

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF ROCKLAND

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EVE MANCUSO, TERI GABEL,  
RAYMOND KOZMA, SUZANNE ROCHELEAU,  
SUSANNE FLOWER, and the NEW YORK  
CHAPTER, INC. OF THE  
ADIRONDACK MOUNTAIN CLUB, INC.,

Index No. \_\_\_\_\_/21

Petitioners/Plaintiffs,

VERIFIED PETITION  
AND COMPLAINT

v.

ADIRONDACK MOUNTAIN CLUB, INC.,

Respondent/Defendant.  
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Petitioners/Plaintiffs, Eve Mancuso, Teri Gabel, Raymond Kozma, Suzanne Rocheleau, Susanne Flower, and the New York Chapter, Inc. of The Adirondack Mountain Club, Inc. ("NY ADK"), by their attorneys, The Bachman Law Firm PLLC, for their Verified Petition and Complaint for judgment pursuant to Article 78 of the New York Civil Practice Law and Rules and New York statutory and common law, against Respondent/Defendant, Adirondack Mountain Club, Inc. ("ADK"), allege as follows:

Parties

1. Petitioner/Plaintiff, Eve Mancuso ("Mancuso"), is an individual residing in Rockland County, New York and is (or was) a member of NY ADK and ADK and a director and officer of NY ADK.
2. Petitioner/Plaintiff, Teri Gabel ("Gabel"), is an individual residing in Rockland County, New York and is (or was) a member of NY ADK and ADK and a director and officer of NY ADK.
3. Petitioner/Plaintiff, Raymond Kozma ("Kozma"), is an individual and is (or was) a

member of NY ADK and ADK and a director of NY ADK.

4. Petitioner/Plaintiff, Suzanne Rocheleau ("Rocheleau"), is an individual and is (or was) a member of NY ADK and ADK and a director and officer of NY ADK.
5. Petitioner/Plaintiff, Susanne Flower ("Flower"), is an individual and is (or was) a member of NY ADK and ADK and a director of NY ADK.
6. Petitioner/Plaintiff, the New York Chapter, Inc. of The Adirondack Mountain Club, Inc. (NY ADK), is a not for profit corporation organized and existing under the laws of State of New York and which maintains and operates a camp which is located in Rockland County, New York.
7. Upon information and belief, Defendant/Respondent, Adirondack Mountain Club, Inc. (ADK) is a not for profit corporation organized and existing under the laws of State of New York.

#### ADK

8. ADK was founded in 1922 as an organization for people interested in promoting conservation, recreation, and education in the Adirondack Mountain region of New York State.
9. Upon information and belief, many of ADK's members are also members of local chapters of ADK.
10. As ADK describes it, the chapters provide opportunities for ADK members to participate in governance, programs, and activities.
11. Members of any chapter of ADK are members of ADK, itself.
12. NY ADK is associated with ADK as a chapter of ADK.

## NY ADK

13. Upon information and belief, NY ADK grew out of a request from ADK, in 1922, to organize local walks for people in the Metropolitan area.
14. Upon information and belief, to formalize the local organization, NY ADK was separately incorporated in 1931.<sup>1</sup>
15. Over the years, NY ADK hosted many activities so that its members could enjoy and work to preserve the local environment including: maintaining miles of trails, holding hiking, skiing, camping and canoeing trips, and picnics, and nature study.
16. In addition to these ongoing activities, upon information and belief, since the early 1920's through today, NY ADK has coordinated with the Palisades Interstate Parks Commission and leased access and provided maintenance and capital improvements to various camps in and around Harriman, New York.
17. NY ADK has a full slate of previously scheduled activities, including publicly announced hosted events at its camp location, for members and third parties for the summer 2021 season and beyond.
18. With all of this, NY ADK has built a dedicated membership who have generously supported NY ADK's efforts.
19. ADK has acknowledged and supported the wide range of activities, good works, and vibrant membership of NY ADK.

ADK'S AUTOCRACY  
AND DEMANDS OF NY ADK

20. In 2019, it seemed that ADK shifted away from being a collegial membership

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<sup>1</sup> ADK's by-laws provide that any chapter which was incorporated prior to the effective date of the by-laws, may remain as such. NY ADK was incorporated before the effective date of the by-laws.

organization.

