

**PROPOSED VOTE TO ADOPT AS NEW BYLAWS, to REPLACE CURRENT BY-LAWS; to be taken by the Board of Directors on July 25, 2011 at 5:30 p.m.**

**BY-LAWS OF the RACHEL CARSON HOMESTEAD ASSOCIATION, Inc.**

**ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization shall be the Rachel Carson Homestead Association, otherwise known as RCHA.

Section 2: RCHA is organized as a 501c3 nonprofit organization, more specifically to operate a world class museum dedicated to Rachel Carson's life and legacy and to inspire all people to live in harmony with nature.

**ARTICLE II – GOVERNANCE**

Section 1: RCHA is established by the Board of Directors of RCHA as its domestic and international outreach arm.

Section 2: RCHA governs only the affairs of RCHA and assumes no liability or responsibility of other Rachel Carson organizations.

**ARTICLE III - ANNUAL MEETING**

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Chair of the Board who shall also set the time and place.

Section 2: Regular Quarterly Meetings. The date and time of regular quarterly meetings shall be set by the Chair of the Board who shall also set the time and place. One quarterly meeting may coincide with the Annual Meeting.

Section 3: Special Meetings. Special meetings may be called by the Chair or the Executive Committee. Special meetings may be emergency meetings.

Section 4: Notice. Notice of each meeting shall be given to each voting member, by e-mail, not less than ten days before the meeting, except in the case of emergency meeting, in which case as much notice as possible may be given.

**ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Rachel Carson Homestead Association and delegates responsibility for day-to-day operations to the Chair. The Board shall have up to twenty-one and not fewer than five members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation, or in the event of a vacancy on the board, at any regular or special meeting. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve three year terms, but are eligible for re-election. Terms expire on the date of the regular meeting most closely coinciding with the Director's election.

Section 5: Quorum. A quorum must be attended by at least fifty one percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have reasonable advance notice. For regular meeting this shall be no less than 10 days. For special meetings if by email at least 48 hours, if by phone call from the Board Chair and/or other Officers or their duly appointed staff representative (Executive Director) such time as it takes to notify each. In rare cases, but when necessary, business may be conducted by conference call or by email.

Section 7. Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary no less than one week in advance of a Board meeting. These nominations shall first be approved by the Chair and sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences

from the Board. A Board member may be removed for cause by a three-fourths vote of the remaining directors.

## **ARTICLE V - COMMITTEES**

Section 1: The Board may create committees as needed, such as fundraising, finance, etc. The Board Chair appoints all committee chairs.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes one other Board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be from October 1 to September 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public in the form of audited financial statements and 990s.

## **ARTICLE VI - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

[To Be Inserted Upon Vote: These Bylaws were approved at a meeting of the Board of Directors of July 25, 2011]