

**BYLAWS  
OF THE  
CATSKILL 3500 CLUB, INC.  
(Amended July 31, 2021)**

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**ARTICLE 1: NAME**

The name of this corporation is CATSKILL 3500 CLUB, INC. (the “Club” or “Corporation”).

**ARTICLE 2: PURPOSES**

Section 1. The purposes for which the Club is formed are:

- a. To recognize the accomplishments of those individuals who climb and descend the designated Catskill Mountain high peaks (Appendix A).
- b. To foster appreciation and stewardship of the Catskill Mountains among both members and the general public.
- c. To encourage and enable hikers and visitors to the Catskill Mountains to be safe, well-informed, and prepared.
- d. To provide educational and safety programming to the public, including, but not limited to, guided hikes, educational activities, trail and lean-to maintenance, conservation activities, and wilderness search and rescue.
- e. To undertake activities throughout the State of New York and wherever else it may be necessary, and in affiliation with like-minded organizations of all kinds, wheresoever they may be located, in order to achieve the Club’s purposes.
- f. To engage exclusively in educational, scientific, investigative, literary, historical, philanthropic, and charitable pursuits.
- g. To solicit, apply for and receive donations and grants from private and public sources, including individuals, public and private corporations and foundations, and agencies and instrumentalities of local, state, and federal governments, in order to accumulate sufficient funds to support the Club’s purposes.
- h. To further, by all means that are both wise and opportune, objectives included within or related to the purposes set forth above.
- i. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Not-For-Profit Corporation Law § 202.

### **ARTICLE 3: MEMBERSHIP**

Section 1. To be eligible for membership and to earn a regular membership patch, one must meet the following criteria: Climb on foot the designated summits specified in Appendix A, as it may be amended from time to time by the Board of Directors.

Section 2. In order to earn a winter patch, a member must have climbed on foot the designated peaks specified in **Appendix A** from December 21 through and including March 21.

Section 3. Members and those pursuing membership are expected to adhere to and support the purposes of the Corporation set forth in Article 2, and to observe the responsibilities of membership set forth in the Official Code of Conduct. The Official Code of Conduct shall be as approved and amended by the Board. Failure to abide by these responsibilities may lead to the loss of membership through action of the Board of Directors.

Section 4. An active member is one who has completed their requirements for membership, has not lost membership due to a violation of the Official Code of Conduct, and who has paid the prescribed dues for the current year, or who is a "life member" as defined herein.

Section 5. A charter member is one who qualified prior to January 1, 1966.

Section 6. A life member is one who has paid the life membership fee determined by the Board of Directors.

### **ARTICLE 4: DUES**

Section 1. Members shall pay annual dues or a one-time life membership fee, as established by the Board of Directors.

Section 2. Annual dues are payable by January 1 and become delinquent on April 1. Delinquent members shall automatically lose good standing but may regain good standing by payment of one year's delinquent dues.

Section 3. Good standing is required to maintain voting rights and privileges of membership.

Section 4. New members joining shall pay full dues when admitted.

Section 5. Exceptions to this policy for good cause shown may be granted by the Board of Directors on a case-by-case basis.

### **ARTICLE 5: FISCAL POLICIES**

Section 1. The fiscal year shall be from January 1 to December 31 of each year.

Section 2. The books and accounts of the Club shall be kept in accordance with generally accepted accounting procedures.

Section 3. A review of the books shall be conducted by the Audit Committee as required in Article 9, Section 5.

### **ARTICLE 6: MEMBERSHIP MEETINGS**

Section 1. The Club shall hold an annual meeting in the spring of the year, with the date and place of this meeting set by the Board of Directors. Each annual meeting shall occur within thirteen

calendar months of the previous such meeting. Members shall elect the Officers and the Board of Directors at the Annual Meeting in accordance with Article 10 herein.

Section 2. Special meetings of the Club may be called by the President and shall be called in the event of a written request by ten percent (10%) of the active membership.

Section 3. The Annual Meeting and special meetings of the membership shall be called upon no less than 30 days and no more than 50 days notice, or as otherwise authorized under the law, to all members by mail or other method authorized under the law.

Section 4. A quorum for the transaction of business shall exist when there are either (a) at least ten percent (10%) of the total membership entitled to vote present, or (b) at least one hundred members entitled to vote, whichever is less. Proxies of members entitled to vote shall count towards the quorum.

Section 5. Each member entitled to vote at any meeting thereof may vote by proxy upon their written request, provided that such proxy is filed with the Secretary. Proxies shall be dated and in writing and are revocable at the pleasure of the member executing same.

Section 6. Unless otherwise specified, action may be taken by a majority of votes cast by Members entitled to vote who are present at a duly noticed and constituted meeting.

#### **ARTICLE 7: BOARD OF DIRECTORS**

Section 1. The governance of the Club shall be vested in the Board of Directors (formerly known as the Executive Committee). The Board of Directors shall have the power and duty to consider and adopt plans and policies for promoting the purposes of the Club and shall generally administer its business, subject to the Certificate of Incorporation and Bylaws, and subject to such resolutions as may be duly adopted by the membership.

