

**BY-LAWS  
OF THE  
PIONEERS WEST HISTORICAL SOCIETY  
ALLEGHENY COUNTY, PENNSYLVANIA**

**MARCH 1997**

**AMENDED: APRIL 1998**

**AMENDED: JANUARY 2004**

**AMENDED: APRIL 2005**

**AMENDED: MAY 2008**

**RESTATED AND AMENDED: FEBRUARY, 20, 2016**

# BY-LAWS OF THE PIONEERS WEST HISTORICAL SOCIETY

## ARTICLE I NAME AND PURPOSES

**1.1 Name.** The name of this organization is "PIONEERS WEST HISTORICAL SOCIETY" organized as a Pennsylvania non-profit organization and classified by the Internal Revenue Service as a tax-exempt private operating foundation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

**1.2 Purposes.** The purposes of this organization are to assist in the preservation of the Walker-Ewing Log House located at 1355 Noblestown Rd., Oakdale (Collier Twp.), Pennsylvania, detailing its history and to work with other similar organizations to help educate the public as to history of the pioneer frontier settling of Western Pennsylvania.

## ARTICLE II MEMBERSHIP AND DUES

**2.1 Membership Qualifications.** Membership shall be available to all individuals and organizations interested in promoting the purposes of the organization.

**2.2 Membership Dues.** Dues will be assessed on an annual basis, with the amount to be recommended by the Board of Directors and approved by the members. An individual shall not be considered a member unless he/she has paid said dues.

**2.3 Voting Rights.** Each member, including Board of Directors members, shall be entitled to one vote as to all actions requiring a vote of the membership and attendance at the meeting where the action is to be voted upon.

**2.4 Removal of Members.** A member shall be removed by majority vote of the Board of Directors for failure to pay dues in a timely manner or for conduct which could be considered by the Board of Directors to be detrimental to the organization.

**2.5 Membership Annual Meeting.** There shall be an annual meeting of the membership for the election of members of the Board of Directors and the transaction of such other business as may be put on the agenda for that meeting by the Board of Directors. The annual meeting shall be held during the month of August of each year. At least fourteen days' notice, either in writing or electronically, shall be given prior to the meeting.

**2.6 Additional Membership Meetings.** Membership Meetings shall be held at least quarterly, starting with the month of February, with meetings normally to be held in the Walker-Ewing Log House.

**2.7 Special Meetings.** Special meetings of the membership may be called by the Board of Directors upon at least one week's and not more than sixty days' notice and an agenda sent to the members, in writing or electronically, stating the place, day and hour of the meeting.

**2.8 Quorum.** A quorum for meetings shall consist of ten percent of the membership.

### **ARTICLE III BOARD OF DIRECTORS**

**3.1 General.** The affairs of the organization shall be managed by a Board of Directors which shall have charge of the funds and property of the organization.

**3.2 Board Member Qualifications.** Individuals who demonstrate an interest, commitment and willingness to serve as a Board member shall be eligible for consideration as a Board member.

**3.3 Number.** The Board of Directors shall be comprised of an uneven number of Directors with no less than three (which shall include the Officers), nor more than nine members.

**3.4 Appointment Term and Election.** The Nominating Committee shall submit to the membership by July 1, a list of proposed, new Board of Directors candidates for the coming fiscal year which begins on September 1.

If more than 10 percent of the membership desire additional candidates for consideration, they shall submit a list of such candidates to the Nominating Committee by July 21, with all candidates then to be submitted to the membership by August 1.

At each Annual Meeting of the organization, the membership shall elect individuals from among the list of candidates equal to the number of Board of Director positions determined by the Board to be filled for the coming fiscal year. Each Director shall serve for two years or until her/his successor is elected. A Director may serve two successive terms, but may not serve for more than six consecutive years and may then serve again as a Director after a lapse of one year.

**3.5 Vacancies.** In the event of a vacancy of a serving Board member between annual meetings an election may be held, at the discretion of the Board of Directors, at a Special Meeting of the membership, from candidates selected by the Nominating Committee, to fill the remainder of the term of the vacant position.

**3.6 Resignation and Removal.** Any Director may resign at any time by giving written notice to the President of the Board of Directors. Any Director may be removed from office for cause by the vote of a majority of the Directors. "Cause" shall be understood to include, without limitation, lack of attendance at three meetings out of the last six meetings or from more than three consecutive meetings.

### **3.7 Board Meetings.**

**A. Regular Meetings** – Regular Meetings shall be held at such place and time as the Directors may designate. Meetings shall be held at least every two months with meetings normally to be held in the Walker-Ewing Log House, starting with the month of January.

**B. Special Meetings** – Special Meetings may be held upon the call of the President or upon the written request of three Directors to the Board.

**C. Meeting Notices** - Notice of Regular or Special meeting shall be given in writing or electronically at least five days prior to such meetings. Special Meeting notices shall state the business to be transacted. No other business shall be conducted at such Special Meetings.

**3.8 Board Quorum.** - A quorum necessary to conduct business of the Board of Directors shall consist of a majority of Board members. A Board member may participate in any Board meeting telephonically as long as all participating Board members are able to hear one another's discussions.

**3.9 Compensation.** - Directors shall not be entitled to receive compensation from the organization for their services as Directors. They may, however, be reimbursed by the organization for expenses incurred in furtherance of the organization and for activities requested by the Board.

## **ARTICLE IV OFFICERS**

1. Officers, each of whom shall be a board member, shall consist of a President, Vice President, Recording Secretary, Secretary and Treasurer.

2. The **PRESIDENT** shall act as Board Chair, preside at all meetings and shall appoint members of committees. The President shall also present an annual report on the activities of the Society to the members at the Annual Meeting.

