

ADIRONDACK PARK AGENCY

---

In the Matter of the Application of

**UNCONVENTIONAL CONCEPTS, INC., and  
MICHAEL HOPMEIER**

APA Project No. 2021-0276

*subject to section 809 of the Adirondack Park  
Agency Act and 9 NYCRR Parts 573 and 574*

---

**PETITION FOR INTERVENTION  
BY ADIRONDACK COUNCIL, INC.**

WHITEMAN OSTERMAN & HANNA LLP  
*Attorneys for Proposed Intervenor  
Adirondack Council, Inc.*  
One Commerce Plaza  
Albany, New York  
(518) 487-7600  
[pgitlen@woh.com](mailto:pgitlen@woh.com)  
[pvancott@woh.com](mailto:pvancott@woh.com)  
[aseitelman@woh.com](mailto:aseitelman@woh.com)

*Of Counsel:*

Philip H. Gitlen, Esq.  
Paul Van Cott, Esq.  
Anna V. Seitelman, Esq.

## **TABLE OF CONTENTS**

INTRODUCTION .....	1
ADIRONDACK COUNCIL SHOULD BE GRANTED PARTY STATUS IN THIS PROCEEDING .....	3
1. The Adirondack Council .....	3
2. The Adirondack Council's Expertise and Participation in Prior Proceedings .....	4
3. This Proceeding .....	7
a. <i>Whether the Proposed Weapons-Testing Range Use is Consistent with the Adirondack Park Land Use and Development Plan (“APLUDP”)</i> .....	8
b. <i>Whether the Proposed Howitzer Test Range Use is Compatible with the Character Description, Purposes, Policies and Objectives of the Rural Use Land Use Area Where the Range would be Located</i> .....	9
c. <i>Undue Adverse Impact on Public or Private Adirondack Park Resources</i> .....	9
4. The Adirondack Council's Significant Environmental Interests .....	11
CONCLUSION.....	11
EXHIBITS .....	13

## **INTRODUCTION**

The Adirondack Council, Inc. (the “Adirondack Council” or “Council”) respectfully petitions to intervene as a party in the Adirondack Park Agency (“APA”)’s adjudicatory hearing in the matter of the application of Unconventional Concepts, Inc. and Michael Hopmeier (the “Applicant”), APA Project No. 2021-0276 (the “Project”), for a permit to build and use a testing range for military weapons in the Adirondack Park.

The Adirondack Council is a privately funded, nonprofit organization dedicated to protecting the ecological integrity and wild character of the Adirondack Park. Founded in 1975, it advances its mission through research, public education, advocacy, environmental monitoring, and, when necessary, legal action. The Council has advocates in all 50 states and has offices in Elizabethtown, Keene, Saranac Lake, and Albany. It envisions a Park with clean air and water, protected “Forever Wild” lands, sustainable forests and farms, and vibrant, inclusive communities. With strong partner organizations, collaboration with government officials, and citizen participation, the Council advocates for policies and funding that benefit the environment and communities of the Adirondack Park.

This proceeding – concerning an unprecedented proposal to construct and use a weapons testing range within the Adirondack Park – is of critical importance to the Adirondack Council. The Project would authorize the testing of military-grade weaponry, including the firing of a 155-millimeter howitzer, in a region internationally recognized for its ecological significance and unparalleled recreational opportunities. Such activity is unprecedented in the history of the Adirondack Park and raises profound questions about the Project’s compatibility with the Park’s land use plans as well as concerns about public safety and environmental impacts. The Adirondack Council seeks intervention to ensure a rigorous and transparent review of the proposed howitzer

testing range and to challenge deficiencies in the application and supporting materials that, if left unexamined, would undermine the APA's statutory mandate to protect the Adirondack Park. Moreover, the outcome has the potential to set precedent and materially affect the Council's ability to protect the Adirondack Park's environment, communities, and "Forever Wild" character.

Established in 1975, the Adirondack Council brings 50 years of expertise to this proceeding. The Council has a long history of engaging constructively with the APA, other state agencies, and local governments to protect the Park's environmental integrity. The Adirondack Council's participation will assist the Agency by offering informed, science-driven perspectives focused on long-term protection of the Park and implementation of governing law. The Project raises significant and unaddressed questions about the proposal's compliance with the statutory approval criteria in Executive Law § 809(10) that must be met for APA approval, including whether the Project: (1) is consistent with the Adirondack Park Land Use and Development Plan; (2) is compatible with the "character description and purposes, policies and objectives" of the Rural Use land use area where the howitzer testing range would be located; and (3) would not result in an "undue adverse impact" upon the private or public resources of the Adirondack Park. Because the APA's decision in this matter could materially impact the Adirondack Council's mission and the interests it represents, the Council has a direct and substantial interest in participating as a full party in this adjudicatory proceeding.

For these reasons, and as explained in detail below, the Adirondack Council respectfully seeks intervention as a full party in this proceeding. The Council believes that the public interest is best served when organizations dedicated to the Park's protection are granted a meaningful voice in proceedings that may reshape its character for generations to come.

**ADIRONDACK COUNCIL SHOULD BE GRANTED  
PARTY STATUS IN THIS PROCEEDING**

By order dated November 14, 2025, APA directed the Project to a formal project hearing pursuant to APA Act § 809 and 9 NYCRR § 580.2. Pursuant to 9 NYCRR § 580.7 (a), a person may seek to become a party “in order to present evidence, cross-examine witnesses, and otherwise participate in a public hearing” by submitting a petition that shall:

- (1) if submitted by an organization, state the nature and purpose of the organization, number of members, organizational structure, history of formation and legal nature, and include a copy of any charter, certificate of incorporation, bylaws, constitution or the like;*
- (2) demonstrate capacity to participate in administrative proceedings and to supply information or expertise relative to matters likely to be considered at the hearing;*
- (3) state whether the petitioner has participated in any previous legal or administrative proceedings similar to those conducted by the agency;*
- (4) state the petitioner’s relationship to the matters involved, the nature of the evidence or argument he intends to present, and any other matter the petitioner believes relevant to granting the petition;*
- (5) demonstrate that the petitioner has a material social, economic or environmental interest which is likely to be affected by the agency decision concerning the project.*

The hearing officer shall grant the petition within five (5) days of its receipt if he finds that the petitioner has an interest described in paragraph (a)(5) above, or that granting party status to the petitioner is necessary to or would further the purpose of the hearing. 9 NYCRR § 580.7(d).

