

BYLAWS OF WESTMORELAND COUNTY HISTORICAL SOCIETY Board approved 7/12/2023

Founded in 1908, the Westmoreland County Historical Society is an educational organization dedicated to acquiring and managing resources related to the history of Westmoreland County, Pennsylvania; and using these resources to encourage a diverse audience to make connections to our past, develop an understanding of our present, and provide context for our future.

ARTICLE I - NAME & OFFICES

1. The legal name of the non-profit 501(c)(3) corporation shall be Westmoreland County Historical Society, hereinafter referred to as "Society."
2. The registered office of the Society shall be 809 Forbes Trail Road, Greensburg, Westmoreland County, Pennsylvania 15601
3. The Society may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Society may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the Society, the year of its organization, and the words "corporate seal, Pennsylvania."

ARTICLE III – PURPOSE

1. The Society exists for educational, historical, scientific, and charitable purposes.
2. The Society shall promote and foster knowledge, understanding, and appreciation of history in general and of Westmoreland County in particular.
3. The Society shall from time to time, operate historic sites; collect and preserve genealogical information, artifacts and items of historical importance; and conduct programs related primarily to Westmoreland County history.

ARTICLE IV - MEMBERSHIP

1. The Board of Directors shall determine classes of membership and establish dues.
2. Any person, group, or social or commercial organization interested in the purposes and work of the Society shall be entitled to membership in the Society.

ARTICLE V – BOARD OF DIRECTORS (BOARD)

1. Operation and management of the Society shall be solely vested in its Board of Directors, hereinafter referred to as the "Board". The Board shall consist of no less than nine (9) and no more than fifteen (15) members, who shall be members of the Society in good standing, age 21 years or older, and residents of The Commonwealth of Pennsylvania. Following nominations for positions by the Nominating Committee each Director shall be elected by the majority members of the Society responding by proxy ballot for the term of three (3) years and until his/her successor shall be elected. In the event of a vacancy, upon recommendation of the Nominating Committee, qualified Directors may be elected by a majority of the Board to complete the vacated term.
2. A Director may serve a maximum of two full three-year terms consecutively plus the completion of one unexpired term.
3. In addition to the powers and authorities conferred upon them by these Bylaws, the Board may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to exercise or be done by any other body.
4. The Board shall act without compensation. The Board shall be permitted to be reimbursed and/or advanced expenses incurred on Society business, at the discretion of the Board.
5. The Board, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or remove a member of the Board for cause after an appropriate hearing. Three

consecutive unexcused absences by a Board member shall be cause for the Board of Directors to dismiss the status of said Board member, but at the discretion of the Board.

6. The Board may declare vacant the office of a director if the Director is declared of unsound mind by an Order of Court or is convicted of a felony, or if within sixty (60) days after notice of selection, the Director does not accept such office either in writing or by attending a meeting of the Board and fulfill such other requirements or qualifications as the Bylaws may specify.
7. The Board of Directors may appoint Ex-Officio members who shall serve in an advisory capacity and shall not be voting members. Ex-Officio appointments shall be reviewed yearly and may be renewed based upon the position's relevance to the mission of the Society.
8. The Board shall adopt a written conflict of interest policy, which shall be acknowledged in writing annually by each board member.
9. To the fullest extent that elimination or limitation of the liability of Directors and officers is permitted by the laws of the Commonwealth of Pennsylvania, no Director or officer of the Society shall be personally liable for monetary damages as such for any action taken, or failure to take any action as a Director or officer of the Society. Further, the Society shall indemnify and hold harmless any Director or officer should such person incur monetary damages for causes from which he or she is exempted under said laws of the Commonwealth.

