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BYLAWS OF WESTMORELAND-FAYETTE HISTORICAL SOCIETY
(d/b/a West Overton Village and Museums)
A PENNSYLVANIA NONPROFIT CORPORATION

ARTICLE I
INTRODUCTION

**Definition of Bylaws**

1.1 These Bylaws constitute the code of rules adopted by Westmoreland-Fayette Historical Society (the “Corporation”) for the regulation and management of its affairs.

**Purpose and Powers**

1.2 The purposes of the Corporation are as set forth in its Articles of Incorporation pursuant to the Pennsylvania Nonprofit Law of 1988, as may be amended from time to time (the “Act”).

1.3 Without limitation of the foregoing, the primary purpose of the West Overton Village and Museums (“West Overton”) shall be to:

   A. preserve the West Overton site and its buildings;
   B. preserve the artifact and archival collections;
   C. maintain exhibits and research facilities; and
   D. provide educational and outreach opportunities for the public.

A major emphasis of West Overton shall be interpretation of the transitional years (1820-1890) in the history of the Westmoreland-Fayette County area. This period includes a change from an agrarian to an industrial society. It also represents the formative years in the life of Henry Clay Frick, coal and coke industrialist, born on the West Overton farm of his grandfather, Abraham O. Overholt.
1.4 The Corporation shall operate in accordance with its mission statement: Sharing our history to cultivate personal connections and forge pathways to the future.

ARTICLE II
OFFICES AND AGENCY

Principal and Branch Offices

2.1 The registered office of the Corporation shall be at West Overton Village, Scottdale, Pennsylvania 15683-1168, or other such location in Pennsylvania as the Board may determine from time to time.

2.2 The Corporation may also have offices at such other places as the Board may select and the business of the Corporation may require.

ARTICLE III
MEMBERSHIP

Definition

3.1 The members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws.

Qualification of Members

3.2 The qualifications and rights of the members are as follows: any person interested in the history of the region may become a member upon payment of dues. Certificate of membership evidencing membership will be issued by the Corporation.

Members’ Dues

3.3 The annual dues payable to the Corporation by members will be in the amount determined from time to time by the Executive Director, hereinafter referred to as the Chief Executive Officer (the “CEO”), with the concurrence of the Board.

Assessments

3.4 Memberships will be non-assessable.

3.5 Upon death or resignation of any member, all interests as a member shall automatically pass to the remaining members of the Corporation.

Annual Meeting
3.6 The members shall have an annual meeting at the registered office of the Corporation in the Commonwealth of Pennsylvania, at West Overton Village, East Huntingdon Township, Westmoreland County, Pennsylvania, or at such place selected by the Board. The Chair, or a designee of the Chair, shall preside over the annual meeting.

3.7 The annual meeting of the members will be at a date and time selected by the CEO, in consultation with the Board. At least ten (10) days’ written notice stating the time, place and purpose of any special meeting shall be given to the members.

3.8 At each annual meeting of the members, an Annual Report verified by the Chair and the Treasurer shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the members. The Annual Report shall show in appropriate detail the following:

A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Annual Report.

B. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Annual Report.

C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes (as applicable), for the year immediately preceding the date of the Annual Report, including separate data with respect to each trust fund held by or for the Corporation.

D. The expenses or disbursements of the Corporation, for both general and restricted purposes (as applicable), during the year immediately preceding the date of the Annual Report, including separate data with respect to each trust fund held by or for the Corporation.

**Special Meetings**

3.9 Special meetings of the members may be called by the Board or at the written request of ten percent (10%) of the members. At least ten (10) days’ written notice stating the time and place of any special meeting shall be given to the members. It shall be the duty of the Secretary to fix the date and time of the meeting, which shall not be held more than sixty (60) days after the receipt of the request. If the Secretary does not fix the date of time of the meeting, the person or persons calling the meeting may do so provided that the meeting shall be held at or close to the registered office of the Corporation.

**Quorum**

3.10 Those members present at a meeting shall constitute a quorum for the transaction of business at the meeting.

**Voting Rights**
3.11 To the extent required by applicable law, each member will be entitled to one (1) vote on each matter submitted to a vote of members related to material changes of the Corporation.

ARTICLE IV
BOARD OF DIRECTORS

Definition of Board of Directors

4.1 The business and affairs of the Corporation shall be managed by the Board of Directors (the “Board” or “Directors”) except as otherwise required by statute, these Bylaws, or a resolution duly adopted by the Board.