As explained in detail below, Adirondack Council satisfies each of these requirements for intervention in the APA hearing on the Project and should therefore be granted full party status.

**1. The Adirondack Council**

The Adirondack Council is a privately funded, not-for-profit organization committed to protecting the ecological integrity and wild character of the Adirondack Park. It was established

in 1975 as a coalition of national and regional environmental organizations and concerned citizens who joined together to advocate and educate on behalf of New York State's six-million-acre Adirondack Park. Its Certificate of Incorporation was filed on December 12, 1977. A copy of its Certificate of Incorporation is annexed hereto as **Exhibit A**.

The Council has offices in Elizabethtown, Keene and Saranac Lake in the Adirondack Park and in Albany. As of December 2025, it has 5,219 members who reside in nearly all 50 states and the District of Columbia. A copy of its Bylaws, revised in July 2025, is annexed hereto as **Exhibit B**.

Since its formation, the Council has been advancing the protection of the Adirondack Park's ecological integrity and wild character through research, education, advocacy, and legal action. It envisions an Adirondack Park with clean air and water, large 'Forever Wild' wilderness areas, working forests and farms, and vibrant, safe, inclusive communities. With strong partner organizations, collaboration with government officials, and citizen participation, the Council advocates for policies and funding that benefit the environment and communities of the Adirondack Park. The Adirondack Council secures public and private actions that preserve this unique national treasure for future generations, monitors proposals, legislation, and policies impacting the Park and, when necessary, takes legal action to uphold constitutional protections and agency policies established to protect the Adirondack Park.

## **2. The Adirondack Council's Expertise and Participation in Prior Proceedings**

The Council has long engaged with the APA and other state agencies on land use decisions that impact the Adirondack Park's natural resources, wildlife, human communities, and rural character. Its advocacy work is grounded in science, law, and public policy, and seeks to uphold the APA Act and other governing laws and regulations.

Among the Council's recent key initiatives was the successful advocacy to secure an amendment to the New York State Constitution to authorize development at the Mt. Van Hoevenberg Olympic facility in Lake Placid, NY. That successful effort requires a state agency to purchase and add 2,500 acres to the Adirondack Forest Preserve, increasing the Adirondack Park's public lands. The Council also recently advocated to revise a proposal put forth by the Adirondack Park Agency that would have amended the Adirondack Park State Land Master Plan to allow "Other Power Driven Mobility Devices" on lands classified as "motor free" Wilderness by the Agency. In 2024, the Council worked with the state to expand the list of eligible watersheds inside the Park where grants are available for upgrades or replacement of on-site wastewater treatment, from 12 to 125 lake drainage basins. The Adirondack Council secures public and private actions that preserve this unique national treasure for future generations, monitors proposals, legislation, and policies impacting the Park and, when necessary, takes legal action to uphold constitutional protections and agency policies established to protect the Adirondack Park.

The Adirondack Council has relevant in-house expertise from its staff as well as the capacity to retain subject matter experts as needed to participate fully and constructively in this adjudicatory hearing. As examples demonstrating this capacity, the Council has participated in the following projects and matters affecting the Adirondack Park, including but not limited to providing comments on the Project:

- Granted full party status and participated as a party in the Adirondack Club & Resort adjudicatory hearing (2011)
- Granted full party status and participated as a party in the Saratoga County Emergency Towers adjudicatory hearing (2005)
- Submitted amicus brief to the New York State Court of Appeals regarding Class II community connector snowmobile trails (Protect the Adirondacks! Inc. v. NYS Department of Environmental Conservation (2021)
- Submitted amicus brief for Art. 78 challenge filed by Lake George Association against APA approving ProcellaCOR Permit for Lake George (2022-2024)

- Comment Letter - Agency Public Comment Policy (2023)
- State of the Park 2025 (2025)
- VISION 2050 (2023)
- Comment Letter - NYCO Minerals 2023-0256 (2024)
- Comment Letter - Barton Mines Mine Expansion (2024)
- Comment Letter - Hopmeier Cannon Testing (2022)
- Comment Letter - Hopmeier P2021-0276 (2025)
- Comment Letter - Lake Luzerne ProcellaCOR (2023)
- Report - WRONG WAY: ATV Report (2019)
- Report - Adirondack Park Clean Water Report (2020)
- Report - Adirondack Waters Resource at Risk (2008)
- Report - Beside the Stilled Waters (1987)
- Comment Letter - Advanced Notice for Proposed Rulemaking for the Triennial Review of Water Quality Standards (2024)
- Fact Sheet - Harmful Algal Blooms Advocacy (2024)
- Press Release - Trump Administration Rolls Back Air Pollution Standards that Protect Adirondacks, Public Health (2025)
- Press Release - Adirondack Conservationists Laud First Climate Bill: Congress Takes First Action to Curb Greenhouse Gas, Boost Economy (2022)
- Press Release - Senator Schumer Can Save New York's Air Pollution Evidence (2023)
- White Paper - Protecting Adirondack Waters from Septic System Pollution (2021)
- State Land Report - Adirondack High Peaks Visitor Use Management Study (2022) (Council commissioned)
- Comment Letter - Adirondack Park State Land Master Plan Amendments (2024)
- 2020 Vision Series 1, 2, 3 Summary (1992) - Volume 1, Biological Diversity; Volume 2, Completing the Adirondack Wilderness System; Volume 3, Realizing The Recreational Potential of Adirondack Wild Forests
- Comment Letter - NYS's 30x30 Draft Strategies & Methodologies (2024)
- Comment Letter - DEC Threatened & Endangered Species Repromulgation (2024)
- Comment Letter - DEC Draft Species of Greatest Conservation Need (2024)
- Comment Letter - DEC State Wildlife Action Plan Comments (2025)
- Comment Letter - DEC Fisher Trapping Rulemaking (2025)
- White Paper: Large Carnivore Recovery Policy and Best Management Practices to Inform New York State (2025) (Council commissioned)

Thus, the Council has a demonstrated capacity to participate in APA administrative proceedings and to supply information or expertise relative to matters likely to be considered at the hearing, has participated in previous APA adjudicatory hearings regarding proposed projects,

and is familiar with the facts of this Project and has previously provided written comments to APA on the howitzer testing range that is the subject of this adjudicatory hearing.

### **3. This Proceeding**

This adjudicatory hearing provides a critical opportunity for APA to fully examine the environmental, community, and policy implications of the proposed howitzer testing range. The Adirondack Council's participation will assist the Agency by offering informed, science-driven perspectives and informed argument focused on long-term protection of the Park and the proper implementation of governing law.

