

EXHIBIT F

Working for
Wilderness

RESOLUTION
Dissolution of the New York Chapter Inc. of ADK
And
The Establishment of an Unincorporated New York Chapter
of the
Adirondack Mountain Club, Inc.

WHEREAS after several months of attempting to engage the leaders of the New York Chapter to resolve areas of concern, to include certain financial irregularities and questions about member disenfranchisement, the New York Chapter has repeatedly refused to engage ADK or otherwise provide the requisite information;

AND WHEREAS many of the problems generated by the New York Chapter are inextricably linked to its corporate status, which creates fiduciary obligations as well as additional legal obligations upon the part of its Board of Directors, to which they are not competently addressing;

AND WHEREAS these failures create significant civil, and perhaps, criminal liability, which could expectedly have a deleterious impact on ADK Inc.'s tax-exempt status;

AND WHEREAS when members of the New York Chapter raised concerns about alleged instances of member disenfranchisement, to include depriving the vast majority of members from voting in chapter elections and discrimination of certain classes of members, the leaders of the New York Chapter responded by threatening to expel such members and demanded that such members retract such statements in writing to avoid expulsion;

AND WHEREAS, in similar style, instead of engaging the ADK Inc. in response to its various efforts to resolve the aforementioned concerns, the New York Chapter instead responded through counsel, fostering an adversarial relationship between the NY Chapter and ADK;

AND WHEREAS, Article IX, Section 3.1 of the Bylaws state that "[c]hapters shall be unincorporated associations organized under the Certificate of Incorporation and Bylaws of the Adirondack Mountain Club, Inc.;"

AND WHEREAS Section 3.2 of Article IX provides an exception for Chapters that were separately incorporated as of the effective date of such Bylaws; provided, however, that such exception is permitted only when ". . . such status does not jeopardize ADK's tax-exempt, not-for-profit corporation status under federal or state law . . . ;"

AND WHEREAS, because of the aforementioned issues, together with the nature and substance of the NY Chapter's response to such issues, the ADK Board of Directors

opines that the conduct of the NY Chapter has placed, and continues to place, ADK's "tax-exempt, not-for-profit corporation status" at significant risk;

NOW THEREFORE, BE IT RESOLVED that the New York Chapter of the Adirondack Mountain Club, Inc. is hereby dissolved pursuant to Article IX, Section 2.4(a) of ADK's By-laws, and re-established as an unincorporated chapter of the Adirondack Mountain Club, Inc;

BE IT FURTHER RESOLVED THAT, fund balances of a terminated Chapter are transferred to ADK pursuant to Article IX, Section 2.4(c), and that \$20,000 of those funds shall be set aside to be deposited into a future account of the newly created (unincorporated) New York Chapter;

BE IT FURTHER RESOLVED THAT, pursuant to Article IX, Section 2.4(b), members of the dissolved New York Chapter shall be given the opportunity to transfer to the newly created (unincorporated) NY Chapter or become members-at-large;

BE IT FURTHER RESOLVED THAT, pursuant to Article IV, Section 1.2(b) the current Board of Directors of the New York Chapter of ADK, Inc., each of whom have been provided with notice and an opportunity for a hearing at the June 26, 2021 meeting of ADK's Board of Directors, are hereby expelled from membership of ADK;

BE IT FURTHER RESOLVED THAT the President of ADK, together with staff, shall work to effectively communicate this resolution to members of the then existing New York Chapter in an effort to identify volunteers interested in serving on the Board of Directors of the newly created (unincorporated) New York Chapter;

BE IT FURTHER RESOLVED THAT such members shall be presented to ADK's Board of Directors at a subsequent meeting for review and approval as the initial Board of Directors of the (unincorporated) New York Chapter.

BE IT FURTHER RESOLVED THAT such members shall submit to the ADK Board of Directors an initial charter for the newly established chapter within one year for approval.



Date: June 26, 2021

SECRETARY, ADIRONDACK MOUNTAIN CLUB, INC.

CORPORATE SEAL