ARTICLE VI OFFICERS

1. The officers of the Board shall be chosen by the Directors, and there shall be a Chair, not less than one (1) Vice Chair, a Secretary, a Treasurer, and such other officers and assistant officers as the needs of the Society may require. They shall hold their offices for a term of one year and shall have such authority as shall from time to time be prescribed by resolution of the Board. All officers of the Society must be voting Board members. The Board of Directors may secure the fidelity of any or all such officers by bond otherwise.
2. No officer of the Board excepting the Treasurer shall serve as an officer of the Board for more than three (3) consecutive one-year terms plus the completion of one (1) unexpired term. Terms of office for the Treasurer shall not be limited.
3. Any officers or agent may be removed by the Board whenever in its judgement the best interests of the Society will be served thereby.
4. The **Chair** shall preside at all meetings of the Directors; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chair, to any other officer or officers of the Society or to the Executive Director. The Chair shall be an ex-officio member of all committees. The Chair shall conduct an annual review of the Executive Director.
5. The **Vice Chair** shall act in all cases for and as the Chair in the latter's absence or incapacity and shall perform such other duties as may be required to do from time to time.
6. The **Secretary** shall act as clerk at all sessions and record all the votes and minutes of all transactions of the Society to be retained permanently when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or Chair. The Secretary shall keep in safe custody the corporate seal of the Society, and when authorized by the Board, affix the same to any instrument requiring it.
7. The **Treasurer** shall be custodian of the corporate funds and securities and shall cause full and accurate accounts of receipts and disbursements to be kept in the books belonging to the Society. The Treasurer is also responsible to keep the monies of the Society in a separate account to the credit of the Society. The Treasurer shall ensure that the funds of the Society are disbursed as ordered by the Board with proper vouchers of such disbursements. The Treasurer shall provide to the Chair and Directors at the regular meetings of the board, or whenever they may require it, an account of all financial transactions and financial conditions of the Society.

8. If the office of any officer or agent becomes vacant for any reason, the Board may choose, upon recommendation of the Nominating Committee, a Director who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII: MEETINGS

1. The Board shall meet not less than four (4) times a year at the call of the Chair, one of which shall be the annual reorganization meeting of the Board, that shall be held during the month of January each year. At this annual reorganization meeting the Board shall install new members to the Board and transact such other business as may properly be brought before the meeting. If the annual reorganizational meeting shall not be valid and held as so provided herein within one month after the designated time, any member of the Board may call such meeting.
2. Written or personal notice of every meeting of the Board shall be given to each Director at least three (3) days prior to the day named for the meeting.
3. A majority, fifty-one percent (51%), unrelated voting members in office, as defined by the IRS current regulations, shall be necessary to form a quorum for the transaction of business. The members of the Board of Directors present at a duly organized meeting at which such a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. Written notice of such second meeting shall be given to each member of the Board at least five (5) days prior to the day named. Those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting.
4. The Board shall have the authority to schedule a general or special membership meeting of the Society. The annual general membership Meeting of the Society shall be called by the Board each year during the 4th quarter of the calendar year. Special meetings of the Society shall be called by the Board of Directors upon receipt of a written petition signed by 10% of the members of the Society setting forth a reason and agenda for such meeting.
5. One or more persons may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VIII - COMMITTEES

1. The following committees are established as Standing Committees of the Society:
 - a. Budget and Finance Committee – To annually prepare a proposed budget for adoption by the Board; to monitor the income and expenses with regard to the adopted budget; to make recommendations to the Board regarding income and expenses; and to meet jointly as needed, with the Building and Grounds Committee, Personnel Committee, the Program Committee, and the Institutional Advancement Committee for the making of recommendations to the Board.
 - b. Nominating and Bylaws Committee - To propose to the Board annually, and when a vacancy occurs in the membership of the Board, qualified persons to serve as Directors; and to propose members of the Board to serve as officers of the Board. In all instances, the Committee shall consider the needs of the Society, the composition of the Board, and the commitment of the nominees to adhere to the mission and values of the Society. Members of the Society may submit in writing the names and qualifications of persons they propose as members of the Board to the Committee. The Committee may submit the proposed names if they consider the person qualified. The Committee shall annually review and recommend Ex-Officio members of the Board.