The Adirondack Council is still reviewing the application materials in preparation for the scheduled hearing on the Project and is in the process of identifying and potentially engaging qualified experts to address the relevant issues, including the issues identified below. Without expert planning and technical evidence, APA cannot meaningfully assess whether the proposed howitzer testing range meets the APA Act § 809(10) standards for approval of the application. Further, because approval of the proposed howitzer testing range use could set a significant precedent for other, similar proposals in the Park, including a potential future expansion of weapons testing on the Project Site, careful evaluation and analysis of the Project is warranted.

As a full party to this adjudicatory hearing, based on its own land use planning and environmental policy expertise and potentially through relevant subject matter experts, the Council will provide relevant and competent evidence and argument that will contribute to a comprehensive, relevant and reliable record upon which APA can assess the Project's compliance with the following permit approval criteria provided by APA Act § 809(10):

*a. Whether the Proposed Weapons-Testing Range Use is Consistent with the Adirondack Park Land Use and Development Plan (“APLUDP”)*

Under Section 809(10)(a) of the APA Act, the Agency may issue a permit for a “use” on private lands within the Park only if, *inter alia*, it is consistent with the APLUDP, including the provisions of APA Act §§ 805(3) and (4) relating, respectively, to the compatibility of a proposed project in the land use area where it will be located and the project’s potential for adverse impacts on the Park’s “natural, scenic, aesthetic, ecological, wildlife, historic, recreational or open space resources.” Here, there are significant issues regarding the Project’s consistency with the APLUDP, including with respect to the howitzer testing range’s compatibility in the Rural Use land use area where it would be located and its potential impacts. As noted above, the Project is unprecedented with respect to the issue of its compatibility in Rural Use as a howitzer testing range use and its potential adverse impacts to public and private resources and uses. The proposed testing of military-grade weapons on the Project Site represents a use that is fundamentally different in character and intensity from activities traditionally permitted in the Adirondack Park, requiring careful expert planning and technical evaluation and analysis of the Applicant’s proposal, supporting documentation, testimony and arguments in order to provide a full record for APA’s consideration with respect to the consistency of the proposed howitzer testing range with the APLUDP.

As a party, the Council would provide relevant evidence and argument with respect to the Project’s consistency with the APLUDP, drawing from evidence and argument relevant to the proposal’s compatibility and impacts (see below).

*b. Whether the Proposed Howitzer Test Range Use is Compatible with the Character Description, Purposes, Policies and Objectives of the Rural Use Land Use Area Where the Range would be Located*

Under Section 809(10)(b) of the APA Act, the Agency may issue a permit for a “use” on private lands within the Park only if, *inter alia*, the project “would be compatible with the character description and purposes, policies and objectives of the land use area wherein it is proposed to be located.” Here, there are significant issues as to whether the proposed howitzer testing range is compatible as a use on the Rural Use land use area lands where it is proposed to be located. *See* APA Act § 805(3)(f). Further, the potential adverse impacts of the project on public and private resources and uses are relevant to the APA’s assessment of whether the project meets this criterion for approval. Any evaluation of the Project’s compatibility will necessarily draw from an assessment of its potential impacts (see below). Here again, the unprecedented nature of this proposed use requires careful expert planning and technical evaluation and analysis of the Applicant’s proposal, supporting documentation, testimony and arguments in order to provide a full record for APA’s consideration with respect to the compatibility of the proposed howitzer testing range with the lands in Rural Use on which it is proposed to be located.

As a party, the Council would provide relevant evidence and argument with respect the Project’s compatibility with the Rural Use “character description, purposes and policies” on the lands where the howitzer testing range would be located, drawing in part from evidence regarding the potential impacts of the use on Adirondack Park resources.

*c. Undue Adverse Impact on Public or Private Adirondack Park Resources*

Under Section 809(10)(e) of the APA Act, APA may issue a permit for a “use” on private lands in the Park only if, *inter alia*, the project “would not have an undue adverse impact upon the natural, scenic, aesthetic, ecological, wildlife, historic, recreational or open space resources of the

park.” Given the intrusive nature of the activity, the burden for the Applicant is high. Because approval of a novel military-grade weapons testing range use could set precedent, the APA should proceed with particular care. Authorizing one such facility without stringent safeguards may invite additional testing proposals elsewhere in the Park.

Here, the Applicant has not demonstrated that repeated military-grade artillery fire will avoid undue adverse impacts to wildlife or the Park’s natural soundscape. Impulsive noise of this magnitude is categorically different from routine rural sounds and is known to disrupt wildlife behavior and habitat use.

At the Agency’s request, the Applicant submitted a sound analysis to assess impulse noise from the 155 mm howitzer. The Council raises the following concerns about the analysis:

- The Applicant’s analysis relies on a ~20-year-old Norwegian Defence Research Establishment (NDRE) study, with unclear landscape and environmental conditions (temperature, vegetation, wind, ambient noise, humidity, device angle) – factors that meaningfully affect sound propagation.
- Despite these unknowns, the Applicant modeled source levels using a 130.5 dB measurement from the NDRE study to calculate a modeled source level of 180.8 dB for an M109 155 mm howitzer. However, source-to-receiver distances in the NDRE study differ from the ~675-foot distance between the proposed barrel assembly and target area here, undermining comparability.
- Field measurements were conducted on only two days, one day apart, in late December. The Applicant indicates testing would not occur in colder temperatures; yet winter conditions (including snow cover) can alter sound propagation relative to leaf-on conditions.
- The Applicant presents five different peak levels for howitzer fire (reported range: 166–185 dB), reflecting substantial variability. While frequency content (Hz) influences perceived impact and risk, very high impulse levels can cause immediate hearing damage without adequate controls. The variability and gaps in the record warrant independent review.
- The Applicant does not contemplate the cumulative noise impacts of the howitzer testing range with the proximate NYCO Mine, which could have greater negative ecological and human effects.

As a party, the Council would provide relevant evidence and argument with respect to the Project's potential impacts on Adirondack Park resources, including but not necessarily limited to those potential impacts identified above, and whether those impacts would meet the undue adverse impact approval criterion provided in APA Act § 809(10)(e). The Adirondack Council's intent to retain qualified experts underscores both the seriousness of the concerns raised and the inadequacy of the current record.

