

CONSTITUTION and BYLAWS

RACHEL CARSON HOMESTEAD ASSOCIATION

As originally amended on October 12, 1995, October 15, 2006, and last amended March 2018.

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). In 2009 ownership was granted by Springdale Borough to the Rachel Carson Homestead Association with the restriction that the association shall use the property to fulfill its nonprofit mission.

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:

The mission of the Rachel Carson Homestead Association is to steward Rachel Carson's historic birthplace to educate about her life, and to promote her sense of wonder and environmental ethic.

Our vision is of a that world adopted Rachel Carson's sense of environmental stewardship.

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. Financial Affairs

The financial affairs of the Association are to receive and administer funds and properties for the above stated mission.

- a. 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.
- b. 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.
- c. No part of the net earnings of the Association shall inure to the benefit of any director, any (nonvoting) member of the Association, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set for in the Association's Mission.

- d. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- e. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III - MEMBERSHIP

The Association shall have no statutory voting “members,” within the meaning of the Pennsylvania Nonprofit Corporation Law (“NPCL”) section 5751(a). Membership (nonvoting) shall be open to all persons and organizations interested in the mission of the Association. Categories of membership (nonvoting) and corresponding benefits shall be determined by the Membership Committee and approved by the Board.

As provided by NPCL section 5751(b), where the NPCL or any other provision of law requires notice to, the presence of, or the vote, consent or other action by members of the corporation in connection with a matter, such requirements shall be satisfied by notice to, the presence of, or the vote, consent, or other action by the Board of Directors of the Association.

ARTICLE IV – MANAGEMENT

A. Board of Directors

The control and administration of the affairs of the Association shall be by a Board of Directors which consists of not less than **five nor** more than fifteen persons elected by a majority vote of the board at its annual meeting. The Board of Directors shall include the Officers of the Association and may include 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. Directors shall be organized in the following manner:

1. Election of Directors

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

2. Duties of Directors

Attendance: Directors shall be required to attend a **majority of the regularly scheduled meetings..**

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.

Donations: Each director must pledge to provide time, money, participation to the best of his/her ability.

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.

5. Termination

The term of any director may be terminated by a two-thirds majority vote of the Directors of the Board 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 at the annual meeting and shall serve for two years and 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 be responsible for the correspondence of the Association, especially member correspondence.

The Treasurer shall have the custody of the funds of the Association and shall render monthly reports and an annual report sufficient for compiling Internal Financial statements. The annual report shall be presented to the Board and to the Audit Committee.

C. Executive Committee

The Executive Committee shall consist of the Officers of the Association and may include up to two additional members from the Board of Directors, nominated and appointed by a majority of the board. 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 full Board.

D. Standing Committees

Members of the Association shall be eligible for membership on all committees. The President of the Association **shall ensure that every standing committee has a chair or co-chair. The appointment of committee chairs shall be confirmed by majority vote of the board.** 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. The Finance Committee shall ensure the compilation of annual Internal Financial Statements. Any two of the three members of this committee may sign checks for the Association.
2. Audit Committee – The Audit Committee shall review Internal Financial Statements. This committee shall oversee and ensure the conduct of and completion of **a third-party compilation, review or audit as required** to satisfy federal, state, and any other legal obligations.
3. House and Grounds Committees - **The House and Grounds committee or committees shall be responsible for (1) the preservation and restoration of the historic home to appropriate National Historic standards and (2) the maintenance of the Homestead including surrounding grounds (see Article II, section A).**
4. Development Committee: The Development Committee shall be responsible for fund-raising strategies.
5. Education Committee: The Education Committee shall be responsible for the educational programs of the Association.
6. Membership Committee: The Membership Committee shall design and implement strategies to recruit **and retain** members for the Association ~~and design membership activities.~~

7. 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, The ~~President~~ **Board** shall appoint a nominating committee **composed of a majority of directors to** present nominations for the officers 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 Directors of the board not less than 30 days prior to the meeting.

F. Ad Hoc Committees

Committee chairpersons may be any member of the Association. Committee membership shall include at least one director and is also open to all members.

G. Fiscal Year

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

H. Advisory Council

The Advisory Council shall consist of members invited and appointed by the RCHA Board of Directors. The Advisory Council members shall assist the Board of Directors as requested and able, according to an agreement maintained through normal business meetings of the RCHA Board. The purposes of the Advisory Council shall be to make recommendations to the Board of Directors for long-range plans for the Association and to act as consultants on Association policies, programs, or operations. Advisory Board members shall receive notice of special Board meetings.

I. Meetings

The Board of Directors shall hold at least four regularly scheduled 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 a simple majority 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 Bylaws may be amended by vote of two-thirds of the Board of Directors. Notice shall be given to each member of the Board of Directors entitled to vote for that purpose, or one of the purposes, of a meeting is to consider the adoption, amendment or repeal of the Bylaws. There shall be included in or enclosed with the notice a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE VI - Dissolution

A majority of the Board of Directors voting in person or by proxy attending a Board 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 1986, as the Board of Directors may determine.