4.2 The CEO serves as an ex-officio, non-voting member of the Board.

Qualifications of the Board

4.3 The qualifications for becoming and remaining a Director on the Board are as follows:

A. Directors need not be residents of the Commonwealth of Pennsylvania.
B. Directors will be expected to make a financial commitment at a level significant to the individual.
C. Directors shall be at least twenty-one (21) years of age.
D. Directors shall be current dues paying members of the Corporation.

Number and Election of Directors

4.4 The number of Directors of the Corporation shall consist of not more than twenty-one (21) nor less than seven (7) persons.

4.5 Directors shall be elected by the Board.

Terms of Directors

4.6 Each elected Director shall serve, upon election, for a term of three (3) years. However, any Director shall be able to serve two (2) consecutive terms of three (3) year each and rotate off for Board for one (1) year. Notwithstanding the foregoing, a Director an Officer position may serve up to three (3) consecutive term of three (3) years each prior to rotating off the Board for one (1) year. At the end of the “off” year, the Board may invite the person back on to the Board. For the avoidance of doubt, a Director holding an Officer position may serve up to nine (9) consecutive years on the Board prior to rotating off the Board for at least one (1) year.
4.7 Each Director will hold office for the term for which elected and until a successor has been elected and qualified or until the Director’s earlier death, resignation or removal.

4.8 Meetings of the Board, regular or special, will be held at the registered office of the Corporation or such place or places as the Board designates.

Removal of Directors

4.9 Any Director not in good standing shall first receive a written warning from the Governance Committee. If a Director fails to come in to good standing in a reasonable time period after receiving a written warning from the Governance Committee, then such Director may be removed from the Board at a meeting of the Board. The Director not in good standing shall receive at least ten (10) days’ written notice from the Board relating to the hearing to remove the Director. The Director not in good standing shall have the opportunity to be heard at such meeting. The Board shall make a determination, by a two-thirds (2/3) majority vote of Directors, that a Director shall be removed from the Board.

Quorum of the Board

4.10 A majority of Directors shall constitute a quorum. The act of a majority of Directors present at a meeting at which a quorum is present will be the act of the Board, unless otherwise required by law, the Articles of Incorporation of the Corporation or these Bylaws.

Voting Rights

4.11 Each Director shall be entitled to one vote.

Unanimous Consent in Lieu of Meeting

4.12 Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary. Consents received, executed, scanned and transmitted electronically and electronic signatures shall be deemed original signatures, with such scanned and electronic signatures having the same legal effect as original signatures.

Annual Meeting

4.13 The annual meeting of the Board, for the purpose of electing Officers and designating Directors to committees and task forces, shall be held no more than 30 days after the annual meeting of the members.
Regular Board Meetings

4.14 Regular meetings of the Board will be held at 6:30 p.m. prevailing time on the last Tuesday of each month or as otherwise determined by the Board. If the date set for the meeting falls on a legal business holiday, then the meeting will be held instead at the discretion of the Board. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

4.15 In order to remain in good standing, Directors must not miss three consecutive regular or special Board meetings and/or attend at least fifty percent (50%) of the regular or special Board meetings held each year. For the avoidance of doubt, a vote by proxy does not count towards the meeting attendance requirement pursuant to this Section 4.16.

Special Board Meetings

4.16 Special meetings of the Board may be called by the Chair, the CEO or by a number constituting a quorum of the Board.

4.17 At least ten (10) days’ written notice stating the time and place of any special meeting shall be given to the Directors. It shall be the duty of the Secretary, in consultation with the CEO, to fix the date and time of the meeting, which shall not be held more than sixty (60) days after the receipt of the request. If the Secretary does not fix the date of time of the meeting, the person or persons calling the meeting may do so provided that the meeting shall be held at or close to the registered office of the Corporation.

Waiver of Notice

4.18 Attendance of a Director at any meeting of the Board shall constitute a waiver of notice of that meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V
OFFICERS

Definition

5.1 The Officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer and other such Officer positions as may be created from time to time by the Board. Officers shall be natural persons who are Directors on the Board.
Selection of Officers

5.2 Each of the Officers of the Corporation shall be elected by the Directors at the annual meeting of the Board and shall serve for a term of three (3) years. For the avoidance of doubt, as set forth in Section 4.6, a Director holding an Officer position may serve up to nine (9) consecutive years on the Board prior to rotating off the Board for at least one (1) year. Each Officer will remain in office, as possible, until a successor to the office has been selected and qualified.