#### **4. The Adirondack Council's Significant Environmental Interests**

Based on the foregoing, the Adirondack Council has significant environmental and other interests that are likely to be directly and adversely affected by the proposed howitzer testing range and its potential as a precedent for similar proposed uses. As a long-time advocate for the proper administration of the APA Act, the Adirondack Council has a significant stake in ensuring that proposed land uses on private lands in the Adirondack Park are consistent with the APLUDP and are compatible with the land use areas where they are proposed. Projects that do not meet those APA Act § 809(10) approval criteria threaten the statutory fabric provided for ensuring appropriate land use and development that meets the policies and purposes of the APA Act. Further, the Council is dedicated to protecting the ecological integrity, natural quiet, wildlife habitat, and wilderness character of the Adirondack Park, resources that have the potential to be materially impacted by the Project. These issues strike at the core of the Council's mission and interests of its members, requiring the participation of the Adirondack Council as a full party in the adjudicatory hearing.

#### **CONCLUSION**

For the foregoing reasons, the Adirondack Council respectfully requests that its petition to intervene as a full party in the adjudicatory hearing on Project Application 2021-0276 be granted and for such other and further relief as is deemed just and proper.

Dated: December 19, 2025

WHITEMAN OSTERMAN & HANNA LLP

*Philip H. Gitlen*

BY:

---

Philip H. Gitlen, Esq.  
Paul Van Cott, Esq.  
Anna V. Seitelman, Esq.  
*Attorneys for Adirondack Council, Inc.*  
One Commerce Plaza  
Albany, New York 12260  
Telephone: (518) 487-7600  
[pgitlen@woh.com](mailto:pgitlen@woh.com)  
[pvancott@woh.com](mailto:pvancott@woh.com)  
[aseitelman@woh.com](mailto:aseitelman@woh.com)

TO: Hon. David N. Greenwood  
Administrative Law Judge  
New York State Department of Environmental Conservation  
Office of Hearings and Mediation Services  
625 Broadway, First Floor  
Albany, NY 12233-1550  
[david.greenwood@dec.ny.gov](mailto:david.greenwood@dec.ny.gov)

Grace Sullivan,, Esq.  
Senior Attorney  
Adirondack Park Agency  
P.O. Box 99  
1133 NYS Route 86  
Ray Brook, NY 12977  
[grace.sullivan@apa.ny.gov](mailto:grace.sullivan@apa.ny.gov)

Matthew D. Norfolk, Esq.  
Norfolk Beier, PLLC  
1936 Saranac Ave, Suite 106  
Lake Placid, NY 12946  
[mnorfolk@norfolkbeier.com](mailto:mnorfolk@norfolkbeier.com)

## **EXHIBITS**

# Exhibit A

State of New York } ss:  
Department of State }

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 19, 2004



Secretary of State

DOS-200 (Rev. 03/02)

(4) The Adirondack Council, Inc., designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is as follows:

In care of the corporation  
Church Street  
P.O. Box D-2  
Elizabethtown, New York 12932-0640

(5) The certificate of incorporation of The Adirondack Council, Inc. is amended as follows:

(A) The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is changed to:

F 960820 000095

*Certificate of Amendment of the  
Certificate of Incorporation of  
The Adirondack Council, Inc.*

*under Section 803 of the Not For Profit Corporation Law*

**IT IS HEREBY CERTIFIED THAT:**

*(1) The name of the corporation is The Adirondack Council, Inc.*

*(2) The certificate of incorporation of The Adirondack Council, Inc. was filed by the Department of State on December 12, 1977, under the Not-for-Profit Corporation Law of the State of New York.*

*(3) The Adirondack Council, Inc. is a corporation defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law and is a Type B corporation as defined in section 201 of that law.*

*(4) The Adirondack Council, Inc., designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is as follows:*

*In care of the corporation  
Church Street  
P.O. Box D-2  
Elizabethtown, New York 12932-0640*

*(5) The certificate of incorporation of The Adirondack Council, Inc. is amended as follows:*

*(A) The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is changed to:*

F 96082000095

Church Street  
P.O. Box D-2  
Elizabethtown, N.Y. 12932-0640

~~11.~~ The maximum number of directors is to be amended as follows:

11. The number of directors of the corporation shall not be less than five  
nor more than twenty-five.

amended to read:

11. The number of directors of the corporation shall not be less than five  
nor more than thirty.

(6) The above amendments to the certificate of incorporation were  
authorized by the consent, dated July 10, 1993, by a unanimous vote of the  
board of directors.

IN WITNESS WHEREOF, this certificate has been signed this 3<sup>rd</sup> day  
of July, 1996, by the undersigned who affirms that the statements made herein  
are true under penalties of perjury.

John Ernst, Chairman

IN WITNESS WHEREOF, this certificate has been signed this 7<sup>th</sup> day  
of Aug, 1996, by the undersigned who affirms the statements made herein  
are true under penalties of perjury.

Dean Cook, Secretary

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED AUG 20 1996

Michael O'Connor  
Certificate of Amendment of the  
Certificate of Incorporation of  
The Adirondack Council, Inc.

under Section 803 of the Not For Profit Corporation Law

TAX \$

BY: MUR

ESSEX

Filed By: Michael O'Connor  
Address: The Adirondack Council  
342 Hamilton St.

960820000101

Albany, N.Y. 12210

4440265

CERTIFICATE OF INCORPORATION

OF

THE ADIRONDACK COUNCIL, INC.

(Under Section 402 of the Not-for-Profit Corporation Law)

The undersigned hereby certify:

1. The name of the corporation is The Adirondack Council, Inc.
2. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to or enures to the benefit of its members, directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.
3. The corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.
4. The purposes and objects for which the corporation is formed shall be:
  - (a) To encourage and assist efforts to conserve, maintain and enhance the physical and aesthetic environment, natural resources, and economy of the Adirondack area of New York.

(b) To conduct research, investigate, prepare and disseminate reports relative to the environment, natural resources, economy and land use planning in and for the Adirondack Region, and to do so independently or in cooperation with others.

(c) To provide or assist in providing professional guidance, where possible, to Adirondack area communities in matters relating to land use planning problems.

(d) To provide services in the nature of coordination, training, education, information, publications, and conferences on matters relating to the conservation, environment and land use planning in the Adirondack Region.

(e) To receive, administer and disburse gifts and grants of money and property of every kind exclusively for tax exempt charitable, scientific, literary and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended.