21. In October of 2019, Michael Barrett ("Barrett"), a former political appointee and attorney, became the Executive Director of ADK.
22. In 2020, ADK announced that chapter representatives, who had previously comprised the ADK's Board of Directors, would be replaced with "a professional board structure."
23. Upon information and belief, Barrett had control over the newly constituted Board of ADK and who would serve on it.
24. Even as chapters were being disenfranchised by ADK, ADK demanded, without basis, that the chapters make financial contributions to ADK, notwithstanding that ADK is supposed to support the chapters, not the other way around.
25. In particular, when the pandemic hit, Barrett demanded financial support from the chapters, perhaps to ensure that ADK could meet its payroll, i.e., his own salary.
26. Upon information and belief, Barrett targeted NY ADK knowing that it had garnered generous support from its members.
27. Because NY ADK was facing its own financial pressures, as was its prerogative, it declined to provide any gift to ADK (even so, Flower did personally provide a donation to ADK).
28. Thereafter, Barrett targeted NY ADK and the individual Petitioners/Plaintiffs by wrongfully expelling the individual Petitioners/Plaintiffs from membership, dissolving the chapter and demanding it cease all activities, and threatening the Petitioners/Plaintiffs with criminal prosecution if they did not accede to his wrongful demands.

**ADK WRONGFULLY EXPELS  
INDIVIDUAL PETITIONERS/PLAINTIFFS FROM MEMBERSHIP**

29. On June 21, 2021, ADK through Barrett sent each of the individual Petitioners/Plaintiffs

an email of an identical<sup>2</sup> letter ("June 21 Letter") explicitly stating that it was being sent to the named individual only pursuant to Article IV, Section 1.2(b) of ADK's by-laws. A true and correct copy of the June 21 Letter, this copy addressed to Mancuso, is attached hereto as Exhibit 1.

30. Section 1.2(b) of ADK's by-laws provides that:

A member may be temporarily suspended from the membership or expelled from membership for violation of the Bylaws of ADK or for conduct prejudicial to the best interests of ADK as determined by the Board, provided charges in writing are proffered against such member, a copy thereof served upon such member, and an opportunity afforded such member for a hearing before the Board.

A true and correct copy of ADK's by-laws is attached hereto as Exhibit 4.

31. While the June 21 Letter purports to "pursuant to Section 1.2, (b) of ADK's bylaws [regarding suspension or expulsion of an individual member], ... provid[e] written notice and opportunity to be heard [at a June 26 Board Meeting ("Hearing")] regarding ... charges [{"Charges"}]":

- a. It is dated June 21, 2021, a mere five (5) days prior to the Hearing (the June 21 Letter itself acknowledges the inadequacy of the short "proximity" of the June 26 Hearing);
- b. The Charges make no allegations of wrongdoing by any individual and make no mention of the individual Petitioners/Plaintiffs other than the "Dear \_\_\_\_:" salutation;
- c. The June 21 Letter does not list who the witnesses against the individual Petitioners/Plaintiffs would be at the Hearing;
- d. The June 21 Letter did not provide the individual Petitioners/Plaintiffs with the

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<sup>2</sup> Except for the "Dear \_\_\_\_:" salutation.

- right to cross-examine such witnesses at the Hearing;
- e. The June 21 Letter prohibited the individual Petitioners/Plaintiffs from bringing witnesses of their own (“[o]nly those individually noticed will have the right to appear at this meeting.”);
  - f. The June 21 Letter did not provide any of the documentary evidence to be used against the individual Petitioners/Plaintiffs;
  - g. The June 21 Letter did not allow for the individual Petitioners/Plaintiffs to question any such documentary evidence at the Hearing;
  - h. The June 21 Letter calls for production by Petitioners/Plaintiffs of documentary evidence after the Hearing; and
  - i. The June 21 Letter prohibited the individual Petitioners/Plaintiffs from having counsel appear at the Hearing (“[o]nly those individually noticed will have the right to appear at this meeting.”)
32. On June 25, 2021, counsel advised ADK that the June 21 Letter and the scheduled Hearing failed to meet legal due process requirements and that the June 21 Letter and Hearing were rejected as invalid, defective, and a nullity. A true and correct copy of Counsel’s letter is attached hereto as Exhibit 2.
33. Counsel further noted that beyond the obvious due process failings, both NY ADK and the individual Petitioners/Plaintiffs vigorously deny the vague, unspecified and conclusory statements in the June 21 Letter and reserved all of their rights and remedies. Counsel advised that should charges be properly noticed and heard in an appropriate manner and forum, the allegations would be shown to be false and the expulsion effort shown to be unreasonable and undertaken in bad faith.

