



ADIRONDACK NORTH COUNTRY ASSOCIATION
Constitution and By-Laws

Effective: October 10, 1954

Revised: June, 1, 1983
September 15, 1985
November 13, 1987
October 20, 1989
June 13, 1991
December 13, 1996
March 30, 2012
March 27, 2013
Revisions: June 20, 2014
December 9, 2016
September 20, 2019
September 23, 2022

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**Article I.
Name, Territory and Office**

Section 1. Name.

The Corporation shall be known as the **Adirondack North Country Association** hereinafter referred to as ANCA.

Section 2. Territory.

The territory in which the ANCA’s operations are principally conducted shall be those counties which comprise the 14 county region of New York State known as the Adirondack North Country. For organizational purposes, these 14-counties will be further defined in three sub-regions aligned with the State’s Economic Development Council regions as follows:

NORTH COUNTRY	MOHAWK VALLEY & CENTRAL NY	CAPITAL REGION
Clinton	Fulton	Saratoga
Essex	Herkimer	Warren
Franklin	Oneida	Washington
Hamilton	Oswego	
Jefferson		
Lewis		
St. Lawrence		

Section 3. Office.

The principal office of the ANCA organization shall be located in Saranac Lake, New York. This office shall direct ANCA activities and be the depository for ANCA records. ANCA may also have offices as such other places within the State as the ANCA Board of Directors may from time-to-time determine or the business of the organization may require.

**Article II.
Purpose**

ANCA’s purposes are defined in its filed Certificate of Incorporation, as amended, and through its mission statement as follows:

ANCA’s mission is to catalyze sustainable economic development across the Adirondack North Country and to enhance the quality of life of the people who live, work and visit here. We do this by:

- Fostering the conditions necessary for business development
- Managing programs that increase regional self-reliance
- Developing projects and partnerships that support regional businesses and bring investment to the region’s communities
- Spotlighting the extraordinary natural, cultural and historic assets of the region.
- Advocating for the region at the State and national levels

**Article III.
Membership and Membership Meetings**

Section 1. Eligibility.

- 1.1 Membership.** Any interested person, business or organization may become a member if he/she support and participate in ANCA's mission and donate annually to its programs. The board of directors shall, from time to time, set dues for classes of membership.
- 1.2 Suspension.** A member may be temporarily suspended from the membership or expelled from membership for violation of the by-laws of the organization or for conduct prejudicial to the best interests of ANCA. Such suspension or expulsion requires a majority vote of the members of the Board of Directors who are present at a validly convened meeting.
- 1.3 Delegates.** Each organizational or business or family member shall designate in writing one person as its voting representative at meetings of the members.
- 1.4 Financial Support.** Membership in good standing requires current paid dues. To serve as a member of the Board of Directors or as an officer in ANCA, a member must make an annual financial contribution.
- 1.5 Honorary Member.** The Board of Directors may elect as honorary members such persons as they deem worthy in advancing ANCA's progress and mission.

Section 2. Rights and Limitations of Members.

Members in good standing will participate in the benefits of ANCA membership which include the right to provide input on opportunities, programs and policies to advance ANCA's mission as well as the receipt of newsletters, reports and other information issued by the organization. Members may be candidates for ANCA's Board of Directors and candidates for holding office on that Board. Members shall have the right to vote at ANCA's annual meeting, and at other general membership meetings, on any matters brought by the Board for consideration of the membership. Members shall, by a majority vote of those present and voting, elect the Board of Directors.

Section 3. Membership Meetings.

- 3.1 Annual Meeting.** An Annual Meeting of the ANCA organization shall be held during September, October or November annually. This meeting shall be for the purpose of the presentation of annual reports and recognition awards, for the elections to the Board of Directors and for the transaction of any other business appropriate for the consideration of the membership.
- 3.2 General Membership Meetings.** ANCA may hold periodic meetings in the various sub-regions of the 14 counties during the year.
- 3.3 Special Meetings.** Special meetings of the membership may be called at any time at the discretion of the President or a majority of the members of the ANCA Board of Directors.

Section 4. Notification of Meetings.

Notice of the time and place of each annual, general or special meeting of the membership shall be provided by electronic media to the membership not less than fifteen (15) days before the meeting. Members shall provide a current email address to ANCA for such notifications.