Section 2. The Board of Directors shall have between 12 and 18 Directors, four of whom shall be the Officers, and all of whom shall be members in good standing of the Club. The Board shall determine the number of Directors within that range. The Directors shall be elected by the Membership and shall serve for terms of one year or until their successors are elected. All Directors must either chair or serve on a committee.

Section 3. The Board of Directors shall meet at least three times each year: In the Spring, in the Fall, and in the Winter prior to the Annual Meeting of the Membership, with due notice given to each Director, in the most convenient manner and as much in advance of such meeting as is reasonably possible. Special meetings of the Board of Directors may be called by the President, and shall be called upon the request at a minimum of at least three Directors, with due notice given to each Director, in the most convenient manner and as much in advance of such meeting as is reasonably possible.

Section 4. Meetings of the Board of Directors may be conducted by conference telephone, electronic video screen communication, or other communications which allows all of the participants to hear each other.

Section 5. Fifty percent (50%) of the current members of the Board of Directors shall constitute a quorum for the transaction of Board of Directors business. Unless otherwise specified, action may be taken by a majority of Directors present at a duly noticed and constituted meeting.

Section 6. An action may be taken by the Board of Directors without a meeting upon unanimous written consent of the Directors.

Section 7. Board of Director actions and votes recorded shall be filed with the minutes of the next Board of Directors meeting.

Section 8. The Board of Directors may, in its discretion, and by a vote of not less than two-thirds of the Directors present at a duly constituted meeting of the Board of Directors, remove from office any elected Director for cause.

Section 9. If a vacancy occurs on the Board of Directors, the Nominating Committee may recommend to the Board of Directors for approval a member to fill the vacancy for the remainder of the term, until the next annual meeting of the membership.

#### **ARTICLE 8: OFFICERS AND OTHER POSITIONS**

Section 1. The Officers of the Club shall be the President, Vice President, Secretary, and Treasurer. The terms of the Officers start upon their election at the Annual Meeting and last for one year or until their successors are elected. These Officers shall perform the duties prescribed by these By-laws and by the parliamentary authority adopted by the Club, if any, and shall discharge the duties of their respective positions in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. The President shall preside at all regular and special meetings of the membership and Board of Directors; shall call special meetings when duly requested; shall represent the Club or appoint a representative as necessary; shall appoint all committee Chairpersons; may appoint Directors to serve on committees; and perform such other duties as usually pertain to the office of the President. Upon the expiration of the President's term, he or she may be nominated to be a Director, in accordance with Article 10 herein, and upon his or her election shall serve as the most recently retired past president able to serve.

Section 3. The Vice President shall preside at meetings in the absence of the President.

Section 4. The President shall designate from the Board who shall preside at meetings in the absence of the President and the Vice President.

Section 5. The Treasurer shall maintain the Club funds and submit a financial statement to the Club at its annual meeting.

Section 6. The Secretary shall record the minutes of all meetings.

Section 7. Other positions that shall be selected by the President include:

- the editor of *The Catskill Canister*, and
- the delegate to the New York/New Jersey Trail Conference.

## **ARTICLE 9: COMMITTEES**

Section 1. The Club shall have the following permanent committees:

- Annual Dinner
- Audit
- Aspirants
- Canisters
- Conservation
- Digital Content
- Membership
- Merchandise
- Nominating
- Outings
- Search and Rescue
- Trail Maintenance
- Winter Weekend

Section 2. The creation or abolishment of permanent additional committees or temporary committees (committees created for a limited period of time to accomplish a specific purpose) shall be approved by the Board.

Section 3. Committee chairs and committee members shall be selected by the President from members in good standing. Both Directors and members in good standing may serve as committee members, unless otherwise specified.

Section 4. The Membership Committee shall receive applications for membership, ascertain with the President the satisfaction of requirements by applicants, issue certificates to applicants found to qualify for membership, and notify the Board of this action.

Section 5. The Audit Committee will consist of three persons, with at least one new person appointed each year. This committee will perform an annual audit of the financial records and prepare a financial statement, which will be issued after the end of the fiscal year, December 31<sup>st</sup>, and before the annual meeting.

Section 6. The Nominating Committee shall consist of three persons. The President selects and the Board of Directors shall review and approve the members of the Nominating Committee.

Section 7. Committees may take action by conference, electronic video screen communication, or other communications which allows all of the participants to hear each other. Committees may also take action without a meeting upon unanimous written consent of the committee's members.

## **ARTICLE 10: NOMINATIONS AND ELECTIONS**

Section 1. Nomination procedure. Names of members in good standing may be submitted by members in good standing to the Nominating Committee as potential nominees to serve as Officers or Directors.

Section 2. The Nominating Committee shall recommend a slate of Officers and Directors to the members at the Board of Directors meeting preceding the annual meeting. Additional nominations for Officers or Directors may be made at least ten days before the Annual Meeting by any member in good standing, provided the nominated person consents and is a member in good standing.

Section 3. The candidate receiving a plurality of the votes of the members in good standing who are present and voting at the annual meeting, in person or by proxy, shall be declared elected.