(f) To solicit contributions from the public for the charitable purposes of the corporation, provided, however, that no such solicitation shall be made unless and until the corporation shall have complied with any and all of the registration and other applicable requirements of Article 7-A of the Executive Law.

(g) To the extent permitted under Section 501(h) of the Internal Revenue Code of 1954 for a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, to review, study and make recommendations with respect to any and all local, county, state and federal anti-pollution, conservation and land-use laws, regulations and ordinances.

(h) To the extent permitted under Section 501(h) of the Internal Revenue Code of 1954 for a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, to determine whether existing laws, regulations and ordinances are being enforced and to take such action as it deems necessary and appropriate, to assure the proper enforcement of same, including but not limited to the institution of or intervention in legal or administrative proceedings before any state or federal court or administrative agency.

(1) To the extent permitted under  
Section 501(h) of the Internal Revenue  
Code of 1954 for a corporation exempt  
from Federal income tax under Section  
501(c)(3) of the Internal Revenue Code  
of 1954, to encourage compliance with  
such laws or to bring actions to enjoin  
the application of laws not beneficial to  
the public environmental good.

(j) To study and present plans,  
programs and guidelines for the control  
and abatement of pollution and for the  
environmental improvement of the Adirondack  
Region.

(k) To engage in any and all other  
activities in furtherance of the foregoing  
purposes or in advancement thereof, but not  
for the pecuniary profit or financial gain  
of its members, directors or officers.

(l) To do any other act or thing  
incidental to or connected with the fore-

going purposes or in advancement thereof,  
but not for the pecuniary profit or  
financial gain of any private person,  
corporation, director or officer of the  
corporation, except as permitted under  
Article 5 of the Not-for-Profit Corporation  
Law.

5. The corporation shall not be conducted  
or operated for profit, and no part of the assets, income,  
profit or net earnings of the corporation shall enure  
to the benefit of any member, trustee, director, officer  
of the corporation, or any private individual other than  
those to whom reasonable compensation may be paid for  
services rendered to the corporation for the effectuation of  
one or more of its purposes, and no member, trustee,  
director, officer of the corporation or any private individual  
other than such organization as shall qualify under Section  
501(c)(3) of the Internal Revenue Code of 1954 as amended;  
subject to an order of a Justice of the Supreme Court of  
the State of New York, shall be entitled to share in the  
distribution of any of the corporation's assets on dissolution  
of the corporation, nor shall any such profit nor any of  
the property or assets of the corporation be used other than

for the purposes of the corporation set forth in Paragraph 4 hereof. Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable, educational, religious, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

6. Except to the extent permitted under Section 501(h) of the Internal Revenue Code of 1954, as amended, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations

organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or

organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an Order of a Justice of the Supreme Court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8. The principal office of the corporation shall be located in the Town of Elizabethtown, County of Essex, State of New York. Pursuant to Section 621 of the Not-for-Profit Corporation Law, the books and records of the corporation shall be maintained at the corporation's office at River Street, Elizabethtown, New York.

9. The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

River Street  
Elizabethtown, New York 12932

10. The territory in which the activities of the corporation shall be principally conducted is the State of New York.

11. The number of directors of the corporation shall be not less than five nor more than twenty-five.

12. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Timothy L. Barnett	So. Main Street Westport, New York 12993
Frances Baincke	12 West 72nd Street, # 7-D New York, New York 10023
John A. K. Bradley	147 East 82nd Street New York, New York 10028
Charles H. Callison	43 S. Calumet Avenue Hastings-on-Hudson, New York 10706
Arthur M. Crocker	Moors Hill Road Laurel Hollow, New York
George D. Davis	RD2, Box 193 Knoxville, Maryland 21758
William T. Hord	720 Davidson Road Philadelphia, Pennsylvania 19118
Harold A. Jerry, Jr.	Speculator, New York 12164
R. Courtney Jones	Westport, New York 12993
Richard W. Lawrence, Jr.	Elizabethtown, New York 12932

Name	Address
James Marshall	430 Park Avenue New York, New York 10022
John M. C. Peterson	Lake Shore Road Essex, New York 12936
Clarence A. Petty	HD4 Canton, New York 13617
James Rogers III	10 Hillcrest Avenue Lake Placid, New York 12946
David Sive	89 Lark Street Pearl River, New York 10965
Brecht Trautwein	Riparius, New York 12862

13. Prior to delivery of this Certificate of Incorporation to the Department of State for filing, all approvals or consents required by the Not-for-Profit Corporation Law or by any other statute of the State of New York, if any, will be endorsed upon or annexed hereto.

14. Nothing contained herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in Not-for Profit Corporation Law §404(b)-(t) or Executive Law §757, without the approval of the agency involved.

IN WITNESS WHEREOF, the undersigned incorporators, each being over eighteen years of age, have made, subscribed and acknowledged this Certificate this 26th day of October, 1977.

*John A. K. Bradley*  
John A. K. Bradley  
147 East 82nd Street  
New York, New York 10022  
*Charles H. Callison*

Charles H. Callison  
43 S. Calumet Avenue  
Hastings-on-Hudson, N.Y. 10706

*Arthur M. Crocker*  
Arthur M. Crocker  
Moors Hill Road  
Laurel Hollow, New York  
*Harold A. Jerry Jr.*  
Harold A. Jerry, Jr.  
Speculator, New York 12164

*R. Courtney Jones*  
R. Courtney Jones  
Westport, New York 12993

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 26 day of October, 1977, before  
me personally came John A. K. Bradley, Charles H. Callison,  
Arthur M. Crocker, Harold A. Jerry, Jr., and R. Courtney Jones,  
to me known and known to me to be the persons described in and  
who executed the foregoing Certificate of Incorporation, and  
they duly acknowledged to me that they severally and in-  
dependently executed the same.

*Rose V. Devery*  
Notary Public

ROSE V. DEVERY  
Notary Public State of New York  
No. 31-600700  
Qualified in New York County  
Commission expires March 30, 1978

AFFIDAVIT OF SUBSCRIBERS OF CERTIFICATE OF INCORPORATION OF  
EXISTING UNINCORPORATED ASSOCIATION

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

JOHN A. K. BRADLEY, CHARLES H. CALLISON, ARTHUR M.  
CROCKER, HAROLD A. JERRY, JR., and R. COURTNEY JONES, being duly  
sworn, depose and say:

1. They are the subscribers of the foregoing certificate  
of incorporation of THE ADIRONDACK COUNCIL, INC., pursuant to the  
Not-For-Profit Corporation Law of the State of New York.
2. The said certificate of incorporation is for the  
incorporation of THE ADIRONDACK COUNCIL, an existing unincorporated  
association.
3. The subscribers of said certificate of incorporation  
constitute a majority of the members of a committee duly authorized,  
by vote of the membership at a meeting held on August 24, 1977, to  
incorporate said association.

John A. K. Bradley  
Charles H. Callison  
Arthur M. Crocker

Harold A. Jerry, Jr.  
R. Courtney Jones

Sworn to before me this  
26th day of October, 1977.

Rose V. Devery  
Notary Public

ROSE V. DEVERY  
Notary Public, State of New York  
No. 31-6007000  
Qualified in New York County  
Commission Expires March 30, 1978

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss.:

ARTHUR V. SAVAGE, being duly sworn, deposes and says that he is the attorney for the subscribers to the foregoing Certificate of Incorporation and that no previous application for the approval of the said Certificate by any Justice of the Supreme Court has heretofore been made.

*Arthur V. Savage*

Arthur V. Savage

Sworn to before me this  
17<sup>th</sup> day of October, 1977

*Suzanne Criscitelli*  
Notary Public

SUZANNE CRISCITELLI  
Notary Public, State of New York  
No. 03-4651026  
Qualified in Bronx County  
Commission Expires March 30, 1979

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss.

ARTHUR V. SAVAGE, being duly sworn, deposes and says that he is the attorney for the subscribers to the foregoing Certificate of Incorporation and that no previous application for the approval of the said Certificate by any Justice of the Supreme Court has heretofore been made.

*Arthur V. Savage*

Arthur V. Savage

Sworn to before me this  
11<sup>th</sup> day of October, 1977

*Suzanne Criscitelli*  
Notary Public

SUZANNE CRISCITELLI  
Notary Public, State of New York  
No. 03-4631026  
Qualified in Bronx County  
Commission Expires March 30, 1979

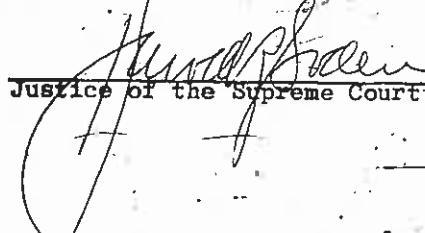
12

APPROVAL OF CERTIFICATE

I, HAROLD R. SCIDEN, a Justice of the Supreme Court of the State of New York for the Fourth Judicial District, do hereby approve the foregoing Certificate of Incorporation of The Adirondack Council, Inc., pursuant to the provisions of Section 404(b) of the Not-for-Profit Corporation Law.

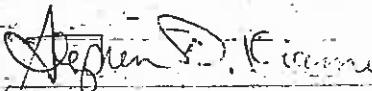
Dated:

Ridgefield, N.Y.  
3 Dec. 1977

  
Harold R. Sciden  
Justice of the Supreme Court

November 25, 1977  
THE UNDERSIGNED IS NO  
DISAPPROVING THE STATUTORY  
OF INCORPORATION  
HEREIN AND WARNS  
STATUTORY NOTICE

LOUIS J. LIEBERMAN  
Attorney General  
State of New York

  
Stephen D. Ettman

STEPHEN D. ETTMAN

13

44-0003

14

OP

CERTIFICATE OF INCORPORATION

OF

THE ADIRONDACK COUNCIL, INC.

(Under Section 402 of the Not-for-Profit Corporation Law)

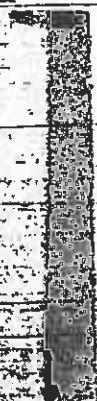
STATE OF NEW YORK  
DEPARTMENT OF STATE  
TAXES *New*  
FILING FEE \$ 50  
FILED DEC 12 1977

*Arthur V. Savage*  
Secretary of State

PE 204  
Type B

Arthur V. Savage, Esq.  
XXXXXX  
XXXXXX  
XXXXXX  
Suite 3333  
51 West 51st Street  
New York, New York 10019

14



# **Exhibit B**

**BY-LAWS OF  
THE ADIRONDACK COUNCIL, INC.**

*(As Amended Through July 10, 2025)*

**ARTICLE I**

**Members**

Section 1.01 Membership. The membership of the The Adirondack Council (hereafter the Corporation) shall consist of all individuals on the Board of Directors of the Corporation, and such other persons as from time to time hereafter are duly qualified for membership as hereinafter provided in Sections 1.02 or 1.04.

Section 1.02 Eligibility for Membership. Any person shall become a member of the Corporation upon receipt of membership dues and shall remain a member so long as he or she shall subscribe to its policies and by-laws and pay such dues as the Board of Directors shall fix from time to time. Further cause for termination of membership is provided for in Section 1.04.

No person shall be ineligible for membership on grounds of race, creed, color, gender, sexual orientation or age.

Section 1.03 Resignations. Any member may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 1.04 Terms, Classification and Qualifications of Membership. The Board of Directors may, in its discretion, establish reasonable categories of membership and set dues for each category. Reasonable terms for the duration of membership and reasonable qualifications for the renewal of membership need not be the same for different categories of membership. Membership shall be terminated by death, resignation, failure to qualify, expulsion, expiration of a term of membership, liquidation or dissolution of the Corporation.

**ARTICLE II**

**Meetings of Members**

Section 2.01 Place of Meeting. All meetings of the members of the Corporation shall be held at the place specified in the notice of the meeting or in the waiver of notice thereof.

Section 2.02 Annual Meeting. *(Amendment adopted July 8, 1995)* The annual meeting of the members of the Corporation for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held each year, on the day and at the hour specified in the notice of the meeting or in the waiver of notice thereof.

Section 2.03 Report at Annual Meeting. There shall be presented at each annual meeting of the members a Directors' Report, verified by the Chair and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or firm of accountants. Such report shall be filed with the records of the Corporation, a copy or abstract thereof shall be entered in the minutes of the annual meeting, and the report shall set forth the following in appropriate detail.

- (1) The assets and liabilities, including any investments, for a twelve-month fiscal period terminating not more than six months prior to the meeting.
- (2) The principal changes in assets and liabilities, including any, during the year preceding the date of the report.
- (3) All of the receipts and all of the expenses of the Corporation during the year preceding the date of the report.

Section 2.04 Special Meeting. Special meetings of the members of the Corporation may be called at any time by the Chair or Vice Chair, any two other officers, or 25% of the members of the Corporation at such time and place as may be specified in the notice or waiver of notice thereof.