5.3 If the position of any Officer becomes vacant, the Directors shall choose a successor who shall hold office for the unexpired term.

Multiple Officeholders

5.4 In any election of Officers, the Board shall not elect and appoint a single person to more than one (1) office simultaneously.

Chair

5.5 The Chair is the head of the Corporation and will, subject to the control of the Board, supervise and control the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law. The Chair will perform all duties incident to this office and any other duties that may be required by these Bylaws or prescribed by the Board. The Chair may preside at meetings of the Corporation, the Board and the membership. The Chair shall be an ex-officio member of all committees of the Board, except the Executive Committee of which the Chair shall serve as the Leader.

Vice Chair

5.6 The Vice Chair shall perform all duties and exercise all powers of the Chair when the Chair is absent or is otherwise unable to act. The Vice Chair will perform any other duties that may be prescribed by the Board.

Secretary

5.7 The Secretary shall provide for the keeping of minutes of all meetings of the Board and meetings of the members, and shall assure that such minutes are filed with the records of the Corporation. Furthermore, the Secretary shall give, or cause to be given, appropriate notices in accordance with these Bylaws, the Articles of Incorporation or that may be assigned by the Board.

Treasurer
5.8 The Treasurer shall keep or cause to be kept, correct and accurate account of the properties and financial transactions of the Corporation. The Treasurer will perform, in general, all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, these Bylaws or that may be assigned by the Board.

Removal of Officers

5.9 Any Officer not in good standing shall first receive a written warning from the Governance Committee. If the Officer fails to come in to good standing in a reasonable time period after receiving a written warning from the Governance Committee, then such Officer may be removed from the Board at a meeting of the Board. The Officer not in good standing shall receive at least ten (10) days' written notice from the Board relating to the hearing to remove the Officer. The Officer not in good standing shall have the opportunity to be heard at such meeting. The Board shall make a determination, by a two-thirds (2/3) majority vote of Directors, that the Officer shall be removed from the Board.

ARTICLE VI
COMMITTEES OF THE BOARD

Committees and Task Forces

6.1 The Board shall consist of the following standing committees: Executive, Finance and Governance. The Board shall, from time to time, establish such ad hoc task forces as it deems appropriate.

A. The Executive Committee shall consist of the Officers of the Corporation. The CEO shall serve as an ex-officio member on the Executive Committee.

B. The Finance Committee shall be responsible for fiscal oversight of the Board and the Corporation. The Treasurer shall serve as a member of the Finance Committee.

C. The Governance Committee shall be responsible for Director recruitment, nominating Directors and monitoring participation of Directors in accordance with the Bylaws.

6.2 The committees and task forces, shall have and may exercise all of the powers and authority of the Board, except that no committee or task force shall have any power or authority as to the following:
A. Fill vacancies on the Board.
B. Adopt, amend or repeal the Bylaws.
C. Amend or repeal any resolution of the Board.
D. Act on matters committed by these Bylaws or by resolution of the Board to another committee of the Board.
E. Act on matters requiring approval of the members under the Nonprofit Corporation Law of 1988.

**Appointments to Committees and Task Forces**

6.3 All committees and task forces may consist of not less than three (3) members, including at least one (1) Director, who shall serve as the committee leader. The Chair, in consultation with the CEO, shall appoint members and Directors to the committees and task forces and the Directors to serve as leaders of such committees and task forces at the annual meeting of the Directors. All committee and task force appointments shall be for a term of one (1) year. The Chair and CEO shall serve as ex-officio members on all committees and task forces.

**ARTICLE VII**

**OPERATIONS**

**Fiscal Year**

7.1 Unless otherwise changed by the Board, the fiscal year of the Corporation will be the calendar year.

**Execution of Documents**

7.2 Except as otherwise provided by law, all checks shall require two (2) signatures. Checks shall be signed by the CEO, if any, and one (1) additional Board-approved signer. No recipient of a check shall sign that check. If the CEO is the recipient of a check, the check shall be signed by two (2) Board-approved signers. Contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be processed in accordance with Board fiscal policies. Payments of credit cards issued to the Corporation and electronic payments shall also be processed in accordance with Board fiscal policies.

