

**VOTE PROPOSED TO STRIKE IN THEIR ENTIRETY AND REPLACE WITH PROPOSED  
BYLAWS, To Be Held On Monday, July 25, 2011 at 5:30 p.m.**

**CONSTITUTION and BY-LAWS**

**RACHEL CARSON HOMESTEAD ASSOCIATION**

as approved by the membership, November 17, 1991  
and amended on October 12, 1995, and October 15, 2006

**ARTICLE I – ASSOCIATION**

**A. Name**

The name of this association shall be the Rachel Carson Homestead Association.

**B. Location**

The Homestead is located at 613 Marion Avenue, Springdale, Allegheny County, Pennsylvania, 15144

**C. Founding**

The Association is a long-term lessee of the Borough of Springdale, which purchased the property with money from the George Uhlinger Trust (Pittsburgh National Bank, Trustee). The property was purchased on petition by a pro tem committee including members of the Landscape Design society of the Garden Club Federation of Pennsylvania, on June 4, 1974 (Springdale Borough ordinance #962).

**D. Incorporation**

The Association is a non-profit educational organization incorporated in July, 1975, under the laws of Pennsylvania.

**ARTICLE II – PURPOSES**

**A. Mission**

The mission of the Rachel Carson Homestead Association is:

To preserve, restore and interpret the birthplace and early home of scientist and author Rachel Carson, and to design and present education programs and resources in keeping with her environmental ethic: Live in harmony with nature; Preserve and learn from natural places; Minimize the impact of man-made chemicals on the natural systems of the world; and Consider the implications of human actions on the global web of life; and to take positions on environmental issues as approved by the Board of Directors.

**B. Staffing**

The Board of Directors may authorize the Executive Board to hire a qualified person or persons to fill positions such as; Executive Director, Educational Director, Curator, or others, whose duties, responsibilities, term, and reimbursement shall be as stated in a Job Description approved by the Board of Directors. No position may be filled unless funding for that express purpose is in place.

**C. Funding**

To receive and administer funds and properties for the above stated mission. In order to obtain funds the Association shall have the power to conduct campaigns for the raising of funds and to accept contributions from individuals, corporations, foundations, and other sources. It shall have the power to

print, edit, and publish printed materials and films, to buy, sell, and generally deal in appropriate souvenirs and publications. No part of the funds of the Association shall inure to the benefit of any director or member of the Association.

### **ARTICLE III - MEMBERSHIP**

Membership shall be open to all persons and organizations interested in the mission of the Association.

Membership Benefits:

1. Casting one vote for the Board of Directors, and By-Law Amendments.
2. Free Homestead visits during normal hours.
3. Discount on Gift shop items.
4. Quarterly newsletter.
5. Invitation and first notification of special events and programs.

Categories of membership to be determined by the Membership Committee.

### **ARTICLE IV – MANAGEMENT**

#### **A. Board of Directors**

The control and administration of the affairs of the Association shall be by a Board of Directors elected by the membership of not less than nine or more than twenty-one persons. The Board of Directors shall include the Officers of the Association, one Director from Springdale Borough Council (to be appointed by that body), and one Director from Allegheny Valley School District (to be appointed by the School Board). Directors shall chair the standing committees of the Association.

#### 1. Election of Directors

The Directors shall be elected at the Annual Meeting by a simple majority of eligible members voting in person or by proxy.

#### 2. Duties of Directors

Attendance: Directors shall be required to attend at least three scheduled meetings annually.

Committees: Each Director during their term of office shall chair or co-chair one of the standing committees or other committee for at least one year.

Fund-Raising: Each Director is expected to participate in raising funds for Association activities.

Membership: Each Director is expected to work actively to increase RCHA memberships.

#### 3. Term of Office

Each Director shall serve a term of three years and be eligible for re-election for a second three-year term, then not be eligible for one year. EXCEPTION: For the election of November 1991 ONLY, one-third of the Board to be elected for a three-year term may be nominated from existing board members, one-third may be nominated for two-year terms, and one-third may be nominated for one-year terms at each annual meeting.

#### 4. Vacancy

Any vacancy in the Board may be filled for the un-expired term at any duly called meeting of the Board of Directors.

#### **B. Officers**

The officers of the Association shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. They shall be elected by the Board of Directors and shall serve for two years or until their successors are elected. Except as may be authorized by the Board for special services, all Officers shall serve without compensation but with reimbursement for expenses in attending to the business of the Association.

