

By-LAWS OF THE EMMA FARM ASSOCIATION

REVISED JANUARY 20, 1957

ARTICLE I

Name:

Emma Farm Association.

Purpose:

The purpose of the Emma Farm Association is to maintain a camp in order to provide open-air recreation for children and adults, and to provide organized resident camping experience in a natural environment, under the supervision of trained leadership, in the belief that camping provides a creative educational experience in cooperative group living and utilizes the resources of natural surroundings to contribute significantly to mental, social and spiritual growth.

ARTICLE II

Membership:

Any person who is a member of the Federation of Jewish Philanthropies of Pittsburgh, or any other person who donates the sum of \$10.00 or more per year to the Emma Farm Association, shall be a member of the Emma Farm Association.

ARTICLE III

Annual Meeting:

The annual meeting of the Emma Farm Association shall be held in January of each year, at a time and place fixed by the Board of Directors.

ARTICLE IV

Special Meetings:

Special meetings shall be held at the call of the President, or upon motion of the Board of Directors, or upon a written request signed by twenty-five members of the Association. The notices of the special meetings shall include the purpose of the meeting, and are to be sent to the membership, at least five days in advance of the meeting.

ARTICLE V

Quorum:

A quorum of any meeting of the Association shall consist of twenty-five members.

ARTICLE VI

Directors:

Section 1.

The Directors shall be elected at the Annual Meetings.

Section 2.

The Board of Directors shall consist of twenty-one members, divided in three classes to seven each. Each class is to be elected for three years, and to hold office until their successors are elected.

Section 3.

The Board of Directors shall fill by election all vacancies of the Board that may occur until the next Annual Meeting of the Association.

Section 4.

The Association may elect honorary officers or Directors as it sees fit at an Annual Meeting.

Section 5.

The Board of Directors shall have general supervision of the officers, funds, property, and management of the Association.

Section 6.

The officers of the Board of Directors who are the officers of the Association shall be President, Vice-President, Treasurer, and Secretary, elected annually by the Board from its own membership.

Section 7.

Within one month after the Annual Meeting, there shall be an organization meeting of the Board of Directors at which officers shall be elected. The Nominating Committee shall recommend nominees for each office for consideration of the Board of Directors.

Section 8.

The officers shall perform such duties as may be common to the office, or as directed by the Board of Directors.

Section 9.

The Board of Directors shall have the right to delegate its powers to any officers or committees it sees fit.

Section 10.

The Board shall meet any time at the call of the President, or upon the request of six members.

Section 11.

A quorum shall consist of seven members.

ARTICLE VII

Committees:

Section 1.

The regular committees of the Board shall be an Executive Committee, a Nominating Committee, a Building and Grounds Committee, a Health Committee, an Intake Committee, and a Program and Leadership Committee.

Section 2.

The Executive Committee shall consist of the President and four Board members, appointed by the President with the consent of the Board. The President shall be Chairman of the Executive Committee. The Executive Committee shall have vested in it, between the meetings of the Board, all the powers of the Board, except as restricted by the Board. Three members shall constitute a quorum of the Executive Committee.

Section 3.

Nominating Committee. One month before the Annual Meeting, the President shall appoint a Nominating Committee of five, composed of three Board members and two members at large. The three Board members shall be responsible for recommending nominees for officers, and the total committee shall recommend nominees for election to the Board at the Annual Meeting.

Section 4.

The President shall appoint a Building and Grounds Committee of any number he desires. Its function shall be to see that the camp site, camp buildings, and camp equipment are kept in good condition, and to recommend additions to physical equipment where it considers that such additions are essential to the best operation of a good camp program.

Section 5.

The President shall appoint a Health Committee of any number he desires. Its function shall be to recommend and approve policies for the camp in terms of camper examinations, parent and camper health education, and camp activities in line with the soundest approved health standards for camping.

Section 6.

The President shall appoint an Intake Committee of any number he desires. Its function shall be to recommend sound camper intake policies in line with the camp's stated purpose.

Section 7.

The President shall appoint a Program and Leadership Committee of any number he desires. Its function shall be to evaluate on going programs, recommend changes in program, and suggest the need of additional facilities or equipment essential to carrying out sound program activities.

ARTICLE VIII

The Board of Directors shall have the power to create and maintain a trust fund account in the name of the Association, and for the use and benefit of the Association for purposes as indicated in Article I of these By-Laws.

The principal of the Trust Fund and any income derived therefrom shall at the direction of the Board of Directors be invested and reinvested in either real estate or such stocks, bonds, securities or other personal property as they shall deem to be safe and wise investments, making public or private sales thereof, as they may deem proper, and they shall not be required to invest or reinvest all or any part of the Trust Fund in legal investments for Trustees. The designated officers of the Association shall have the power to execute and deliver all assignments, transfers, conveyances or other instruments as may be necessary or proper in the exercise of their powers as may be authorized by the Board.

The officers shall have the power from time to time to turn over temporarily or permanently the Trust Fund to such trust company, bank or other financial institution as they shall select for the purpose of holding, investing and reinvesting same and collecting the income thereof, and to withdraw same.

The Directors and Officers shall be liable only for their own willful default or malfeasance, and shall not be answerable in any case for the act or default of any employee or agent selected by them with reasonable discretion.

No Director acting hereunder shall be liable for or with respect to any act, deed, matter or thing, save and except those in which such Director shall have individually acted.

The establishment of this Trust Fund is not to be considered or construed as in any way effecting or altering the agreement executed November 30, A. D. 1920, and by and between this Association, Isaac Kaufmann and the Federation of Jewish Philanthropies of Pittsburgh.

#### ARTICLE IX

##### Amendments:

This Constitution and By-Laws can be amended at any Annual Meeting, or at any special meeting called for the purpose, provided the notice of the meeting has been given as may be directed by the Board of Directors, said notice shall include fully the amendment or amendments which are to be considered. The members are to have five days' notice of such a meeting. A two-thirds vote of those present is necessary.