



Adirondack Research Consortium

Bylaws

Adopted May 2006, (As amended May 23, 2007, May 20, 2010, May 16, 2013, and May 26, 2016)

ARTICLE I - NAME AND LOCATION

Section 1: Name

The name of this organization shall be the Adirondack Research Consortium herein after referred to as ARC.

Section 2: Location

The principal office for the transaction of the business of the corporation shall be in Franklin County, State of New York. The mailing address shall be Post Office Box 96, Paul Smiths, NY 12970.

Section 3: Change of Address

The Board of Directors may change the mailing address of the principal address from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address:

Dated:

ARTICLE II - MEMBERSHIP

Section 1: Qualifications

Membership qualifications in ARC will be established by the Board of Directors from time to time.

Section 2: Term of Membership

The membership period will extend for one full year that shall match the fiscal year as determined by the Board of Directors.

Section 3: Membership Dues

The annual fees, due by the end of General Meeting of each year will be established by the Board of Directors.

To remain a member in good standing, members shall be required to pay dues in the amounts determined by the ARC Board of Directors. If a member is a student, in lieu of dues payment a volunteer work schedule may be substituted as agreed upon and approved by the Board or its designee. It is the responsibility of the Board or its designee to ensure that volunteer work is completed.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 1: Place of Meetings

Meetings of members shall be held at such time and place as shall from time to time be decided by the Board of Directors.

Section 2: Annual Meetings

An annual meeting (hereinafter "Annual Meeting") of the members shall ordinarily be held each year at such place, time and date decided by the Board of Directors.

Section 3: Special Meetings

Special meetings (hereinafter "Special Meetings") of the ARC membership shall be called by the President or by any four (4) members of the Board of Directors.

Section 4: Notice of Meetings

A notice of the Annual Meeting or of any Special Meeting shall be communicated, either by mail or by electronic mail, by the Secretary or their designee to each member at least ten (10) days in advance of such meeting.

Section 5: Quorum for Meetings

A quorum shall be 1/10 of the members eligible to vote at any meeting of the ARC.

Section 6: Voting Rights

Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot. Votes may be cast in person or given by proxy duly authorized in writing.

Section 7: Action by Written Ballot

Except as otherwise provided, any action which may be taken at an annual or special meeting of the members may be taken without a meeting if the Secretary distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted;
4. shall specify the date by which the ballot must be received by the Secretary in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the ARC; and,
5. ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Section 8: Conduct of Meetings

The President of the ARC shall preside at Annual Meetings of the members. In the President's absence, a Vice President shall preside. The President may designate another member of the Board of Directors to preside at Special Meetings. Members may participate in a meeting through the use of a conference telephone or a similar communications device, so long as all members participating in such meeting can hear one another at the same time. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Number and Term of Office

The activities of the ARC shall be managed by its Board of Directors. The Board of Directors shall be composed of not less than nine (9) and not more than twenty-four (24) directors, including the officers and the Chair of the Editorial Review Committee. At least three (3) directors other than officers shall be elected for three (3) year terms at each Annual Meeting. Directors may serve for two (2) full consecutive terms or as invited by the Nominating Committee and approved by the full Board and membership. Any member may be eligible for re-election to the Board after one (1) year off the Board. At any time, up to three (3) additional directors may be appointed by a majority of the Board for a one (1) year term.

Section 2: Qualifications

Directors and officers must be ARC members in good standing. No more than two (2) representatives of the same organization shall be elected or appointed to the Board of Directors unless expressly approved by a majority of the Board of Directors.

Section 3: Removal

A director may be removed from office, for cause, by the vote of a majority of the remaining directors. Absence at three (3) consecutive Board meetings without explanation or reason is sufficient cause.

Section 4: Participation by Telephone

Directors may participate in a meeting through the use of a conference telephone or a similar communications device, so long as all members participating in such meeting can hear one another at the same time. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

Section 5: Action Without a Meeting

Any action by the Board of Directors may be taken without a meeting all members of the Board individually or collectively consent in writing or via e-mail to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 6: Duties

It shall be the duty of the directors to conduct or direct the activities and affairs of the ARC including: the power to appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the organization; supervise

all officers, agents and employees of the ARC to assure that their duties are performed properly; and, meet as such times and places as required.