## **ARTICLE 11: AMENDMENTS AND REVISIONS**

Section 1. Proposals to amend, alter, repeal, or replace any portion of these By-laws may be submitted at any time, by members in good-standing, to the Board of Directors. The proposed amendment shall be placed on the agenda for the next scheduled Board of Directors meeting. Any proposed amendment shall be reviewed, evaluated, and voted on by the Board of Directors.

If approved by the Board of Directors, the proposals shall be provided to the membership published in *The Canister*, which shall be distributed to all members in accordance with the notice requirements set forth in Article 6, and placed upon the agenda for the next Annual Meeting following such publication for a general membership vote. All voting shall be conducted as set forth in Article 6.

Section 2. Amendment by Referendum. If the Board of Directors does not approve a proposed amendment to the By-laws and a petition is filed with the Board of Directors in support of said amendment carrying the signatures at least ten percent of the members entitled to vote, then the proposed amendment shall be submitted to the membership for a vote following the same procedure as if such proposed amendment had been approved by the Board of Directors.

Section 3. No amendment of the By-laws is necessary to update Official List of peaks, set forth in Appendix A, because the elevations and order of the peaks in the Official List are derived solely from the most recent U.S. Geological Survey maps. In its sole discretion from time to time, the Board of Directors may update the Official List to reflect updates to the U.S. Geological Survey maps, including changes to the elevations or order of the summits on the Official List.

Section 4. Notwithstanding the foregoing, no amendment to the By-laws shall be inconsistent with the Club's status as a charitable corporation under the laws of the State of New York or a tax exempt corporation under section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE 12: TRANSITION**

Section 1. These amended By-laws shall take effect upon approval of the voting membership and the filing of the Restated Certificate of Incorporation of Catskill 3500 Club, Inc. with the New York State Department of State.

Section 2. All Officers shall remain in office as of said effective date until the next annual meeting. Upon the effective date, the vacancies on the newly created Board of Directors shall be filled by the executive committee members who shall serve as Directors until the next annual meeting.

Date of Membership Approval:

Effective Date:

## Appendix A: Official List of Summits

Summit	Elev	Winter Summit	Canister	Land Designation	County	Town	NYNJTC Map
Slide	4184	X		Wilderness Area	Ulster	Shandaken	143
Hunter	4030			Wilderness Area	Greene	Hunter	141
Black Dome	3994			Wilderness Area	Greene	Windham	141
Thomas Cole	3953			Wilderness Area	Greene	Windham	141
Blackhead	3940	X		Wilderness Area	Greene	Windham	141
West Kill	3898			Wilderness Area	Greene	Lexington	141
Cornell	3857			Wilderness Area	Ulster	Shandaken	143
Plateau	3835			Wilderness Area	Greene	Hunter	141
Table	3825			Wilderness Area	Ulster	Denning	143
Peekamoose	3819			Wilderness Area	Ulster	Denning	143
Sugarloaf	3783			Wilderness Area	Greene	Hunter	141
Wittenberg	3782			Wilderness Area	Ulster	Shandaken	143
Southwest Hunter	3753		X	Wilderness Area	Greene	Hunter	141
Balsam Lake	3729			Wild Forest	Ulster	Hardenberg	142
Panther	3724	X		Wilderness Area	Ulster	Shandaken	142
Lone	3700		X	Wilderness Area	Ulster	Denning	143
Big Indian	3699		X	Wilderness Area	Ulster	Shandaken	143
Friday	3692		X	Wilderness Area	Ulster	Shandaken	143
Rusk	3686		X	Wild Forest	Greene	Lexington	141
Kaaterskill High Peak	3652		X	Wild Forest	Greene	Hunter	141
Twin	3650			Wilderness Area	Greene	Hunter	141
Fir	3629		X	Wilderness Area	Ulster	Shandaken	142
Balsam Cap	3608		X	Wilderness Area	Ulster	Shandaken	143
Balsam	3607	X		Wilderness Area	Ulster	Hardenberg	142
North Dome	3605		X	Wilderness Area	Greene	Lexington	142
Bearpen	3587			State Forest	Greene	Halcott	145
Eagle	3583		X	Wilderness Area	Ulster	Hardenberg	142
Indian Head	3573			Wilderness Area	Greene	Hunter	141
Sherrill	3558		X	Wilderness Area	Greene	Lexington	142
Vly	3541		X	State Forest	Greene	Halcott	145
Windham High Peak	3525			Wilderness Area	Greene	Windham	141
Halcott	3509		X	Wild Forest	Greene	Halcott	142
Rocky	3487		X	Wilderness Area	Ulster	Shandaken	143

### To earn a regular membership patch, one must:

1. Climb and descend under their own power all of the designated summits specified above

*and*

2. Climb and descend under their own power the four Winter Summits from December 21 through and including March 21.

(A total of thirty-seven summits need to be completed to earn a regular membership patch.)

**To earn a winter patch, a member must:**

1. Climb and descend under their own power all of the designated summits specified from December 21 through and including March 21.

(A minimum of thirty-seven summits need to be completed to earn a winter patch.)