The Committee may from time to time review the Bylaws of the Society and make recommendations to the Board.

c. Personnel Committee – To review, from time to time, the personnel policies of the Society and make recommendations to the Board with regard thereto, and to consult with the Executive Director of the Society with regard to the personal matters and personnel.

d. Program Committee – To propose, oversee, coordinate, and promote programs and exhibits owned and/or operated by the Society and to meet jointly with the Budget and Finance Committee for the purpose of creating a proposed budget for submission to the Board.

e. Building and Grounds Committee – To propose, oversee, and coordinate all matters with regard to the facilities owned and/or operated by the Society; to make proposals to the Board with regard thereto; and to meet jointly with the Budget and Finance Committee for the purpose of creating a proposed budget for submission to the Board.

f. Institutional Advancement Committee – To plan giving programs, grant proposals, membership programs, and fund-raising events; to make proposals to the Board with regard thereto; and to meet jointly with the Budget and Finance Committee for the purpose of creating a proposed budget for submission to the Board.

g. Executive Committee shall consist of the Chair of the Board, Vice Chair(s) Secretary, Treasurer, the Executive Director (non-voting), and any others at the discretion of the Chair. The Executive Committee shall meet at the discretion of the Chair of the Board.

2. The Board may, by resolution adopted by a majority of the Directors in office, establish one or more special committees.
3. No committee shall have any power or authority as to the following:
 - a. The adoption, amendment, or repeal of the Bylaws.
 - b. The amendment or repeal of any resolution of the Board.
 - c. Action on matters committed by the Bylaws or resolution of the Board to another committee.
 - d. The execution of contracts binding the Society.

ARTICLE IX – EXECUTIVE DIRECTOR

1. The Board shall elect an Executive Director of the Society.
2. The Executive Director shall not be related to any board member.
3. The Executive Director is responsible for implementation and operation of programs and policies set forth by the Board.
4. The Executive Director shall make regular reports to and transmit appropriate information to the Board.
5. The Executive Director shall make and execute such contracts and agreements as authorized by the Board.

ARTICLE X – BOOKS AND RECORDS

The Society shall keep an original or duplicate record of the proceedings of the Board, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Society, and an original or duplicate register giving the names of the members of the Board, and showing their respective addresses. The Society shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at the registered office of the Society in The Commonwealth of Pennsylvania.

ARTICLE XI TRANSACTION OF BUSINESS

1. The Society shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the voting members of the Board. If the real property is subject to a trust, conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the Society involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Society, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Society.
3. All checks or demands for money and notes of the Society shall be signed by such officers as the Board may from time to time designate. Two (2) signatories approved by the Board shall be required to sign all administrative checks.

ARTICLE XII - ANNUAL REPORT

1. The Chair and Treasurer shall present annually to the Board and to the members at the Annual Membership Meeting, a report showing in appropriate detail the following:
 - a. The assets and liabilities, including the trust fund, of the Society as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
 - c. The revenue or receipts of the Society both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.
 - d. The expenses or disbursements of the Society, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by the Society. This report shall be filed with the minutes of the annual meeting of the Board.

ARTICLE XIII - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by conveying a copy thereof by postage prepaid first-class mail or by electronic means, to persons' address appearing on the books of the Society or supplied by the person to the Society for the purpose of notice. If the notice is conveyed by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is conveyed electronically, it shall be deemed to have been given to the person entitled thereto when sent from a computer at the Society. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute or the Article of Incorporation or Bylaws of the Society, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the purpose of objecting at the beginning of the meeting, to the transaction of business because the meeting was not lawfully called or convened.

ARTICLE XIV – MISCELLANEOUS PROVISIONS

1. Upon the motion by two (2) Directors and concurrence of the Chair, voting on motions may be taken by electronic transmission only if the text of the motion accompanies each such request for a vote.
2. The fiscal year shall begin on the first day of January. The fiscal and parliamentary years shall correspond to the calendar year.

ARTICLE XV - AMENDMENTS

1. Bylaws may be adopted, amended, or repealed upon recommendation by the Board and a vote of two-thirds (2/3) of the voting members present and voting at any regular or special meeting duly convened after written notice of that purpose.
2. These Bylaws shall become effective immediately upon ratification by the Society membership at a meeting convened for that purpose.

Former Bylaws we are replacing:

Originally adopted September 10, 2001

Revisions adopted February 8, 2005, November 15, 2005, November 18, 2021, July 12, 2023