

**BY-LAWS
OF THE
COLLIER TOWNSHIP HISTORICAL SOCIETY
ALLEGHENY COUNTY, PENNSYLVANIA**

June 21, 2016 *

BY-LAWS OF THE COLLIER TOWNSHIP HISTORICAL SOCIETY

ARTICLE I – NAME

The name of this organization shall be Collier Township Historical Society, referred to herein as the “Society.”

ARTICLE II – PURPOSE AND MISSION

This organization will be dedicated to the preservation of the history of Collier Township, Pennsylvania and the surrounding area. The mission of the Society is to collect and preserve materials pertaining to the history of Collier Township. The Society will promote an interest in, and appreciation of, the Township’s past, through programs presented at meetings and community events. The Society will bring together for exchange of ideas those interested in history, especially that of Collier Township. The Society will endeavor to collect various historical items, documents, photography, property and other items which first approved by the Board shall be maintained and stored in the Collier Township Municipal Building and in areas as the Board approves and displayed to the public.

ARTICLE III – MEMBERSHIP

Section 1. Any person interested in the purpose and objectives of this Society, as stated in Article II, may become a member of the Society.

Section 2. Membership shall not entitle the member to any property, rights, or ownership in, or of any of the property or assets of the Society.

Section 3. Membership in the Society shall be without dues or charge so as to actively encourage participation by interested members from the community and throughout the area.

ARTICLE IV—MEETINGS OF THE MEMBERSHIP

Section 1. REGULAR MEETINGS—Meetings of the membership will be held 10 times per year on third Tuesday of the month beginning at 6:30 at the Collier Township Municipal Building, Hilltop Road, Collier Township, Pennsylvania, unless otherwise specified.

Section 2. SPECIAL MEETINGS—Special meetings of the Society, for any purpose, may be called at any time by the President, a majority of the Board, or by the joint action of not less than one tenth (1/10th) of the members of the Society. Notice of any special meeting will be in writing to all members and shall specify in addition to the place, day, and hour of such meeting, the purpose of the meeting.

Section 3. VOTING—At all meetings of the Society, each member shall be entitled one (1) vote.

Section 4. QUORUM—A quorum shall consist of six members present at any duly announced meeting.

ARTICLE V—THE BOARD

Section 1. COMPOSITION—The Board shall consist of minimum of seven up to maximum of fifteen members which shall include Directors and the Officers. The Officers of the Society shall include at a minimum: the President, the Vice President, the Secretary, and the Treasurer. Any such Officer may hold more than one officer position, but no person may hold the position of both President and Vice President.

Section 2. RESPONSIBILITIES OF THE BOARD

DIRECTORS—Directors shall formulate the policies of the Society. The Directors shall have the responsibility for the general management and control of the Society and its property, subject to these Bylaws and the laws of the Commonwealth of Pennsylvania. The Directors will endeavor to actively participate in developing funds to operate the Society.

PRESIDENT—The President shall, subject to the policies approved by the Board, supervise the business of the Society. The President shall act as Chairman of the Board and permitted to vote in case of a tie vote. The President shall have the authority to execute all contracts and legal documents approved by the Board. The President or a designee shall be the spokesperson for the Society when communicating with the media, local government, or other agencies.

VICE PRESIDENT—In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of the President. The Vice President shall assist the President and shall perform such duties as may be from time to time agreed upon by the Board.

SECRETARY—The Secretary shall ensure that accurate minutes are kept, of all meetings of the Board and meetings of the general membership. The Secretary shall also attend to the correspondence of the organization.

TREASURER—The Treasurer shall ensure that accurate accounts of the properties and business transactions of the Society are kept. The books of account shall at all times be open to inspection by any member of the Board. The Treasurer shall prepare the annual budget and prepare and file all required government tax returns and reports. The Treasurer shall keep records of the membership.

Section 3. TERMS

DIRECTORS—Directors shall serve for a term of three (3) years, with a maximum of two (2) consecutive terms, unless earlier removed pursuant to Section 6 below.

OFFICERS—Officers shall serve a term of two (2) years, unless earlier removed pursuant to Section 6 below.

Section 4. ELECTIONS—The Officers and the Directors shall be elected from among the membership of the Society at the annual election held during the final Regular Meeting of the Membership of the year. The Officers and Directors shall be elected by a majority of the members present in person and voting at said meeting.

Section 5. RESIGNATIONS—Any resignation shall be effective upon receipt of written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective.

Section 6. REMOVALS—Any Director or Officer may be removed by a majority vote of the entire Board, at any regular or special meeting of the Board. Reasons for removal may include three (3) unexcused consecutive Board meetings.

Section 7. REPLACEMENTS—If a Director or Officer’s position becomes vacant, the Board shall appoint a successor from among the members of the Society. Each Director or Officer so appointed shall serve until the next annual election. At that time, the Board will make the decision as to whether that individual will fill the remainder of the unexpired term.

ARTICLE VI—MEETINGS OF THE BOARD

Section 1. REGULAR MEETINGS— The Board shall meet quarterly and may choose to meet at any other time so designated by the Chairman of the Board. Meetings shall be conducted at the Collier Township Municipal Building, Hilltop Road, Collier Township, Pennsylvania, unless otherwise specified.

Section 2. SPECIAL MEETINGS—Any three (3) members of the Board may call a Special meeting of the Board for any purpose.

Section 3. QUORUM—A majority of the Board shall be necessary to constitute a quorum for the transaction of business.

ARTICLE VII—COMMITTEES

Standing Committees may be formed (a Board member is required on each Committee), or dissolved, as needed to implement the policies and directives of the Board. No committee may take action on matters that require approval by the Board. Committee expenditures shall not be incurred which are not approved in advance by the Board. A Committee shall be composed of a chair and two members.

ARTICLE VIII – IMMUNITY, INDEMNIFICATION AND INSURANCE OF AND FOR DIRECTORS, OFFICERS AND OTHER PERSONS

Section 1. Each present or future Director, Officer or member of the organization shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless:

- (a) That person 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 Director, Officer or member pursuant to a criminal statute. The immunity and other rights and privileges set forth herein shall be construed to grant Directors, Officers and members 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.

Section 2. The Society 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 Society 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 IX— FISCAL YEAR

The Society's fiscal year shall commence January 1 of each year and shall end December 31.

ARTICLE X—AMENDMENTS

These Bylaws may be amended by a majority vote of members present at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-thirds vote of the Board and that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

ARTICLE XI—PREVIOUS BYLAWS

During its original existence, the Society was governed by By-Laws adopted on September 23, 1989. These By-Laws herein replace and supersede the Society's September 23, 1989 By-Laws.

Executed on the 21st day of June, 2016, Collier Township Pennsylvania.

Salvatore M. Sirabella
Acting PRESIDENT