3. The **VICE-PRESIDENT** shall assist the President as needed and shall assume the duties of the President in the event of absence, incapacity or resignation.

4. The **CORRESPONDING SECRETARY** shall conduct Society correspondence and send out publicity notices and other mailings.

5. The **RECORDING SECRETARY** shall keep minutes of the meetings of the Society, maintain a membership list and submit an annual report as to membership at the Annual meeting.

6. The **TREASURER** shall be responsible for the safekeeping of the Society's funds and the keeping of financial records. All monies received shall be deposited in a bank account in the official name of "PIONEERS WEST HISTORICAL SOCIETY." The treasurer shall also assist

an accounting firm chosen by the Board in the preparation of all required tax filings. All checks in excess of \$500 shall require the signature of an additional authorized Board member

7. Two officer positions may be held by one person. Example: Secretary and Vice President.

8. The Board may appoint a **Log House Administrator** who shall be responsible for overseeing the maintenance and upkeep of the Log House. If a Log House Administrator is appointed, he/she shall also serve as a board member.

## **ARTICLE V COMMITTEES**

5.1 **General.** – The Board may have Standing Committees and may appoint Special Committees. If the Board shall determine that any one or more of such committees shall not exist, it shall assign the functions of such committee to a new or existing committee of the organization or to the Board acting as a committee of the whole. Each committee and its Chair shall be appointed by the Board and shall keep minutes of its proceedings and shall report its action to the Board at the Board’s next meeting.

5.2 **Standing Committees.** – There shall be the following Standing Committees:

- (a) Archives Committee.
- (b) Nominating Committee.
- (c) Publicity and Programs Committee.

5.3 **Archives Committee** – The Archives Committee shall be composed of a Chair, appointed by the Board, and as many members as the Chair shall deem to be necessary to fulfill the functions of the Committee.

These functions shall be to organize, archive and disseminate material and documents relative to the Walker- Ewing Log House and the Pioneers West Historical Society. The Chair shall regularly report to the Board on the activities of the Committee.

5.4 **Nominating Committee.** – The Nominating Committee shall be composed of three Directors, elected annually by the Board to propose a slate of candidates, based upon the needs of the organization, for the position(s) of Director for ultimate presentation to the membership at the organization’s Annual Meeting.

5.5 **Publicity and Programs Committee** – The Publicity and Programs Committee shall be composed of a Chair, appointed by the Board, and as many members as the Chair shall deem necessary to carry out the functions of the Committee.

These functions shall include arranging for appropriate publicity relative to the activities of the Pioneers West Historical Society and to develop programs and activities to enhance the public’s awareness of the Society and of the Walker-Ewing

**ARTICLE VI  
FISCAL YEAR**

The organization's fiscal year shall commence on September 1 of each year and shall end on August 31 of the subsequent year.

**ARTICLE VII  
IMMUNITY, INDEMNIFICATION AND INSURANCE OF AND FOR  
DIRECTORS, OFFICER AND OTHER PERSONS**

**7.1 Immunity From Liability.** – Each present or future Director of the organization shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:

- (a) The Director has breached or failed to perform the duties of her/his office in a manner meeting the applicable standards of law; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The immunity provided by this Section shall not apply to liability of a Director pursuant to a criminal statute. The immunity and other rights and privileges set forth herein shall be construed to grant Directors the maximum protection allowed by the laws of the Commonwealth of Pennsylvania and shall in no way be construed to be in restriction or limitation of any other right, privilege or immunity granted by the laws of the Commonwealth of Pennsylvania or these Bylaws.

**7.2 Insurance.** – The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the organization or is or was serving at the request of the organization as a representative of another enterprise, against or incurred by her/him in any such capacity, or arising out of her/his status as such, whether or not the organization would have the power to indemnify her/him against such liability under the provisions of the Pennsylvania Non-Profit Corporation Law, as from time-to-time amended.

**ARTICLE VIII  
DISSOLUTION**

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for payment of all liabilities of the organization, including the costs and expenses of such dissolution, dispose of all the assets of the organization exclusively for the exempt purposes of the organization or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the Orphans Court of Allegheny County, PA.

**ARTICLE IX  
OPERATION AS A NON-PROFIT TAX-EXEMPT ORGANIZATION**

The organization has been organized and shall be operated as an organization described in Section 501(c)(3) of the Internal Revenue code. The organization shall not enter into any agreement, nor shall its Directors or officers adopt any resolution or By-Laws, take any action or carry on any activity by or on behalf of the organization not permitted to be entered into, taken or carried on by (a) an organization that is described in Section 501(c) (3) of the Code and (b) an organization contributions to which are deductible under Section 170(c) (2) of the Code.

All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the organization or be distributed to its Directors, officers, or any private person, except that the organization shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article I of these bylaws. Furthermore, the organization shall not engage, directly or indirectly, in any political campaign of behalf of, or in opposition to, a candidate for public office or in lobbying activities to influence legislation

**ARTICLE X  
OFFICES**

The registered office of the organization shall be P.O. Box 10369, Castle Shannon, PA 15234. The organization may also have such other offices at such other places as its Board of Directors may from time to time determine.

**ARTICLE XI  
BYLAWS AMENDMENTS**

These By-Laws may be amended, repealed or restated at any Annual or Special meeting duly convened, by a majority of the members present at such meeting, provided that a quorum of the members is present at such meeting, after written notice of the meeting given at least seven days for a Special meeting or fourteen days for the Annual meeting before the day specified for the meeting. Such notice shall specify the date, hour and place of the meeting and shall contain a copy of the proposed amendment(s) or restatement.

**Adopted this 20<sup>th</sup> day of February, 2016**

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**President**