Section 5. Quorum.

A quorum shall be necessary for the legal and proper conduct of business at any annual, general or special meeting of the membership. A quorum will be not less than 50 members or 1/10th of the total number of members eligible to vote, whichever is less.

Section 6. Voting.

- 6.1 Entitlement.** At every meeting of the ANCA membership, each member in good standing shall be entitled to one (1) vote.
- 6.2 Majority.** All matters brought to a vote at any meeting of the membership shall be decided by majority vote of the members present at a duly constituted meeting.

Article IV. Board of Directors

Section 1. General Management.

The Board may employ an Executive Director who will have the responsibility for program development and administration and the business affairs of the organization subject to the general oversight and policy direction of the Board. The Executive Director will have sole responsibility for the hiring, supervision and discharge of staff. The establishment of staff positions, the determination of levels of compensation, and overall budgetary matters will be the responsibility of the Board.

Section 2. Number of Directors (Board Members).

In accordance with the Certificate of Incorporation, as amended, the number of directors shall be not less than three (3) nor more than thirty (30). There shall preferably be at least one director from each of the fourteen counties of the ANCA region and every effort shall be made to have members from each region.

Section 3. Selection of Directors and Terms of Office.

- 3.1 Selection of Directors by the Membership.** The annual meeting of the ANCA membership in the Fall is an opportunity to fill vacancies on the Board of Directors from candidates suggested by ANCA members for the consideration of the Board of Directors. The filling of vacancies at the annual meeting will be through voting by a quorum of members in good standing on individual

candidates included on a slate of candidates reported out by the Board of Directors. The number of seats, if any, to be filled at the annual meeting will be at the discretion of the Board.

- 3.2 Selection of Board Members by the Board of Directors.** Vacancies on the board can also be filled directly through voting by members of the ANCA Board of Directors at any meetings during the year who shall serve until the next annual meeting.
- 3.3 Candidate Qualifications.** All candidates for membership on the ANCA Board of Directors must be ANCA members and they must be a resident of the region and/or they must be actively participating in the economic activities of the region. At least 30 days prior to the meeting at which their nomination will be considered, a candidate will need to confirm, in writing, his or her interest in serving on the Board, and will need to submit a resume to the attention of the chairperson of the Board Development / Nominations Committee.
- 3.4 Number of Terms for Directors.** Members of the Board of Directors can serve for three consecutive full or partial terms or a maximum of nine years. For those serving as an officer, time spent in office does not count toward the term limits. Upon completion of three terms as a director, a person shall not be eligible for reelection for 12 months. A waiver of this provision can be made on a case-by-case basis by formal action of the Board of Directors.
- 3.5 Staggering of Terms for Directors.** Terms of the members of the Board of Directors will be staggered such that one third of the members will be elected or re-elected each year.

Section 4. Resignation, Removal from the Board.

- 4.1 Resignation.** A Director may resign at any time by giving written notice to the President or Secretary of ANCA's Board of Directors, hand delivered or mailed to the ANCA office in Saranac Lake. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of the resignation shall not be necessary to make it effective.
- 4.2 Removal.** A Director who has missed three (3) consecutive meetings without notification of his/her inability to attend to the President, Secretary or Executive Director, shall, unless excused by the President of the Board, be deemed to have resigned from Board of Directors.

Section 5. Board of Directors Meetings.

- 5.1 Frequency and Notice of Meetings.** The Board of Directors shall endeavor to meet on a quarterly basis. Written notification by mail or e-mail of the date, time, and location of each meeting shall be provided to each director no less than five days before each meeting. Special meetings of the Board shall be held upon three days written notice to each director by mail or e-mail. Meetings shall be called by the President of the Board or by the Secretary or by any four directors. Such notification may be delegated to ANCA's Executive Director or Office Manager.
- 5.2 Adjournment of Meeting.** A majority of directors present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the

time of the adjournment and unless such time and place are announced at the meeting, to the other directors.

Section 6. Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A quorum shall consist of more than half of the number of currently elected Board members. Attendance at and full participation in a scheduled Board of Directors meeting through conference call or video conference will be permissible if notice of that opportunity is given in the scheduling of the meeting.

