as determined by the Board. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the corporation. Upon written request, audit reports shall be made available to corporation members and to any appropriate judicial authority.

Article X: Dissolution of the Corporation

Section 1: Dissolution Rule - Following an affirmative vote in favor by two-thirds (2/3) of the corporation membership voting, the Board of Directors shall call a special meeting

for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the corporation's mission.

Article XI: Amendments

Amendments may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided to all members at least ten (10) days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those board members present and voting. Such amendments take effect as stated in the original motion.

HISTORICAL NOTES:

Approved by founders and incorporators 10/27/2025

Approved by Charter Board of Directors 10/27/2025

REVISIONS TO BYLAWS: *Approved by Board of Directors*