Section 7: Quorum

A quorum of the Board of Directors shall be a majority of the Board.

Section 8: Executive Director

The Board may appoint an Executive Director to serve at the pleasure of the Board, who shall be a non-voting member of the Board, and who shall serve as chief executive officer of ARC. The duties of the Executive Director shall be set forth by resolution and under the supervision of the Board President. The Board of Directors shall determine the salary of the Executive Director. The Executive Director shall report to the Board.

ARTICLE V - OFFICERS

Section 1: Officers

The Officers of ARC shall be the President, two Vice-Presidents, and a Secretary/Treasurer. For the duration of their time in office, these Officers shall be considered members of the Board of Directors.

Section 2: Elections

The Officers described in Section 1 shall be elected at the first meeting. Thereafter, they shall be elected by the membership at the Annual Meeting. Officers shall serve for two years or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting.

Section 3: Term of Office

No member shall hold more than one office at a time. A member may be eligible to serve more than one consecutive term in the same office with the approval of the membership.

Section 4: Nominating Committee

A Nominating Committee of not less than three members of ARC shall be appointed by the President, subject to the approval of the Board of Directors. One member of the Nominating Committee shall be the Vice-President. The Nominating Committee shall nominate the Board of Directors. The Nominating Committee shall nominate at least one candidate for each Office, and shall conduct the election at the Annual Meeting. All persons nominated shall be full voting members in good standing of ARC. The Secretary/Treasurer shall inform the membership of their opportunity to submit name(s) for nomination as Officers by petition containing five signatures of eligible members.

Section 5: Removal of Officers

An elected Officer of ARC may be removed from Office by the Board of Directors if the Officer has had three consecutive unexcused absences from meetings or for non-performance of duties as specified in these bylaws or as determined by the Board of Directors. The unexpired term of any office will be filled by the appointment of a qualified member by the Board.

ARTICLE VI - DUTIES OF OFFICERS

Section 1: President

The President Shall:

1. Preside at meetings of the Board of Directors and those of the membership;
2. Create, appoint and discharge all ARC Committees including designating their chairpersons unless otherwise provided for in these bylaws;
3. Call meetings of the Board;
4. Carry out any other duties as assigned by the Board of Directors.

Section 2: Vice Presidents

The Vice Presidents shall:

1. Assist the President in the guidance and coordination of committee activities;
2. Assist the President in the development and implementation of activities associated with the goals and priorities of ARC;
3. Carry out other duties as assigned by the President or the Board of Directors;
4. In the absence of, or in the event of incapacity of the President, the Vice Presidents shall assume the duties of the President.

Section 3 The Secretary/Treasurer

The Secretary/Treasurer shall:

1. Maintain an accurate list of the members of ARC;
2. Receive and disburse funds;
3. Notify members and the Board of Directors of meetings, prepare and report minutes;
4. Provide the budgeting necessary and maintain accounts that shall be open to review and approval by the Board;
5. Oversee the preparation of financial reports as necessary;
6. Carry out any other duties as assigned by the President or the Board or Directors.

ARTICLE VII - COMMITTEES

Such other committees, standing or special, shall be appointed by the President as the President or Board of Directors shall deem necessary. The President shall be ex-officio a member of all committees except the Nominating Committee.

ARTICLE VIII - IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE IX - CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, Director, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article IX was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest

A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions

No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Corporation or officers are Directors, directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chairperson shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairperson of the Board may consult with legal counsel.

The Chairperson shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairperson has approved.

Article X - COMPENSATION

Section 1. Reasonable Compensation

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation

The Board of Directors must approve in advance the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE XI - AMENDMENT OF BYLAWS

Any proposed amendment to these bylaws, after discussion at a ARC meeting at which a quorum is present, may be adopted by a simple majority of the membership when due notice of the proposed bylaw amendment has been given to all members at least ten days prior to the meeting at which action is scheduled. Bylaws can be amended or repealed by either the Board or the members.

Updated August 22, 2016