34. Nonetheless, ADK apparently proceeded on June 26.
35. On June 28, 2021, ADK through Barrett sent a letter (mysteriously dated June 29) by email only addressed to the individual Petitioners/Plaintiffs stating that “following notice and hearing, *in absentia*, that the Board has voted to remove you from ADK membership. Given that both the bylaws of ADK Inc. and the NY Chapter require ADK membership as a condition precedent for membership in the chapter, the decision to terminate your membership with ADK thereby also terminates your membership with the NY Chapter. [(‘Abstentia Letter’)].” A true and correct copy of the Abstentia Letter is attached hereto as Exhibit 3.
36. The Abstentia Letter makes no findings against the individual Petitioners/Plaintiffs and states no basis, let alone a rational or good faith one, for the expulsion of the individual Petitioners/Plaintiffs.
37. In the Abstentia Letter, Barrett threatened the individual Petitioners/Plaintiffs that, even though there was no due process, no actual allegations against the individual Petitioners/Plaintiffs, or reasonable or good faith findings, he would be “passing the matters on to” unnamed “relevant authorities.”
38. The Abstentia Letter threatened the individual Petitioners/Plaintiffs by stating “Going forward please know that you have no authority to act on behalf of the organization, to include any enjoyment or decision making as it relates to Camp Nawakwa and, importantly, any rights or authority to direct any funds or financial accounts currently belonging to the NY Chapter of ADK. Any expenditures or withdrawals from such accounts will be referred to the District Attorney for prosecution as larceny/theft.”
39. In light of these declarations, directives and threats, the individual Petitioners/Plaintiffs

are being irreparably harmed by, *inter alia*:

- a. Being denied status and attendant rights as a member of NY ADK and ADK, itself
- b. Being prohibited from “enjoying” the activities and facilities of NY ADK or ADK or participating in any of their previously scheduled or other events, including in the imminent summer season;
- c. Being prohibited from acting as a director or officer of NY ADK;
- d. Being prohibited from acting on behalf of NY ADK;
- e. Being, wrongfully and baselessly, threatened with reporting to “authorities” and with criminal prosecution.

ADK TRIES TO DISSOLVE NY ADK  
AND PREPARES TO SEIZE NY ADK'S FUNDS

40. Barrett also declares in the Abstentia Letter that “with respect to the NY Chapter, please know that the Board voted to dissolve the New York Chapter as it is currently constituted and establish a new, unincorporated chapter for the benefit of both existing and new members. This decision thereby eliminates both the Board and Officer positions of the then-existing NY Chapter of ADK.”

41. ADK's effort through Barrett to dissolve the chapter was purportedly taken under ADK by-laws Article IX, Section 2.4a that:

A Chapter's status as a Chapter of ADK may be terminated by the Board, when the Board determines that a Chapter's actions or activities are inconsistent with or injurious to ADK's Certificate of Incorporation, Bylaws, or Board policies and procedures.

42. However, the purported dissolution of NY ADK as stated in the Abstentia Letter was improper because, *inter alia*,



- a. NY ADK was purportedly dissolved without notice or a hearing (the June 21 Letter cited only the individual member expulsion provision for the purported hearing);
  - b. Neither the June 21 Letter nor the Abstentia Letter cite any authority for the dissolution or ADK by-laws Article IX, Section 2.4a (the June 21 Letter cited only the individual member expulsion provision for the purported hearing);
  - c. If there was a dissolution hearing, there was no notice to NY ADK of such hearing or charges against NY ADK, itself (the June 21 Letter cited only the individual member expulsion provision for the purported hearing and the Abstentia Letter was not addressed to NY ADK);
  - d. If there was a dissolution hearing, it failed to allow NY ADK to attend and face the presentment of charges in detail with supporting documents;
  - e. If there was a dissolution hearing, NY ADK did not have an opportunity for rebuttal;
  - f. If there was a dissolution hearing, NY ADK was not allowed to present witnesses or evidence;
  - g. If there was a dissolution hearing, NY ADK was not allowed to cross-examine witnesses or review evidence; and
  - h. If there was a dissolution hearing, NY ADK was not allowed to have counsel at such hearing.
43. The Abstentia Letter is not addressed to NY ADK, makes no findings against NY ADK and states no basis, let alone a rational or good faith one, for the purported dissolution of the chapter.