Section 2.05 Special Meeting for Election of Directors. If, for a period of one month after the annual meeting, there is a failure to elect a sufficient number of directors to conduct the business of the Corporation, the Board of Directors shall call a special meeting of the members for the election of directors.

Section 2.06 Notice of Meetings of Members. Written notice of each annual or special meeting of the members of the Corporation shall be addressed to each member at his or her address (mail or email) as it appears on the records of the Corporation not less than ten days before the date of the meeting. Written notice shall declare the time, date and place of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting and state the purposes for which the meeting is being called. Notice of any meeting need not be given to any member if waived by such member before or after the meeting in writing or by email. The attendance of any member at a meeting, in person or by proxy without protesting prior to the conclusion of the meeting the lack of notice of such a meeting, shall constitute a waiver of notice by him or her. No notice need be given of any adjourned meeting if the date and time of the adjournment was announced at the meeting at which the adjournment is taken.

Section 2.07 Inspectors. The Board of Directors, in advance of any meeting of the members, may appoint one or more inspectors to act at the meeting or an adjournment thereof.

Section 2.08 Quorum. At all meetings of the members, the presence, in person or by proxy, of not less than 100 members entitled or one tenth of the total number of members, whichever is less, shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, the members present may adjourn the meeting from time to time for a period not exceeding twenty days in any one case. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.09 Voting. Each member shall be entitled to one vote, and except as provided in Section 3.06 and 6.03 hereof, at all meetings of the members, all matters shall be decided by the vote of a majority of the members present at the meeting.

Section 2.10 Determination of Eligibility of Members. Any member in good standing on the day prior to the date a notice of meeting is mailed, or on the date of any meeting if no such notice is mailed, shall be entitled to vote at such meeting, in person or by proxy.

Section 2.11 Proxies. Attendance and voting at any meeting of the members of the Corporation may be in person or by a member acting as proxy for an absent member. Every proxy must be executed in writing by the member or by such member's duly authorized attorney, but need not be witnessed; a proxy must be in favor of a member who is present at the meeting and revocable at any time by a later proxy received prior to any vote. No proxy shall be valid after the expiration of eleven months from its date, unless the member executing it shall have specified therein a longer duration. A proxy shall be re-voted by the member granting the proxy by delivery to any officer in writing in the same form as the proxy duly revoicing the grant of authority.

## ARTICLE III

### Directors

Section 3.01 Powers. The property, affairs, and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors.

Section 3.02 Number and Election of Directors. (*Amendment adopted July 10, 1993*) The number of Directors of the Corporation shall be not less than five (5) nor more than thirty (30). Directors shall be elected at the first meeting of members and thereafter at each annual meeting of members in accordance with the provisions of Section 3.04. At each such meeting at which a quorum is present, the persons receiving a majority of votes cast shall be Directors.

Section 3.03 Qualifications of Directors. All directors shall be at least 18 years of age and a member of the Corporation, and at least one of them shall be and a resident of the State of New York.

Section 3.04 Term of Office. (*Amendment adopted July 14, 1990*) Up to one-third of the thirty (30) Directors shall be elected each year, at the annual meeting of the Board, to serve for a term of three (3) years or until his or her respective successor shall be elected and commence serving his or her respective term whichever shall later occur. Each Director's term shall

commence at the annual meeting in July of the fiscal year in which he or she is elected.

Term Length: (*Amendment adopted July 19, 1997*) After completion of nine (9) consecutive years of service on the Board, no person shall be eligible for nomination or election to the Board until the expiration of one (1) year; excepting:

- (a) Where vacancies exist on the Board, such person may be re-nominated by the Board to complete the term of another;
- (b) Any person who has been elected an officer (other than Chair) and has not yet completed his or her two-year term in office at the termination of nine (9) years service;
- (c) Any person who has been elected Chair who has yet not completed two (2) consecutive 2-year terms at the termination of nine (9) years service;
- (d) Any Chair at the completion of his or her term may serve for one additional year as an ex officio, voting member of the Board.

Section 3.05 Resignations. Any Director may resign at any time by delivering a written resignation to the Corporation. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 3.06 Removal. Any Director may be removed at any time either for or without cause by the vote of two-thirds of all the members of the Corporation entitled to vote at a meeting, the notice or waiver of notice of which shall have specified the proposed removal, or may be removed with cause by the vote of two-thirds of all the Directors then in office.

Section 3.07 Vacancies. (*Amendment adopted July 14, 1990*) Any vacancy in an officership or directorship may be filled at any meeting of the Directors and they shall assume the then current term of the vacancy which they are filling, which shall count as their first term.

Section 3.08 Annual Meetings. The annual meetings of the Board of Directors for the election of the officers of the Corporation and for the transaction of such other business as may properly come before it shall be held at the place at which the annual meeting of the members of the Corporation shall be held, and shall be held immediately following such meeting.

Section 3.09 Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of such regular meetings as it may determine upon and may fix the time and place (which may be either within or outside of the State of New York) thereof.

Section 3.10 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or the Vice Chair of the Corporation or by any five Directors at such time and place within the State of New York as may be specified in the notice of the meetings or in the waiver of notice thereof.

Section 3.11 Notice of Meetings. No notice of any regular meeting of the Board of Directors need be given, provided, however, that if the Board of Directors shall fix or change the time or place of regular meetings, notice of such action shall be mailed promptly to each Director who shall not have been present at the meeting at which such action was taken, addressed to such Director at his or her address as it appears on the records of the Corporation or sent by email to such address, or delivered to such Director personally.

Notice of each annual and special meeting (in person, by phone, or e-meeting) of the Board of Directors shall be mailed or emailed to each Director addressed to such Director at his or her address (USPS or email) as it appears on the records of the Corporation at least five days before the day on which the meeting is to be held, or sent by email to such address, or delivered to such Director personally, not later than two days before the day on which the meeting is to be held. Notice of any meeting need not be given to any Director, however, if waived by such Director before or after the meeting in writing or by email. No notice need be given of any meeting at which every member of the Board of Directors shall be present, or has signed a waiver of notice either before or after the meeting and any business may be transacted thereat. No notice need be given of any adjourned meeting.