#### 1. Duties of Officers

The Officers shall perform the usual duties of such officials. The President (and in his/her absence the Vice-President) shall preside at all meetings of the Board of Directors and the Executive committee. The Recording Secretary shall record the activities of the Executive Committee, the Board of Directors, and the Association, and shall keep in custody the Official seal of the Association. The Corresponding Secretary shall attend to the correspondence of the Association, especially member correspondence. The Treasurer shall have the custody of the funds of the Association and shall render an annual report to the Board. Such reports shall be audited or reviewed annually by an independent auditor.

#### **C. Executive Committee**

The Executive Committee shall consist of the Officers of the Association and not to exceed four other members of the Board of Directors. The President shall chair the committee. The Executive Committee shall possess all the powers, authority, and functions of the Board subject to review and ratification by the Board. During the intervals between the meetings of the Board the Executive committee shall supervise the affairs of the Association, act for and carry out the policies of the Association as defined by the Board, and approve expenditures and commitments prescribed by the Board. The Executive Committee shall hold meetings as required for the business of the Association at times and places it may determine. Three members of the Executive Committee shall constitute a quorum and at least five days notice shall be given to its members. The Executive Committee shall keep adequate minutes of its meetings, which shall be circulated to the members of the Board.

#### **D. Standing Committees**

Members of the Association shall be eligible for membership on all committees. The President of the Association shall appoint committee chair-persons. Members of such committees shall be appointed by the chair-person of the committee. Decisions made by all committees shall be subject to approval by the Board of Directors.

##### **1. Finance Committee**

The Finance committee shall consist of the president, Vice-President, and Treasurer (who shall chair the committee). This committee shall have the responsibility for supervising the disbursements and investments of the funds of the Association, subject to the annual budget and overall policy, guidance, and instructions from the Board. The Treasurer shall make a report of the finances of the Association at each meeting of the Board. Any two of the three members of this committee may sign checks for the Association.

##### **2. House and Grounds Committee**

The House and Grounds committee shall be responsible for the Homestead and surrounding grounds (see Article II, section A).

##### **3. Development Committee**

The Development Committee shall be responsible for fund-raising strategies.

##### **4. Education Committee**

The Education Committee shall be responsible for the educational programs of the Association.

##### **5. Membership Committee**

The Membership Committee shall design and implement strategies to recruit members for the Association and design membership activities.

6. The Board of Directors may create other committees as may be deemed necessary to accomplish the mission of the Association.

#### **E. Nominating Committee**

Not less than 90 days before the annual meeting, a Nominating committee of three members shall be appointed by the President. Such committee shall make the nominations for the Directors whose term will be expiring. A list of the nominees, with a brief biographical sketch, shall be transmitted with the notice of the annual meeting to all members of the Association not less than 30 days prior to the meeting.

#### **F. Ad Hoc Committees**

Committee chairpersons may be any member of the Association. Committee membership is also open to all members.

#### **G. Fiscal Year**

The fiscal year shall be from October 1 to September 30.

#### **H. Advisory Board**

The Advisory Board shall be the initial Incorporators of the Association. Qualified new members may be appointed to the Advisory Board by the Board of Directors. The Advisory Board shall assist the Board of Directors with long-range plans for the Association and act as consultants on Association policies. Advisory Board members shall receive notice of regular or special Board meetings or any other unscheduled meeting of the Association.

#### **I. Meetings**

The Association shall hold one meeting per year and such other meetings as may be determined necessary by the Board of Directors. The Board of Directors shall hold four meetings per year and such other meetings as may be called by the president or by any three members of the Board. At such meetings one-third of the Directors shall constitute a quorum. A majority of the Directors present shall decide any question brought before the meeting. Notice shall be given by the President or Recording Secretary, along with a meeting agenda, to each Director at least five days prior to each meeting. A Director unable to attend a meeting may submit his/her vote in writing to the Recording secretary and this vote shall be recorded and counted at the meeting.

#### **ARTICLE V - Amendments**

These By-Laws may be amended by a simple majority of the eligible membership voting at the Annual Meeting (or other meeting called for that express purpose by the President or Executive Board after not less than 30 days notice) in person or by proxy.

#### **ARTICLE VI - Dissolution**

A majority of the eligible membership voting in person or by proxy attend a meeting called for that express purpose will be required to allow dissolution of the Rachel Carson Homestead Association Inc. In the event of such dissolution, all of the assets remaining, after payment of all debts and obligations, shall be distributed to one or more organizations which have purposes and missions similar to those of RCHA and are exempt from United States income taxes under provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors may determine.