Section 7. Voting.

Each member of the Board of Directors shall have one vote. A majority vote of the quorum present shall be sufficient on any proposition presented and acted upon at a meeting. In matters of great urgency and when a meeting of the Board of Directors cannot be held, a vote may be held by polling all Board members either in-person, by telephone, or by e-mail. In such cases, a written record of the result of the vote and the manner in which individual votes were obtained will be maintained at the ANCA office. A simple majority vote is required for passage on business matters.

Section 8. Presiding Officer.

At all meetings of the Board of Directors, the President shall preside. In the absence of the President, the Vice President shall preside. Should neither be present the members present shall select a presiding officer.

Section 9. Parliamentary Law.

Scott Foresman Robert's Rule of Order, newly revised shall be the controlling authority on all questions of parliamentary law not covered within the constitution and by-laws.

**Article V.
Officers**

Section 1. Officers, Election, Term.

The Board of Directors shall elect by majority vote, a President, First Vice President, three Regional Vice Presidents, Secretary, and Treasurer, and such other officers as it may determine, who shall be given such duties, powers, and functions as hereinafter provided. Officers shall be elected to hold office for two years from the date of election. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected and shall not exceed three (3) consecutive terms. They shall serve without compensation. The three-year term limit does not apply to the office of Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary.

- 1.1 Assistant Treasurer.** To assist the Treasurer, an elected member of the Board will serve as Assistant Treasurer and will assume the duties of the office in the absence of the Treasurer or President.

Section 2. Removal, Resignation.

Any officer elected by the Board may be removed by the Board for violation of ANCA's constitution and by-laws or for conduct prejudicial to the best interest of the organization. In the event of the death, resignation, or removal of an officer, the President of the Board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full board within the next two regular meetings. In the event of the death, resignation or removal of the President, the Vice President will assume the responsibilities of that office until such time that the Board of Directors can determine who should serve as President for the remainder of the term of office.

Section 3. Duties.

- 3.1 President.** The President shall preside at all meetings of the membership and of the Board of Directors. The President, the Secretary, or any other proper officer of ANCA authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agency of ANCA. The President shall serve as an ex-officio member of all committees and chairman of the Executive Committee. The President shall appoint committee chairs who may be recalled at the discretion of the President in consultation with the Board. In general, the President shall perform all duties as may be prescribed by the Board of Directors from time to time.
- 3.2 First Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors and shall be a member of the Executive Committee.
- 3.3 Regional Vice Presidents.** Each of the three sub-regions of the Adirondack North Country will have a Regional Vice President who will each serve as key advisors to the Board on economic and community development issues affecting their portion of the broader ANCA region. Regional Vice Presidents may schedule and conduct regional meetings to develop a better understanding of local issues and may form advisory groups or otherwise develop resources to assist their efforts.
- 3.4 Secretary.** The Secretary shall have overall responsibility for maintenance of minutes of the meetings of the membership and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or, as required by law; and be custodian of the corporate records of ANCA. The Secretary shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President and/or the Board of Directors and shall be a

member of the Executive Committee. As ANCA resources permit, the Secretary may delegate responsibilities to staff.

3.5 Treasurer. The Treasurer shall be responsible for the supervision of an account of all monies received or expended by ANCA and have it readily available to all members of the Board of Directors and ensure that annual audited financial statements are available to the Membership. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. He or she shall report to the board at all meetings, according to a format prescribed by the Board of Directors and shall be a member of the Executive Committee.

Article VI. Committees

Section 1. Types of Committees.

- 1.1 Standing Committees.** The Board of Directors shall elect the following standing committees: Executive Committee; Board Development/Nominating Committee; Personnel & Compliance Committee; Finance & Audit Committee; and, Development/Fundraising Committee. The President shall appoint the Committee Chairs.
- 1.2 Ad-Hoc Committees.** Additional committees may be created and appointed by the President with the consent of the Board of Directors as needed for special purposes. Any member can be appointed by the President to an ad-hoc committee.

Section 2. The Executive Committee.

- 2.1 Composition and Leadership.** The Executive Committee shall consist of up to eight (8) Directors including the President, Vice President, Secretary and Treasurer. The non officer members of the Executive Committee shall be elected by the Board of Directors. The immediate past President of the Board shall also serve on the Executive Committee, ex officio for a minimum of one year after he/she ends his/her term as ANCA board president. The President of the Board shall serve as the Chairperson of the Executive Committee.
- 2.2 Purpose.** The Executive Committee shall be empowered to transact only such business as may be necessary between meetings of the full Board of Directors. The Executive Committee shall submit a report of its action at the next meeting of the Board of Directors.
- 2.3 Meetings.** Meetings of the Executive Committee may be called by the Chairperson or by three members of the Executive Committee. The Executive Committee meeting quorum shall be a simple majority of the committee.

Section 3. Finance & Audit Committee.

The Finance & Audit Committee is comprised of members of the Board and is chaired by ANCA's treasurer. The Committee shall be responsible for overseeing ANCA's fiscal affairs. The Committee shall develop a budget for approval by the Board of Directors and propose policies governing the finances of the ANCA organization for adoption by the Board of Directors. To the extent permitted by law, the Committee shall be responsible for oversight of and assistance to the independent audit of the organization.

Section 4. Personnel & Compliance Committee.

The Personnel & Compliance Committee is comprised of members of the Board. The Personnel Committee shall be responsible for overseeing the personnel matters of the organization. The Committee shall develop a Personnel Policy Manual, Employee Handbook. In consultation with the Executive Director, the Committee will advise the Board on the establishment of staff positions, the determination of levels of compensation, and overall budgetary matters pertaining to staffing levels. The Committee will provide advice to ANCA's Executive Director on staffing decisions matters when requested.

Section 5. Board Development/Nominating Committee.

The Board Development/Nominating Committee is comprised of members of the Board. The Committee will be responsible for guiding an overall strategy for building board membership to best position the ANCA organization to achieve its mission. The Committee will be responsible for board education and training. The Board Development/Nominating Committee shall be responsible for reviewing the qualifications of prospective Board members and for recommending a slate of candidates for board vacancies. The Committee will be responsible for recommending a slate of officers to the Board of Directors.

Section 6. Development Committee.

The Development Committee is involved in examining and defining organizational development goals, objectives, projects and activities of ANCA and working with the Executive Director to carry them out. It establishes annual fundraising outreach, strategies and goals in conjunction with the Board of Directors and Finance and Audit Committee. The Committee strives to ensure that members and donors to the organization are systematically recognized and acknowledged, and that ongoing relationships with funding sources are maintained. The Committee will work with the Executive Director and staff.

Section 7. Committee Policy Positions.

Standing and ad-hoc committees may develop positions on issues in their areas of expertise. Such positions will require Board approval and follow-up notification of Board members.

**Article VII.
Board of Advisors**

The ANCA Board of Directors may, at its discretion, create a regional advisory board of knowledgeable and experienced individuals who can assist ANCA's organizational development, sustainability, and program impact. Appointed advisors will serve, collectively and individually as a resource for the ANCA's Board of Directors, Officers, and Executive Director.

Membership. The Board of Advisors is anticipated to include individuals with substantial experience in corporate and not-for-profit organizations, and/or with specific expertise in finance, economic and community development, organization development and fundraising, business development, and community relations.

Selection. Members of the Board of Advisors will be selected by the Executive Director and Board of Directors. Final appointment shall be made at the discretion of the Board of Directors. All of those elected to the Board of Advisors will be ANCA members and active supporters of the mission and program focus of the organization.

Term of Service. The term of service for members of the Board of Advisors shall be one year. They may be re-elected.

**Article VIII.
Board Member Emeritus**

Definition. There shall be a category of Board member known as *Board Member Emeritus* who will be nominated and elected by the Board of Directors. A Board Member Emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence and in recognition of the value of their input to Board deliberations. Emeritus members shall serve in a non-voting capacity. A Board Member Emeritus shall be entitled to receive written notices and such information as the Executive Director and President deem appropriate, to attend all Board of Directors meetings, , and welcome to attend all other events conducted by ANCA. A Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board or committee meeting. Such appointment shall be for life.

Eligibility. In order to be considered for designation as a board member emeritus, a person must be a former member of the ANCA Board of Directors who:

- Has served the ANCA Board of Directors with distinction;
- Held an important leadership role, and/or made or continues to make significant contributions;
- Engaged in major volunteer or advocacy activities in his or her service on the board;
- Ended the term(s) for which he or she was elected.

Election. The Nominating Committee or any board member may submit a candidate for election as Board Member Emeritus at any time. Such nomination should be supported with sufficient information to allow the board to make an informed decision.

**Article IV.
Audit and Finances**

The accounts of ANCA shall be audited each year by an independent certified public accountant. The fiscal year of ANCA shall be the calendar year. Each check of the organization shall be issued and signed by the Executive Director, Treasurer, or an authorized member of the Board. The Executive Director, Treasurer, or authorized Board member is authorized to disperse payment on accounts, programs, and administrative expenses in sums up to \$10,000 without a second signature. For amounts in excess of \$10,000, two signatures are required.

**Article X.
Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, provisions of the Certificate of Incorporation, as amended, shall govern.

**Article XI.
Amendments**

By-laws may be amended, repealed, or altered in whole or in part by the majority vote of ANCA's Board of Directors at any meeting called, in part, for that purpose. Notice of proposed amendments must be sent to the Board of Directors at least fifteen (15) days prior to their consideration by the Board.

**Article XII.
Indemnification**

Section 1. Actions.

ANCA shall indemnify any and all of its officers, directors or employees, including his or her estates, to the fullest extent and under the circumstances permissible under New York or federal statute or otherwise where said employee is made or threatened to be made a party to an action or proceeding by or against ANCA or any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, or other enterprise, where said individuals serve in any capacity at the request of ANCA against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such individuals acted in good faith for a purpose which he/she reasonably believed to be in the best interest of ANCA and, in criminal actions or proceedings, where said individuals, had no reasonable cause to believe that his or her conduct was unlawful. ANCA's obligation to indemnify its officers, directors and employees, as herein provided, shall be secondary to any other indemnification said individuals are entitled to from any third party. Said indemnification shall not extend to persons who plead guilty or are convicted of willful criminal conduct in connection with their responsibilities at ANCA.

Section 2. Nonexclusivity.

Section 1 of this Article shall not be exclusive but shall include, by implication, any and all rights and remedies available to ANCA, its officers, directors, or employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-For-Profit Corporation Law and other statutes and laws.

Section 3. Director and Officer Insurance

ANCA shall provide Director and Officer Liability Insurance in the sum of at least \$1,000,000.

**Article XIII.
Dissolution**

Section 1. Vote.

This organization may be dissolved by a two-thirds vote of the membership following the adoption of a dissolution plan submitted by the Board of Directors.

Section 2. Residual Assets.

Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) with purposes related to those purposes of this organization.

**Article XIV.
Conflict of Interest**

The Adirondack North Country Association will have a Conflict of Interest Policy, duly considered and adopted by the Board of Directors, which will govern the conduct of ANCA officers, all members of the Board of Directors and its Executive Director. Said policy will be updated and adopted by the Board of Directors, as needed, to ensure compliance with State and federal requirements for non-profit and charitable organizations.

Section 1. Purpose of the Conflict of Interest Policy.

The purpose of the Conflict of Interest Policy is to maintain a high level of public confidence in the Adirondack North Country Association and to protect ANCA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an ANCA director, principal officer or the executive director, or which might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable State and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions and Procedures.

The ANCA Conflict of Interest Policy will provide all necessary definitions, and will outline specific procedures pertaining to: 1) the duty to disclose financial interests and/or compensation related to any party, transaction or arrangement with which the ANCA organization is involved; 2) the recusal of board members from decision making, as appropriate; 3) the determination of whether a conflict of interest exists; 4) addressing any conflict of interest; and, 5) violations of the Conflict of Interest Policy.

Section 3. Annual Statements.

Each director, principal officer, member of a committee with governing board delegated powers, and the executive director shall annually sign a statement which affirms that such person: 1) has received a copy of the Conflict of Interest Policy; 2) has read and understands the Policy; 3) has agreed to comply with the Policy; and 4) understands that ANCA is a charitable organization and in order to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

End