Section 3.12 Quorum. Except as may be expressly otherwise required by statute, at all meetings of the Board of Directors the presence of one-third, but not less than two of all of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at the appointed time and place of the meeting, or, if no Director is present, any officer of the Corporation present thereat, may adjourn the meeting from time to time for a period not exceeding twenty days in any one case. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.13 Voting. At all meetings of the Board of Directors, all matters shall be decided by the vote of a majority of the Directors present at the meeting. Notwithstanding the foregoing provision of Section 3.13, any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. Such resolution, with the written consents of the members of the Board or Committee, shall be filed with the minutes.

Section 3.14 Committees. The Board of Directors may designate such standing, special and other committees as it deems necessary for the proper conduct of the affairs of the Corporation, including an Executive Committee. The Executive Committee shall consist of the officers of the Corporation and such other directors as may be elected by the Board of Directors and shall have the full authority of the Board of Directors in between meetings to the extent

permitted by law. Other standing committees shall consist of such number of members with such qualifications as the Board of Directors shall from time to time determine, and each of which shall have all such powers and perform all such duties as may be expressly determined by the Board of Directors. The members of special and other committees created by the Board of Directors shall be appointed by the Chair, or other officer acting in his or her place, who shall have the power to fill vacancies, and the members of any special and other committees shall serve during the pleasure of the Chair and until their successors are appointed, barring any prior resignation.

## ARTICLE IV

### Officers

Section 4.01 Number of Officers and Qualifications. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer, and such other officers as may be appointed from time to time in accordance with the provisions of Section 4.03 hereof. Any person may hold any two or more offices of the Corporation except that the offices of Chair and Vice Chair, and of Chair and Secretary, shall not be filled by the same person. Officers shall be elected from the Directors of the Corporation.

Section 4.02 Enumeration, Election, and Term of Office. *(Amendment adopted July 14, 1990)* The officers of the Corporation shall be a Chair, one or more Vice Chairs, a Secretary, a Treasurer, and optionally, an Assistant Secretary and an Assistant Treasurer. Officers shall be elected from the Board at the annual meeting of the Directors, and shall take office immediately upon election, and shall hold office for two (2) years or until their successors have been elected. No officer shall be elected for a particular office for more than three (3) consecutive 2-year terms. In the event of a vacancy the members of the Board shall elect a member of the Board to fill the unexpired term.

Section 4.03 Subordinate Officers. The Board of Directors from time to time may appoint such other officers or agents, including an Executive Director upon such terms, and with or without compensation and other benefits, as it may deem advisable. No such other officer shall be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and shall prescribe their respective titles, terms of office, authorities and duties.

Section 4.04 Resignations. Any officer may resign at any time by delivering a written resignation to the Chair. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 4.05 Removal. Any officer or agent may be removed at any time either for or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

Section 4.06 Vacancies. Any vacancy in any office created under Section 4.03 may be filled for the unexpired portion of the term by the Board of Directors or officer or agent to whom the power to fill such vacancy has been delegated pursuant to the provisions of Section 4.03 hereof.

Section 4.07 Powers and Duties. The officers of the Corporation shall have such powers and duties, except as may be modified by the Board of Directors, as generally pertain to their respective offices and as hereinafter provided, as well as such powers and duties as from time to time may be determined by the Board of Directors or members.

- (a) Chair. The Chair shall preside at all meetings of members. He or she shall have and exercise general charge and supervision of the affairs of the Corporation and shall have such other powers and duties as may be assigned to him or her by the Board of Directors, including responsibility for directing and supervising the activities of any person employed as Executive Director of the Corporation.
- (b) Vice Chair. At the request of the Chair or in the event of his or her absence or disability, the Vice Chair shall perform the duties and possess and exercise the powers and duties of the Chair.
- (c) Secretary. The Secretary shall issue or cause to be issued all notices for, and shall keep or cause to be kept minutes of, meetings of the members and the Board of Directors. The Secretary shall perform the other duties as the Board of Directors may from time to time prescribe.
- (d) Treasurer. The Treasurer shall have the responsibility to see that the financial records of the Corporation are properly maintained and that from time to time an account is rendered to the Board of Directors concerning moneys received and paid by the Corporation and of its financial condition. The Treasurer shall perform the other duties as the Board of Directors may from time to time prescribe.

## ARTICLE V

### Corporate Finance

Section 5.01 Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories as the Board of Directors from time to time may determine.

Section 5.02 Checks, etc. All checks, drafts, endorsements, notes and evidences of

indebtedness of the Corporation shall be signed by such officer or officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

Section 5.03 Contracts. No contract may be entered into on behalf of the Corporation unless and except as authorized by the Board of Directors; any such authorization may be general or confined to specific instances.

Section 5.04 Initiation Fees, Dues and Assessments, etc. The Directors may levy initiation fees, dues and assessments on members.

## **ARTICLE VI**

### **Compensation of and Contracts with Members, Directors and Officers; Purchase, Sale, Mortgage or Lease of Real Property**

Section 6.01 Compensation. Any member, Director or officer of the Corporation is authorized to receive reasonable compensation from the Corporation for services rendered to the Corporation when authorized by the Board of Directors, and only when so authorized; provided, however, that no member or Director of the Corporation may receive compensation for acting as a member or Director.

Section 6.02 Contracts with Members, Directors and Officers. No member, Director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors at the meeting at which such contract is so authorized.

Section 6.03 Required Vote for Purchase, Sale, Mortgage or Lease of Real Property. No purchase, sale, mortgage or lease of real property shall be made by the Corporation except upon the affirmative vote, in person or in writing, of a majority of the number of Directors then in office.

## **ARTICLE VII**

### **Corporate Seal**

Section 7.01 Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall bear the words and figures: "THE ADIRONDACK COUNCIL, INC. -Corporate Seal -- 1977 -- New York" or words and figures of similar import. The form of such seal shall be subject to alteration by the Board of Directors.

## **ARTICLE VIII**

### **Fiscal Year**

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall commence on July 1 in each year and shall end on June 30 of each year.

## **ARTICLE IX**

### **Amendments to By-Laws**

Section 9.01 Amendments. All by-laws of the Corporation shall be subject to amendment or repeal, and new by-laws may be made, by the members of the Corporation or by the Board of Directors, at any annual, regular or special meeting, provided that the notice or waiver of notice of such meeting shall have specified or summarized the proposed amendment, repeal or new by-laws, and further provided that the following provisions of these by-laws may be amended or repealed only by the members:

- (a) Section 1.01, relating to membership in the Corporation;
- (b) Sections 3.02-3.14, inclusive, relating to the Directors; and
- (c) this Section 9.01.