44. Beyond baselessly trying to dissolve the chapter, ADK's actions through Barrett are a unilateral and unauthorized attempt to dissolve a New York corporation, NY ADK, itself, without judicial authority or supervision.
45. Upon information and belief, all of the foregoing efforts are part of a campaign to seize the assets of NY ADK.
46. If ADK through Barrett is successful in wrongfully expelling the individual Petitioners/Plaintiffs, preventing the directors and offices of NY ADK from taking any actions, freezing NY ADK's funds, and dissolving the chapter and NY ADK, then he can demand that NY ADK transfer all of its assets to ADK.<sup>3</sup>
47. In light of these declarations, directives and threats, NY ADK is being irreparably harmed by, *inter alia*:
- a. Being denied status and attendant rights as a chapter of ADK;
  - b. Being effectively dissolved as a corporation;
  - c. Being prohibited from functioning as a corporate entity including, but not limited to:
    - i. Holding directors' meetings and facilitating board resolutions and actions;
    - ii. Having officers act on behalf of NY ADK;
    - iii. Accessing and utilizing its assets including funds and camp facilities;
    - iv. Paying expenses, such as insurance premiums;
    - v. Filing tax returns; and

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<sup>3</sup> Under ADK by-laws Article IX, Section 2.4c:

Fund balances of a terminated Chapter shall be transferred to ADK. Pending dissolution of any Chapter, ADK may demand that the Chapter transfer to ADK any fund balance or other asset currently held by the Chapter unless prohibited by law.

- vi. Paying counsel to defend itself against ADK's wrongful actions or otherwise.
- d. Being prohibited from operating in the ordinary course, including but not limited to:
- i. providing its members with benefits and activities such as running hikes, performing trail maintenance and operating the camp;
  - ii. conducting any of previously scheduled activities, including publicly announced hosted events at its camp location, for members and third parties for the summer 2021 season and beyond;
  - iii. communicating with its members or third parties, e.g. updating its website;
  - iv. responding to and sending correspondence; and
  - v. dealing with the Palisades Interstate Parks Commission from which it leases the camp grounds;
- e. Being, wrongfully and baselessly, threatened with criminal prosecution and reporting to 'authorities.'

AS AND FOR A FIRST CAUSE OF ACTION  
(Mandamus)

48. Petitioners/Plaintiffs repeat and reallege each of the allegations above as if fully set forth herein.

49. A determination was made in violation of lawful procedure; was affected by an error of law or was arbitrary and capricious or an abuse of discretion, including abuse of discretion as to the measure or mode of penalty or discipline imposed; and/or a determination made as a result of a hearing held, and at which evidence was taken, pursuant to direction by law is, on the entire record, supported by substantial evidence.

50. Accordingly, Petitioners/Plaintiffs are entitled to a reversal of the actions taken by Respondent/Defendant at a meeting conducted on June 26, 2021, and a determination that any and all actions taken at such meeting be set aside and annulled, including but not limited to the dissolution of NY ADK as a chapter of ADK and a corporation organized and existing under the laws of the State of New York; establishment of a new, unincorporated chapter for the benefit of existing and new members; elimination of the Board and Officer positions of NY ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with NY ADK; and revocation of the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK.
51. Moreover, the Petitioners/Plaintiffs are entitled to a judgment restoring them to their status and rights as they were prior to June 26, 2021, including, but not limited to, the restoring individual Petitioners/Plaintiffs' to their membership in NY ADK and restoring ADK and NYADK as a chapter of ADK and being allowed to operate in the ordinary course.

AS AND FOR A SECOND CAUSE OF ACTION  
(Declaratory Judgment)

52. Petitioners/Plaintiffs repeat and reallege each of the allegations above as if fully set forth herein.
53. By reason of the foregoing, a controversy exists between Petitioners/Plaintiffs and Respondent/Defendant concerning, *inter alia*, the validity of Respondent/Defendant's purported dissolution of NY ADK as a chapter of ADK and a corporation organized and

existing under the laws of the State of New York; establishment of a new, unincorporated chapter for the benefit of existing and new members; elimination of the Board and Officer positions of NY ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with NY ADK; and revocation of the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK.

54. Accordingly, Petitioners/Plaintiffs are entitled to judgment declaring the legal rights and relationships of the parties including but not limited to a declaration declaring null and void Respondent/Defendants' dissolution of NY ADK as a chapter of ADK and a corporation organized and existing under the laws of the State of New York; establishment of a new, unincorporated chapter for the benefit of existing and new members; elimination of the Board and Officer positions of NY ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with NY ADK; and revocation of the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK.

55. Moreover, the Petitioners/Plaintiffs are entitled to a judgment declaring their status and rights to be as they were prior to June 26, 2021, including, but not limited to, restoring the individual Petitioners/Plaintiffs' to their membership in NY ADK and ADK and restoring NYADK as a chapter of ADK and being allowed to operate in the ordinary

course.

AS AND FOR A THIRD CAUSE OF ACTION  
(Injunction)

56. Petitioners/Plaintiffs repeat and reallege each of the allegations above as if fully set forth herein.
57. Petitioners/Plaintiffs are entitled to a temporary, preliminary and/or permanent injunction enjoining and restraining Respondent/Defendant from dissolving NY ADK as a chapter of ADK and a corporation organized and existing under the laws of the State of New York; establishing a new, unincorporated chapter for the benefit of existing and new members; eliminating the Board and Officer positions of NY ADK; expelling the individual Petitioners/Plaintiffs' from membership with ADK; expelling the individual Petitioners/Plaintiffs' from membership with NY ADK; and revoking the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK.
58. Moreover, the Petitioners/Plaintiffs are entitled to a temporary, preliminary and/or permanent injunction restoring them to their status and rights as they were prior to June 26, 2021, including, but not limited to, restoring the individual Petitioners/Plaintiffs' to their membership in NY ADK and restoring ADK and NYADK as a chapter of ADK and being allowed to operate in the ordinary course.

WHEREFORE, Petitioners/Plaintiffs respectfully demand judgment:

- (a) on the first cause of action, (i) reversing the actions taken by Respondent/Defendant at a meeting conducted on June 26, 2021, and determining that any and all actions taken at such meeting be set aside and annulled, including but not limited the dissolution of NY ADK as a chapter of ADK and a corporation organized and existing under the laws of the State of New York; establishment of a new, unincorporated chapter for the benefit of existing and new

members; elimination of the Board and Officer positions of NY ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with NY ADK; and revocation of the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK; and (ii) restoring them to their status and rights as they were prior to June 26, 2021, including, but not limited to, the restoring individual Petitioners/Plaintiffs' to their membership in NY ADK and restoring ADK and NYADK as a chapter of ADK and being allowed to operate in the ordinary course.

(b) on the second cause of action, a declaration declaring (i) null and void Respondent/Defendants' dissolution of NY ADK as a chapter of ADK and a corporation organized and existing under the laws of the State of New York; establishment of a new, unincorporated chapter for the benefit of existing and new members; elimination of the Board and Officer positions of NY ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with ADK; expulsion of the individual Petitioners/Plaintiffs' from membership with NY ADK; and revocation of the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK; and (ii) their status and rights to be as they were prior to June 26, 2021, including, but not limited to, restoring the individual Petitioners/Plaintiffs' to their membership in NY ADK and ADK and restoring NYADK as a chapter of ADK and being allowed to operate in the ordinary course.

(c) on the third cause of action, an Order enjoining and restraining (i) Respondent/Defendant from dissolving NY ADK as a chapter of ADK and a corporation organized and existing under the laws of the State of New York; establishing a new, unincorporated chapter for the benefit of existing and new members; eliminating the Board and Officer positions of NY ADK; expelling the individual Petitioners/Plaintiffs' from membership with ADK; expelling the individual Petitioners/Plaintiffs' from membership with NY ADK; and revoking the individual Petitioners/Plaintiffs' authority to act on behalf of NY ADK, including any enjoyment or decision-making as it relates to Camp Nawakwa and the direction of funds or financial accounts belonging to NY ADK; and (ii) restoring them to their status and rights as they were prior to June 26, 2021, including, but not limited to, restoring the individual Petitioners/Plaintiffs' to their membership in NY ADK and restoring ADK and NYADK as a chapter of ADK and being allowed to operate in the ordinary course.

(d) awarding Petitioners/Plaintiffs the costs and disbursements of this action, including attorneys' fees as permitted by law; and

(e) such other and further relief as to this Court may seem just and proper.

Dated: New City, New York  
July 1, 2021

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