**Books and Records**
7.3 The Corporation, through its CEO, shall keep correct and complete books and records of accounts. The Corporation shall, through its Secretary, shall take the minutes of the proceedings of its' members, Board and Executive Committee. The Corporation will keep at its registered office a membership register giving the names and addresses of each member, and the original or a copy of its Bylaws, including amendments to date.

**Inspection of Books and Records**

7.4 All books and records of this Corporation may only be inspected by members, their agent, or attorney for any proper purpose at any reasonable time on written demand stating the purpose of the inspection.

**Nonprofit Operations**

7.5 This Corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its members, Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to members, Directors or Officers for services rendered, but must be approved by the Board.

**Loans**

7.6 This Corporation will make no loans to any of its members, Directors or staff.

**Restriction on Sale of Real Estate**

7.7 Any action by the Corporation to sell all or a portion of the real estate in East Huntingdon Township, Westmoreland County, Pennsylvania, known as West Overton Village and Museums, shall require approval by a majority of a quorum of the Board at a meeting specifically called for the purpose of consideration of such sale, the notice of which shall describe in reasonable particularity the terms of such sale.

**ARTICLE VIII**

**INDEMNIFICATION**

**General Rule on Indemnification**

8.1 A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless (a) a Director has breached or failed to perform the duties as set forth in these Bylaws and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes
pursuant to local, state or federal law. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any Director for, or with respect to, any acts or omissions of such Director occurring prior to the effective date of such amendment or repeal.

**Indemnification**

8.2 The Corporation shall indemnify an Officer, Director, employee or other representative of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigatory (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person’s capacity as an employee or representative; provided however, that no persons shall be entitled to indemnification pursuant to this Article VIII in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**Advancement of Expenses**

8.3 Expenses incurred by a person entitled to indemnification pursuant to this Article VIII in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

**Continuing Right of Indemnification**

8.4 The indemnification and advancement of expenses provided pursuant to this Article VIII shall continue as to any person who has ceased to be an Officer, Director, employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

**Other Rights**

8.5 This Article VIII shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.
ARTICLE IX
CONFLICTS OF INTEREST

Conflicts of Interest

9.1 Directors and members of committees must act in accordance with these Bylaws and the Corporation’s Conflict of Interest Policy Agreement. Each provision of this Article IX shall apply to all Directors and all members of any Board committees.

Definition

9.2 A conflict of interest may exist when the interests or potential interests of any Director, Officer, committee member or staff member, or that person’s close relative, or any individual, group, or organization to which the person associated with the Corporation has allegiance, may be seen as competing with the interests of the Corporation, or may impair such person’s independence or loyalty to the Corporation. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any Director, Officer, committee member or staff member in a manner that is adverse to the interests of the Corporation.

Voting

9.3 Directors shall disclose to the Board any actual, apparent or possible conflict of interest at the earliest practical time. A Director who has made such a disclosure shall abstain from voting on such matters. The Board minutes shall reflect that a disclosure was made and note the Director’s recusal. A Director who is recused may be counted for purposes of determining the presence of a quorum at the meeting, but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

Annual Disclosure

9.4 In accordance with the Conflict of Interest Policy Agreement, every Director and committee member shall complete and sign a disclosure form on an annual basis and the Board as soon as practically possible following knowledge of conditions that may create a possible conflict of interest.

ARTICLE X
AMENDMENTS

Modification of Articles of Incorporation

10.1 The Articles of Incorporation of the Corporation may be amended by an affirmative vote of a majority of members present at any duly convened annual or special meeting of the members after notice of such purpose has been given.
Modification of Bylaws

10.2 The Bylaws may be amended by an affirmative vote of a majority of members present or, to the extent not prohibited by law, by affirmative vote of a majority of all Directors in office, at a duly convened meeting pursuant to Section 3.9 (relating to a meeting of the membership) or Sections 4.17 and 4.18 (relating to meetings of the Directors) after notice of such purpose has been given.

ARTICLE XI
MISCELLANEOUS

Subordination to State Law

11.1 To the extent anything within the Bylaws may be inconsistent with the law of the Commonwealth of Pennsylvania, the law shall control.

Corporate Dissolution

11.2 Dissolution of the Corporation shall be handled in accordance with the Act and other applicable state and federal laws.

Headings

11.3 In interpreting these Bylaws, the headings of the articles shall not be controlling.

Adopted and Effective:
Revised: